

SPECIAL POWER OF ATTORNEY
ORDINARY GENERAL MEETING OF THE SHAREHOLDERS ¹

I, the undersigned)

.....
(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person)

Legal representative of:

.....
(to be filled in only by shareholders legal person with the full name and tax identification code. The status of legal representative shall be supported by the shareholders list on the registration/reference date, received from Depozitarul Central).

Personal identification number....., residing at (full address)

.....ID card/passport series, no....., issued by

holder of a number of.....shares in TRANSGAZ, registered with the Sibiu Trade Register Office

under number J 32/301/2000, tax identification code RO13068733, representing% of the total

number of 11,773,844 shares in TRANSGAZ granting a number of voting rights within the

General Meeting of the Shareholders representing.....% of the total shares issued by

TRANSGAZ, **I** **hereby** **appoint** **Mr./Mrs.:**

.....,

(surname and name of the empowered representative)

residing at/headquartered in,

personal identification number....., holder of ID card/passport series....., no.

.....issued by

(for natural persons representatives)

Tax identification code,

(for legal persons representatives)

as my representative in the **Ordinary General Meeting of the Shareholders** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **15 May 2019**, at **10:00 a.m.**, or on the date of the second meeting, if the first one is not held, to exercise the voting rights related to the number of shares I hold and registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL S.A., Bucharest, at the reference date **3 May 2019**, as follows:

1. Approval of the revision of the key financial performance indicators in the Transgaz 2017 – 2021 Plan of Administration.

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

2. Approval of form of the addendum to the contract of mandate signed with the non-executive members of the Board of Administration of Transgaz, including the revised indicators, and the empowering of the representative of the Ministry of Economy in the GMS to sign the addenda to the contracts of mandate of the non-executive members of the Board of Administration of Transgaz on behalf of the Company.

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

3. The assessment of the achievement of the key financial and non-financial performance indicators, annex to the contracts of mandate of the non-executive administrators, according to GEO 109/2011 on the corporate governance of the public enterprises, as further amended and supplemented.

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

4. Approval of the Transgaz 2019 revenue and expense budget and of the 2020 – 2021 forecasts.

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

5. Setting the date of 3 June 2019 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

The version proposed by the Company`s Board of Administration
For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)
For Against..... Abstention

- 6. Empowerment of Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy Director-General of Transgaz, to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court**

The version proposed by the Company`s Board of Administration
For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)
For Against..... Abstention

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to TRANSGAZ, the Board of Administration and General Meeting of the Shareholders Secretariat, or to the Secretariat of the Ordinary General Meeting of the Shareholders at least one hour before the meeting, one shall be used by the representative within the General Meeting of the Shareholders, and one shall remain with the represented shareholder.

Date of power of attorney:

Surname and name:

(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person, clearly and in capital letters).

Signature:

(signature of the shareholder natural person or signature and stamp of the legal representative of the shareholder legal person)

Note:

¹ *The content is according to the Financial Supervisory Authority Regulation no. 5/2018 on the issuers of financial instruments and market operations*