

SPECIAL POWER OF ATTORNEY

GENERAL EXTRAORDINARY SHAREHOLDERS MEETING¹

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 Shareholders Meeting 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 **General Extraordinary Shareholders Meeting** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **18 January 2018**, 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 **8 January 2018**, as follows:

- 1. Approval Transgaz' association with the Spanish company Regasificadora del Noroeste S.A. in order to participate in the second stage of the process for the procurement of a 66% stake in DESFA and to establish the means of the association's organization and operation and the empowerment of Mr. Ion STERIAN – Director General – for the negotiation and execution of the documents related to the association.**

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. **Setting the date of 7 February 2018 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.**

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. **Empowerment of Mr. Petru Ion Vaduva as Chairman of the meeting, or of his alternate – Mr. Bogdan George Iliescu to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr. Grigore Târsac, as Deputy Director-General of S.N.T.G.N. TRANSGAZ S.A., to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary 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 Shareholders Meeting 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 National Securities Commission Regulation no. 6/2009, as further amended and supplemented