

**SPECIAL POWER OF ATTORNEY**  
**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS <sup>1</sup>**

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 **3 December 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 **21 November 2018**, as follows:

**1. Approval of appointment of the financial auditor of SNTGN Transgaz SA Medias for 2018-2023**

*The version proposed by the Board of Administration*

For ..... Against ..... Abstention .....

**2. The distribution/redistribution of the amounts recorded in the accounts “retained earnings” and/or “other reserves” in the amount of lei 13,472,486.**

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS letter no 6104/09.11.2018 and supplemented by DPAPS letter no 6192/14.11.2018*

For ..... Against ..... Abstention .....

**3. Approval of the gross dividend per share in the amount of 1.14 lei/share and of the date of 28.12.2018 as the deadline for the commencement of dividend pay-out.**

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS letter no 6192/14.11.2018*

For ..... Against ..... Abstention .....

**4. Setting the date of 19 December 2018 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 Board of Administration*

For ..... Against ..... Abstention .....

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS letter no 6192/14.11.2018*

For ..... Against ..... Abstention .....

**5. Setting the date of 18 December 2018 as ex-date, according to the applicable laws.**

*The version proposed by the majority shareholder the Ministry of Economy by DPAPS letter no 6192/14.11.2018*

For ..... Against ..... Abstention .....

**6. Empowerment of Mr Nicolae Minea, as Chairman of the meeting, or his deputy, Mr Remus Gabriel Lăpușan, to sign the Resolution of the Ordinary 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 Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court**

*The version proposed by the Board of Administration*

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:*

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