

**SPECIAL POWER OF ATTORNEY
EXTRAORDINARY 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 **Extraordinary General Meeting of the Shareholders** of
TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **10
February 2020**, 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 **30 January 2020**, as follows:

- 1. Approval of the conclusion of a contract for the procurement of legal consultancy, assistance and representation services, having a duration of 12 months, with the possibility of extension by the conclusion of an addendum, and the empowerment of the Director-General of SNTGN Transgaz SA to sign this contract.**

The version proposed by the Board of Administration

For Against..... Abstention

The version proposed by the shareholder (if applicable)

For Against..... Abstention

- 2. Setting the date of 26 February 2020 as registration date for the shareholders subject to the Resolution of the Extraordinary 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 shareholder (if applicable)

For Against..... Abstention

- 3. Empowerment of Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary 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 Extraordinary 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

The version proposed by the shareholder (if applicable)

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 Extraordinary 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