

**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 **27**  
**April 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 **15 April 2020**, as follows:

- 1. Approval of the annual Financial Statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2019, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 2. Presentation of the annual Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2019.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 3. Approval of the gross dividend per share in the amount of Lei 15.47 /share for financial year 2019.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 4. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2019.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 5. Approval of the 2019 net profit distribution proposal.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 6. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in the financial year 2019.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 7. Approval of the administration discharge of the administrators for the activity performed in 2019.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 8. Assessment of fulfilling of key financial and non-financial performance indicators, annex to the contracts of mandate of the non-executive administrators, according to GEO 109/2011 on corporate governance of public enterprises, as further amended and supplemented.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

- 9. Approval of the prescription of 2016 financial year dividends established under OGMS Resolution 1/27.04.2017, left unclaimed until 18.07.2020, and registration of their value in the revenue account of the company.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

**10. Report on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q IV 2019.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

**11. Setting the date of 26 June 2020 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 shareholder (if applicable)***

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

**12. Setting the date of 25 June 2020 as ex-date, 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 .....

**13. Setting the date of 17 July 2020 as dividend pay-out date.**

***The version proposed by the Board of Administration***

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

***The version proposed by the shareholder (if applicable)***

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

**14. 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 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 .....*

***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:**

<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