

**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 **27 April 2021**, 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 **16 April 2021**, as follows:

- 1. Approval of the annual financial statements (statement of financial standing, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for the financial year 2020, prepared in accordance with International Financial Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.**

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

- 2. Approval of the consolidated annual financial statements (statement of financial standing, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for the financial year 2020, prepared in accordance with International Financial Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.**

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

- 3. Presentation of the consolidated annual report of the administrators of SNTGN TRANSGAZ SA regarding the activity carried out in 2020.**

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

- 4. Approval of the gross dividend per share in the amount of 8,14 lei/share, related to the financial year 2020.**

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

5. Presentation of the Financial Audit Report on the annual financial statements concluded by SNTGN TRANSGAZ SA on 31 December 2020.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

6. Presentation of the Financial Audit Report on the consolidated annual financial statements concluded by SNTGN TRANSGAZ SA on 31 December 2020.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

7. Approval of the proposal for the distribution of the net profit for the financial year 2020.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

8. Presentation of the Report of the Advisory Nomination and Remuneration Committee regarding the evaluation of the performances of the administrative and executive management of SNTGN TRANSGAZ SA for the activity carried out in 2020.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

9. Approval of the discharge from administration of the administrators for the activity carried out in 2020.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

10. Evaluation of the fulfilment of the key financial and non-financial performance indicators that constitute an annex to the mandate contracts of the non-executive administrators, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public companies, as subsequently amended and supplemented.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

11. Approval of the prescription of the dividends related to the financial year 2017 established by the OGMS Resolution no. 4 of 07.06.2018, not collected until 16.07.2021 and the registration of their value in the company's income account.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

12. Approval of the prescription of dividends distributed/redistributed from the amounts registered in the "result carried forward" and/or "other reserves" accounts in the amount of 13,472,486 lei, approved by OGMS Decision no. 7 of 03.12.2018 and not collected until 28.12.2021 as well as the registration of their value in the revenue account of the company.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

13. Approval of the Policy and Criteria of the Remuneration of the Administrators, Director General and Chief Financial Officer of SNTGN „TRANSGAZ“ S.A.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

14. Approval of the revision, for the year 2021, of some key performance, financial indicators included in the Management Plan of SNTGN Transgaz SA for the period 2017-2021.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

15. Approval of the addendum to the mandate contract signed with the non-executive members of the Board of Administration of SNTGN Transgaz SA that includes the revised financial performance indicators related to the year 2021 and the empowerment of the representative of the General Secretariat of the Government in the GMS to sign on behalf of the company the addenda to the mandate contracts of the non-executive members of the Board of Administration of SNTGN Transgaz SA.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

(In person)

16. Approval of the revenue and expense budget of SNTGN „Transgaz” SA for the year 2021 and of the estimates for the years 2022-2023.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

17. Setting the date of 25.06.2021 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 applicable)

For Against..... Abstention

18. Setting the date of 24.06.2021 as ex-date, according to the legal provisions in force.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

19. Setting the date of 16.07.2021 as the date of payment of dividends.

The version proposed by the company's Board of Administration.

For Against..... Abstention

The version proposed by the shareholder _____ (if applicable)

For Against..... Abstention

20. 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 company's 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' headquarters in Mediaş, 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*