

# SPECIAL POWER OF ATTORNEY EXTRAORDINARY 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 the Central Depository

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 **6 July 2017**, 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 **26 July 2017**, as follows:

**1. Approval of the following amendments to the Articles of Incorporation of SNTGN Transgaz SA:**

**1. Chapter IV, Art.15, point 4 (i) will have the following content:**

- ` i) decides on the establishing of new legal persons, bundling, unbundling or liquidation of such legal persons or association with other national or foreign legal or natural persons;`**

**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. Chapter V, Art. 20, point 1 (j<sup>2</sup>) will have the following content:**

**1. Approves the establishing or liquidation of secondary offices: subsidiaries, agencies, representative offices or other such units without legal personality, and work points – facilities of the NTS;`.**

**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 25 July 2017 as registration date for the shareholders subject to the Resolution of the General Extraordinary 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. Văduva Petru Ion as Chairman of the meeting, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr. Ion Sterian, as 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 Meeting of the Shareholders Secretariat, or to the Secretariat of the Extraordinary General Meeting of the Shareholders on the meeting day, 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 National Securities Commission Regulation no. 6/2009, as further amended and supplemented