

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 **23 October 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 **6 October 2017**, as follows:

1. **Approval of allocation as dividends of the amount of RON 171 million, sum existing in the Other Reserves and Retained Earnings accounts balance on 31.12.2016.**

The version proposed by the Ministry of Economy, the majority shareholder, by DPAPS Letter 4607/12.09.2017

For Against..... Abstention

2. **Approval of the gross dividend per share in amount of RON 14.52/share.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

3. **The extension of the Transgaz Board of Administration interim administrators' mandate by two months, starting from 11 November 2017.**

The version proposed by the Ministry of Economy, the majority shareholder, by DPAPS Letter 4687/28.09.2017

For Against..... Abstention

4. **The approval of the form of the addendum to the contracts of mandate of the interim administrators.**

The version proposed by the Ministry of Economy, the majority shareholder, by DPAPS Letter 4687/28.09.2017

For Against..... Abstention

5. **The empowerment of the representative of the Ministry of Economy to sign the addenda to the contracts of mandate of the interim administrators on behalf of the Company.**

The version proposed by the Ministry of Economy, the majority shareholder, by DPAPS Letter 4687/28.09.2017

For Against..... Abstention

6. **The approval of the profile of the Transgaz Board of Administration**

The version proposed by the Ministry of Economy, the majority shareholder, by DPAPS Letter 4894/29.09.2017, supplemented by Letter 4894/03.10.2017

For Against..... Abstention

7. **The approval of the profile of the candidates for the selection of 2 members of the Transgaz Board of Administration**

The version proposed by the Ministry of Economy, the majority shareholder, by DPAPS Letter 4894/29.09.2017, supplemented by Letter 4894/03.10.2017

For Against..... Abstention

8. **Setting the date of 8 November 2017 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders**

The version proposed by the Company's Board of Administration

For Against..... Abstention

9. **Setting the date of 7 November 2017 as ex date, according to the applicable laws**

The version proposed by the Company's Board of Administration

For Against..... Abstention

10. Setting the date of 28 November 2017 as payment date

The version proposed by the Company's Board of Administration

For Against..... Abstention

11. Empowerment of Mr Bogdan George Iliescu, as Chairman of the meeting, 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

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:

¹ The content is according to the National Securities Commission Regulation no. 6/2009, as further amended and supplemented