

**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 **27 April 2017**, at **11:00 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 **14 April 2017**, as follows:

- 1. Approval of the establishment in Brasov of the secondary office, without legal personality, the "RESEARCH AND DESIGN COMPARTMENT" (Annex no 1 to the Convening ) and the empowerment of Mr Petru Ion Văduva, the Director-General of S.N.T.G.N. TRANSGAZ S.A., to fulfil all the formalities regarding the registration of the above mentioned secondary office at the Trade Registry Office, near Sibiu 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 .....

2. **Report on the approval of the procurement of legal consultancy, assistance and/or legal representation services for the future loan contracts for co-financing Phase I of the BRUA Project, up to a cap amount of EUR 200.000.**

**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. **Setting the date of 27 June 2017 as registration date for the shareholders subject to the Resolution of the Extraordinary General 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 .....

4. **Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr. Petru Ion Văduva, as 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 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 it will be submitted in the day of the meeting to the Board of Administration and General Meeting of the Shareholders Secretariat, 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