

SPECIAL POWER OF ATTORNEY
¹ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

I, the undersigned,

(Name and surname of the shareholder, individual, or of the legal representative of the shareholder - legal entity)

Legal representative of:

(To be filled in only by shareholders - legal entities – full name and Fiscal Registration Code)

Personal identification number, residing at (full address)

ID card/passport series....., no....., issued by,
holder of(no.) shares in S.N.T.G.N. TRANSGAZ S.A. Mediaş, Sibiu Commercial Registration
Number J 32/301/2000, CIF RO13068733, representing% of the total number of shares, i.e. 11,773,844
shares of S.N.T.G.N. „Transgaz” S.A. granting(no.) voting rights within the General Assembly of the
Shareholders, i.e. % of the total shares issued by S.N.T.G.N. ”TRANSGAZ” S.A. Medias, **I hereby
appoint Mr./Mrs.:**

(name and surname of the empowered representative)

Residing at/headquartered in

Personal identification number.....,ID card/passport series....., no.,

Issued by

(for representatives - individuals)

Fiscal Registration Code.....,

(for representatives - legal entities)

as my representative in TRANSGAZ’ **Ordinary General Assembly of the Shareholders** to be held at
TRANSGAZ’ headquarters, Mediaş, no. 1, C. I. Motaş Sq., on 16 November 2009, 12:00 hours or on the date of the
second assembly, should the first assembly fail, to exercise voting rights related to the number of shares I hold and
have registered within the Shareholders Register of the S.C. DEPOZITARUL CENTRAL SA, Bucharest, on the
reference date.....,as follows:

- 1. Approval of SNTGN TRANSGAZ’ Revenues and Expense Budget Rectification for 2009, to be submitted for approval to the Ministry of Economy according to GEO no. 37/26 March 2008.**

FOR *AGAINST*..... *ABSTENTION*

- 2. Approval in accordance to the Article 2 (2) of GEO no. 79/2008 approved with its amendments and completions by Law no. 203/2009, in conjunction with Article 15, point 3, letter “o” of the Articles of Incorporation of SNTGN TRANSGAZ S.A., of the criteria and performance objectives of the Mandate of the Director General of S.N.T.G.N. “TRANSGAZ” S.A., for 2009.**

FOR *AGAINST*..... *ABSTENTION*

¹Under Regulation no.1/2006 on security issuers and operations issued by the Romanian National Securities Commission

3. Approval of replacement of Mr. Rusu Ioan from his capacity of Member of the Board of Administration in accordance with Article. 15, point 3, letter “b” of the Articles of Incorporation of S.N.T.G.N. “TRANSGAZ” S.A. and Order no. 1742/05.10.2009 of the Minister of Economy.

FOR AGAINST..... ABSTENTION

4. Election as Member of the Board of Administration of SNTGN “TRANSGAZ” S.A. of Mr. Muntean Florin Nicolae, Romanian citizen, residing in Mediaş, Nicolae Teclu Square, no. 2, Sibiu County, born on 06.04.1956, identified with the identity card series SB no. 049465, issued on 25.02.2000 by the Police Department of Mediaş, personal identification number 1560406322241, appointed based on the Order no. 1742/5.10.2009 of the Minister of Economy following the termination of the manager mandate of Mr. Rusu Ioan.

FOR AGAINST..... ABSTENTION

5. Setting the date of 4 December 2009 as a registration date for the shareholders subject to effects of the Ordinary General Assembly of the Shareholders.

FOR AGAINST..... ABSTENTION

6. Empowerment of Mr. SCHMIDT Victor Alexandru, in his capacity of a Chairman of the Board of Administration, to sign the Decision of the Ordinary General Assembly of the Shareholders and Mr. Florin Muntean, as a Director General S.N.T.G.N. “TRANSGAZ” S.A, to sign the necessary documents for registration and publication thereof in the Commercial Register, Sibiu Court of Law.

FOR AGAINST..... ABSTENTION

I, the undersigned, hereby grant discretionary voting power to the above-mentioned representative on the issues which have not been identified and included in the agenda until the date hereof.

This power of attorney was concluded in 3 (three) original copies; of which one shall be submitted to TRANSGAZ, BA and GAS Department, by 13 November 2009, included, 12:00 hours; the second copy shall be used by the representative, within the General Assembly of the Shareholders, and the third copy shall remain with the represented shareholder.

Date of this power of attorney:

Name and surname:

(Name and surname of individual, shareholder or of the legal representative of the shareholder - legal entity, legible and in upper cases)

Signature:

(Signature of the individual, shareholder or signature and seal of the legal representative of the shareholder - legal entity)