

SPECIAL POWER OF ATTORNEY

ORDINARY 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. Mediaș, 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/premises 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, Mediaș, no. 1, C. I. Motaș Sq., on **July 19th, 2012, 10:00 o'clock** 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. **Voting Mr. Rusu loan into the Board of Administration of The National Natural Gas Transmission Company “TRANSGAZ” S.A. as a member, until the General Assembly of the Shareholders appoints the new administrators, under the GEO no. 109/2011.**

FOR **AGAINST** **ABSTAIN**

2. **The approval of the modification of article 5 of the Decision no.3/25.04.2012 of the general Assembly of the Shareholders, in the sense that a new payment deadline related to the dividends must be set within the maximum 6 months deadline provided in art 67 of Law no. 31/1990, republished with its subsequent modifications and additions. The payment date is proposed to be within maximum 3 (three) days since the decision hereby is published.**

FOR **AGAINST** **ABSTAIN**

3. **The approval of the tariff offer submitted by the company Nabucco Gas Pipeline International GmbH (NIC) to the Shah Deniz Consortium (SD) on May 16th, 2012 regarding gas transmission through the Nabucco West pipeline.**

FOR **AGAINST** **ABSTAIN**

4. **The approval of the budget of SNTGN "Transgaz" SA for the Nabucco project for the period July 2012-June 2013.**

FOR **AGAINST** **ABSTAIN**

5. **The approval of the modification of the share owned by SNTGN "Transgaz" SA in the company Nabucco Gas Pipeline International GmbH (NIC) from 16,67% to 17,064% if the company FGSZ in Hungary does not participate to the capital increase.**

FOR **AGAINST** **ABSTAIN**

6. **Setting the monthly fixed allowance for the administrators.**

FOR **AGAINST** **ABSTAIN**

7. **Authorize a representative of the shareholders to sign the administration contracts.**

FOR **AGAINST** **ABSTAIN**

8. **Setting the date of August 6th 2012 as registration date for the shareholders subject to the effects of the Ordinary General Assembly of the Shareholders.**

FOR **AGAINST** **ABSTAIN**

9. **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 of Mr. Rusu Ioan, as a Director General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for registration and publication thereof at the Office of Trade Register under the Law Court Sibiu.**

FOR **AGAINST** **ABSTAIN**

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 **July 18th, 2012, 09:00 o'clock**; 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)