

SPECIAL POWER OF ATTORNEY
EXTRAORDINARY 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 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/headquartered in

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

Issued by

(for individuals representatives)

Fiscal Registration Code.....

(for legal entity representatives)

as my representative in TRANSGAZ’ **Extraordinary General Assembly of the Shareholders** to be held at
TRANSGAZ’ headquarters, Mediaș, no. 1, C. I. Motas Sq., on **December 21st 2011, 10:00 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 SC. DEPOZITARUL CENTRAL SA, Bucharest, on
the reference date.....,as follows:

1. Approval of the following proposals:

**A. To delegate from the competence of the Extraordinary General Assembly of the
Shareholders to the competence of the Board of Administration the following
responsibilities:**

- **The amendment of SNTGN TRANSGAZ SA secondary object of activity;**
- **The foundation/liquidation of the working units – pertaining to the NTS (registered as
secondary units).**

**B. Amendment and completion of the Incorporation Document of SNTGN TRANSGAZ SA,
updated, as follows:**

a) Amendment of art. 15, point 4, letter i):

**“decides on the foundation or liquidation of the subunits of SNTGN TRANSGAZ SA, except
for the working points – pertaining to the NTS, on the participation to the establishment of**

new legal entities, to their fusion, division or dissolution or to the association with other national or foreign natural and legal persons”.

- b) *Amendment and completion of art. 20, point 1, with the introduction of a new letter (j) that is (j¹) and (j²), stating:
“(j¹) the amendment of SNTGN TRANSGAZ’ secondary object of activity”
“(j²) the foundation/liquidation of the working units – pertaining to the NTS.”*

FOR **AGAINST** **ABSTENTION**

2. *The approval of the proposal to set up within SNTGN TRANSGAZ SA an Emergency, Repairs and Special Operations Subsidiary with the registered office in Medias, no. 59, Soseaua Sibiului Street, the county of Sibiu.*

FOR **AGAINST** **ABSTENTION**

3. *Setting the date of 12th January 2012 as a registration date for the shareholders subject to effects of the Extraordinary General Assembly of the Shareholders.*

FOR **AGAINST** **ABSTENTION**

4. *Empowerment of Mr. Victor Alexandru SCHMIDT, in his capacity of a Chairman of the Board of Administration, to sign the Decision of the Extraordinary General Assembly of the Shareholders and Mr. Florin Emil Cosma, 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 **19 December 2011**, included, **09:00 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)