

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. Medias, 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, Medias, no. 1, C. I. Motas Sq., on October 5th 2010, 11:00 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 proposal to amend the “Association Agreement for the performance of the Nabucco Gas Pipeline” and of the Incorporation Act “Articles of Association” of the Nabucco Gas Pipeline International GmbH Company.**

FOR **AGAINST** **ABSTENTION**

- 2. Setting the date of 21st October 2010 as a registration date for the shareholders subject to effects of the Extraordinary General Assembly of the Shareholders.**

FOR **AGAINST** **ABSTENTION**

3. **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. Ioan RUSU, 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 1 October 2010, included, 15:00 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)