

SPECIAL POWER OF ATTORNEY
ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS¹

I, the undersigned,

.....
.....
(name and surname of the shareholder – natural person or of the legal representative of the shareholder – legal entity)

Legal representative of:

.....
(only for shareholders – legal entities, the full name and VAT Code shall be filled in.. The capacity as legal representative is certified by the documents set forth in Order no. 26/20.12.2012 of the Romanian National Securities Commission and by the extract from the Commercial Register, either in original or in copy according to the original or any other document, in original or in copy according to the original, issued by a competent authority of the state where the shareholder is legally incorporated certifying the capacity thereof as a legal representative; the documents certifying the capacity as a legal representative shall be issued 3 months before the date of the convening notice publication, at the most)

Personal no.....residing in (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, VAT Code 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 in/headquartered in

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

Issued by,

(for individual representatives)

VAT Code.....,

(for legal entity representatives)

as my representative in TRANSGAZ' **Ordinary General Assembly of the Shareholders** to be held at TRANSGAZ' headquarters, Medias, no. 1, C. I. Motas Sq., on **September 23, 2013, 10:00 a.m.** 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

¹ The content is according to Regulation 6/2009 of the Romanian National Securities Commission amended from time to time and Order no. 26/20.12.2012 of the same.

registered with the Shareholders Register of the SC. DEPOZITARUL CENTRAL SA, Bucharest, on the reference date....., as follows:

1. Approval of TRANSGAZ Plan of Administration for 2013-2016 as prepared by the Board of Administrators according to GEO no. 109/2011 on the corporate governance of public enterprises.

FOR **AGAINST** **ABSTENTION**

2. Approval of the form of the mandate contract to be signed with the members of TRANSGAZ Board of Administrators.

FOR **AGAINST** **ABSTENTION**

3. Empowerment of a shareholders' representative to sign the mandate contract with the members of TRANSGAZ Board of Administrators.

FOR **AGAINST** **ABSTENTION**

4. Approval of the appointment of PriceWaterHouseCoopers SRL Bucharest as auditor of TRANSGAZ annual financial statements, the entering into the financial audit contract for a period of two years and the financial statements for 2013 and 2014 following the expiration of the audit contract after the financial statements for 2012 have been audited.

FOR **AGAINST** **ABSTENTION**

5. Setting the date of 11 October 2013 as a registration date for the shareholders subject to the Decision of the Ordinary General Assembly of the Shareholders.

FOR **AGAINST** **ABSTENTION**

6. Empowerment of Mr. Ion STERIAN, the Chairman of the Board of Administrators, to sign the Decision of the Ordinary General Assembly of the Shareholders and of Mr. Petru Ion VADUVA, as Director General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for publication and registration thereof with the Office of Trade Register under the Law Court Sibiu.

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) counterparts; of which one shall be submitted to TRANSGAZ, BoA and GAS Department, by **September 20, 2013, 03:00 p.m.**; the second counterpart shall be used by the representative, within the General Assembly of the Shareholders, and the third counterpart shall remain with the represented shareholder.

Date of this power of attorney:

Name and surname:

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

Signature:

(Signature of the shareholder – natural person or signature and seal of the legal representative of the shareholder - legal entity)