

SPECIAL POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS¹

I, the undersigned,

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

.....
(to be filled in only by shareholders legal person with the full name and tax identification code. The status of legal representative shall be supported by the shareholders list on the registration/reference date, received from the Central Depository.)

personal identification number....., residing at (full address)

.....
ID card/passport series, no....., issued by,
holder of a number of.....shares in TRANSGAZ, registered with the Sibiu Trade Register Office under
number J 32/301/2000, tax identification code RO13068733, representing% of the total number of
11,773,844 shares in TRANSGAZ granting a number of voting rights within the General Meeting
of the Shareholders representing.....% of the total shares issued by TRANSGAZ, **I hereby
appoint Mr./Mrs.:**

.....
(surname and name of the empowered representative)
residing at/headquartered in,
personal identification number....., holder of ID card/passport series....., no. ,
issued by,

(for natural persons representatives)

tax identification code.....,

(for legal persons representatives)

as my representative in the **Extraordinary General Meeting of the Shareholders** of TRANSGAZ to be held at the
headquarters of TRANSGAZ, 1 C. I. Motas Square, on **17 December 2015, at 11:00 a.m.**, or on the date of the
second meeting, if the first one is not held, to exercise the voting rights related to the number of shares I hold and
registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL S.A., Bucharest, at the reference date of **7
December 2015**, as follows:

- 1. Approval of setting up a secondary office without legal personality "TRANSGAZ S.A. REPRESENTATIVE OFFICE in Chişinău", the Republic of Moldova and empowering the Director General of S.N.T.G.N. "TRANSGAZ" to fulfil all necessary formalities and sign all the documents related to setting up TRANSGAZ S.A. REPRESENTATIVE OFFICE in Chişinău, according to the legal provisions in force in the Republic of Moldova.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

- 2. Setting the date of 11 January 2016 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

- 3. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, as Director-General of S.N.T.G.N. TRANSGAZ S.A, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.**

The version proposed by the Company's Board of Administration

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

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 on the agenda until the date hereof.

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to TRANSGAZ, the Board of Administration and General Meeting of the Shareholders Secretariat, by **16 December 2015, 10:00 a.m.**, one shall be used by the representative within the General Meeting of the Shareholders, and one shall remain with the represented shareholder.

Date of power of attorney:

Surname and name:

(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person, clearly and in capital letters).

Signature:

(signature of the shareholder natural person or signature and stamp of the legal representative of the shareholder legal person)

Note:

¹The content is according to the National Securities Commission Regulation no. 6/2009, as further amended and supplemented