

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 **28 April 2016**, 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 15 April 2016**, as follows:

- 1. Approval of the amendments of Transgaz Incorporation Act according to Annex 1 hereto and the empowerment of Transgaz' Director General to sign the company's amended Incorporation Act in order for the publicity procedures under the Companies' Law no. 31/1990 as amended to be fulfilled.**

a. Chap. IV, art. 15, point 3, letter (a) is amended to read as follows:

„(a) to approve the proposals regarding the overall development strategy of TRANSGAZ SA, refurbishment , modernization, financial and economic restructuring strategy, Transgaz' policies drawn up according to the regulations in force, as well as the procedures drawn up by the Board of Administration”.

The version proposed by the Company's Board of Administration
For Against Abstention

The version proposed by the shareholder_____ (if appropriate)
For Against Abstention

- b. **Chap. V, art. 20, la point 1, letter (a) is amended to read as follows:**
„(a) to determine the main directions of activity and development of the company, to draw up TRANSGAZ S.A. policies, according to the regulations in force and to the procedures provided in the Corporate Governance of the Bucharest Stock Exchange”.

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. **Approval of the proposal to close down some secondary offices within SNTGN TRANSGAZ SA according to annex 2 hereby and the empowerment of Mr. Petru Ion Vaduva, Director General of SNTGN TRANSGAZ SA to fulfil all the formalities regarding the registration of all changes in the structure of the above regional offices at the Trade Registry Office, near Sibiu 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

3. **Approval of the proposal to terminate the association for the achievement of the Nabucco project approved by the Decision of the GESM no. 4/2005, and the empowerment of the Board of Administration to approve the conditions related to the distribution of the assets which remained after the liquidation of the Nabucco companies.**

The version proposed by the Company's Board of Administration
For Against Abstention

The version proposed by the shareholder_____ (if appropriate)
For Against Abstention

4. **Setting the date of 22 June 2016 as registration date for the shareholders subject to the Resolution of the General Extraordinary Meeting of the Shareholders.**

The version proposed by the Company's Board of Administration
For Against Abstention

The version proposed by the shareholder_____ (if appropriate)
For Against Abstention

5. **Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the General Extraordinary Meeting of the Shareholders and of Mr. Petru Ion Văduva, as Director-General of Transgaz, 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

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 **27 April 2016, 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:

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