

## SPECIAL POWER OF ATTORNEY

### ORDINARY GENERAL MEETING OF THE SHAREHOLDERS<sup>1</sup>

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 S.N.T.G.N.

TRANSGAZ S.A. Medias, 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 S.N.T.G.N.

TRANSGAZ S.A. granting a number of ..... voting rights within the General Meeting of the Shareholders representing.....% of the total shares issued by S.N.T.G.N. TRANSGAZ S.A. Medias, I hereby empower 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 Ordinary General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A. Medias to be held at the headquarters of TRANSGAZ S.A., Medias, 1 C. I. Motas Square, on **23 June 2016, at 10:00 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, **10 June 2016**, as follows:

**1. Approval of changes to the Rules of Procedure and Organization of Transgaz' 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 .....

**2. Approval of the management policy for the conflicts of interest**

*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 policy for the remuneration of Transgaz' Director - General and of the members of 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 .....

**4. Approval of the procedure for the appointment of the members of 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 .....

**5. Presentation of the Report on the procurement of assets, services and works with a value exceeding 500,000 Euro/procurement (for procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q1 2016**

*The version proposed by the Company's Board of Administration*

For ..... Against ..... Abstention .....

*The version proposed by the shareholder \_\_\_\_\_ (if appropriate)*

For ..... Against ..... Abstention .....

**6. Setting the date of 11 July 2016 as registration date for the shareholders subject to the Resolution of the Ordinary 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 .....

7. **Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General 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 Ordinary 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 S.N.T.G.N. TRANSGAZ S.A. Medias, the Board of Administration and General Meeting of the Shareholders Secretariat, by **22 June 2016, at 10<sup>00</sup> 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:

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