

**SPECIAL POWER OF ATTORNEY
ORDINARY GENERAL MEETING OF THE SHAREHOLDERS ¹**

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 Depozitarul Central).

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 **Ordinary General Meeting of the Shareholders** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **6 June 2019**, 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 **24 May 2019**, as follows:

- 1. Approval of the gross dividend per share in the amount of lei 21.66 /share for the financial year 2018, and of the date of 16 July 2019 as the date for the beginning of dividend pay-out.**

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 gross dividend per share in the amount of lei 37.89 /share for the financial year 2018 and of the date of 16 July 2019 as the date for the beginning of dividend pay-out.**

The version proposed by the majority shareholder, the Ministry of Economy, by DPAPS Letter 1786/05.04.2019

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

- 3. Approval of the 2018 financial year net profit distribution proposal.**

The version proposed by the Company`s Board of Administration

For Against..... Abstention

The version proposed by the majority shareholder, the Ministry of Economy, by DPAPS Letter 1786/05.04.2019

For Against..... Abstention

The version proposed by the shareholder_____ (if appropriate)

For Against..... Abstention

- 4. Setting the date of 25 June 2019 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

5. Setting the date of 24 June 2019 as ex-date, 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

6. Setting the date of 16 July 2019 as pay-out date.

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 Remus Gabriel LĂPUȘAN, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy 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 TRANSGAZ, the Board of Administration and General Meeting of the Shareholders Secretariat, or to the Secretariat of the Ordinary General Meeting of the Shareholders at least one hour before the meeting, 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 Financial Supervisory Authority Regulation no. 5/2018 on the issuers of financial instruments and market operations