**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Ordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. son **March 7/8, 2018**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal

representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

shareholder on the Reference Date, i.e. **February 23, 2018**, of S.N.G.N. „ROMGAZ” - S.A., company managed under an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J32/392/2001, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 385,422,400 (the “**Company**”),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_ % of the total 385,422,400 shares issued by the Company, which entitles us to a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the Ordinary General Meeting of Shareholders, representing \_\_\_\_% of the total 385,422,400 voting rights,

**hereby appoint**:

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the appointed individual being granted this power of attorney), identified with identity card/ passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the appointed legal person being granted this power of attorney), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative), identified with identity card/ passport series [\_\_\_], no. [\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**as my representative in the Ordinary General Meeting of Shareholders of S.N.G.N. „ROMGAZ” - S.A. (hereinafter referred to as OGMS) to be held** **on March 7, 2018, 13:00** (Romania time), at the headquarters of S.N.G.N. „ROMGAZ” - S.A., located in Medias, 4 Constantin Motas square, Sibiu county, Romania, the conference room, or, in the event that the OGMS of S.N.G.N. „ROMGAZ” - S.A is not held at the date of the first convening, at the date of the second convening of the OGMS of S.N.G.N. „ROMGAZ” - S.A., i.e. **March 8, 2018, 13:00** (Romania time) to be held at the headquarters of S.N.G.N. „ROMGAZ” - S.A., located in Medias, 4 Constantin Motas square, Sibiu county, Romania, the conference room, **to exercise the voting rights pertaining to my holdings registered in the shareholders register as at the Reference Date**, **February 23, 2018** as follows:

The draft Resolution for item 1 on the agenda:

**„Take note of the Letter issued by the Romanian Court of Accounts – Sibiu Chamber of Accounts no. 2046/15.12.2017 as well as of Decision no. 26 of June 1, 2016 and of the subsequent decisions issued by the Romanian Court of Accounts – Sibiu Chamber of Accounts.”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 2 on the agenda:

**„Approve to modify the value of the fixed monthly gross allowance of Board members provided in the director agreement, further to implementing the provisions of GEO no.79/2017 on amending and supplementing Law no. 227/2015 related to the Fiscal Code and based on article 18 of GEO no. 90/2017 on certain fiscal-budget measures to amend and supplement pieces of legislation and to adjourn terms, so that the value of the current monthly net allowance of the Board members remains unchanged.”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 3 on the agenda:

**„Authorize the representative of the Ministry of Energy in the General Meeting of Shareholders to sign the addenda to the director agreements of Board members, as a consequence of article 2.”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 4 on the agenda:

**„Establish March 27, 2018 as the Record Date, namely as the date of identifying the shareholders who are affected by the resolution of the Ordinary General Meeting of Shareholders.”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 5 on the agenda:

**„Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

This special power of attorney:

* is valid only for the OGMS it was requested for (having a single exception mentioned below), and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder;
* is also valid for the second convening of the same OGMS on **March 8, 2018, 13:00** (Romania time) to be held at the headquarters of the Company, located in Medias, 4 Constantin Motas square, Sibiu county, Romania, the conference room if the meeting does not meet the legal or statutory requirements for convening on **March 7, 2018, 13:00** (Romania time);
* the deadline for registering the special power of attorney at the Company is **March 6, 2018, 11:00** (Romania time);
* is made in 3 originals: one original is for the appointing shareholder, one original is for the appointed person and one original will be submitted to the Company’s headquarters;
* shall be signed on each page and dated by the appointing shareholder;
* all the sections shall be filled in by the appointing shareholder.

We attach to this special power of attorney:

* original or true copy of our findings certificate issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of our legal representative, issued 3 months before the publishing date of the OGMS convening notice at the earliest and allowing our identification in the Company’s shareholders register on the reference date issued by SC Depozitarul Central SA

and

* a copy of the identity card of the appointed individual (identity document or identity card) for Romanian citizens or passport for foreign citizens.

In case of an appointed legal person, we also attach the original or true copy of the findings certificate issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the legal representative, issued 3 months before the publishing date of the OGMS convening notice at the earliest.

Date of the special power of attorney: [\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters)

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)