

**SPECIAL POWER OF ATTORNEY
FOR LEGAL PERSON SHAREHOLDERS**
for the Ordinary General Meeting of Shareholders of
S.N.G.N. "ROMGAZ" - S.A. of 30 December 2013

The undersigned, [_____] (to be filled in with the legal name of the legal person shareholder), headquartered in [_____] , registered with the Trade Registry/equivalent body for non-resident legal person under no. [_____] , having sole registration code/equivalent number for non-resident legal person [_____] , 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. 20 December 2013, of S.N.G.N. "ROMGAZ" - S.A., company managed under a one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office attached to the Law Court of Sibiu under number J32/392/2001, fiscal code RO 14056826, having its registered office at 4 Piata Constantin Motas, Medias, county of Sibiu, Romania, with the subscribed and paid-up share capital in amount of RON385,422,400 (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 empower:

[_____] (to be filled in with the first name and last name of the empowered 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 empowered legal person being granted this power of attorney), headquartered in [_____] , registered with the Trade Registry/equivalent body for non-resident legal person under no. [_____] , having sole registration code/equivalent number for non-resident legal person [_____] , 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 our representative in the Ordinary General Meeting of Shareholders of S.N.G.N. "ROMGAZ" - S.A. (hereinafter referred to as "OGMS"), which will take place on 30 December 2013, commencing at 10:00 AM, at the Documentation and Information Centre of the Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., Medias, located at 5 Soseaua Sibiului, county of Sibiu, 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. 31 December 2013, commencing at 10.00 am to be held at the Documentation and Information Centre of the Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., Medias, located at 5 Soseaua Sibiului, county of Sibiu, the conference room, **to exercise the voting rights pertaining to our holdings registered in the shareholders registry as at the Reference Date**, 20 December 2013, as follows:

Item 1 Establishing the rectified Income and Expenditure Budget for the year 2013 of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A.

For _____ Against _____ Abstention _____

Item 2 Establishing the date of 17 January 2014 as the Record Date of shareholders who are affected by the resolutions taken at the Ordinary General Meeting of Shareholders

For _____ Against _____ Abstention _____

Item 3 Authorising the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Ordinary General Meeting of Shareholders, in accordance with article 16, paragraph 1 of the Articles of Incorporation of S.N.G.N. “ROMGAZ”- S.A.

For _____ Against _____ Abstention _____

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 under the sanction of cancellation of the vote by the OGMS secretaries;
- is also valid for the second convening of the same OGMS of 31 December 2013, 10:00 AM (Romanian time) to be held at the Documentation and Information Centre of the Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., Medias, located in Medias, 5 Soseaua Sibiului, county of Sibiu, Romania if the meeting does not meet the legal or statutory requirements for convening on 30 December 2013, 10:00 AM (Romanian time);
- the deadline for registering the special power of attorney at the Company is 27 December 2013, 10:00 AM (Romanian time);
- is made in 3 originals: one original is for the principal, one original is for the empowered person and one original will be submitted to the Company’s headquarters;
- shall be signed on each page and dated by the principal shareholder;
- all the sections shall be filled in by the principal shareholder;

We attach to this special power of attorney:

- original or true copy of our findings certificate issued by the Trade Registry 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, all being no older than 3 months as from the date when the general meeting convening notice was published and allowing our identification in the Company’s shareholders list on the reference date issued by SC Depozitarul Central SA;

and

- a copy of the identity card of the empowered individual (identity document or identity card for Romanian citizens or passport for foreign citizens);

In case of a empowered legal person, we also attach the original or true copy of the findings certificate issued by the Trade Registry 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, all being no older than 3 months as from the date when the OGMS convening notice was published.

The special power of attorney date: [_____]

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)