**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. “ROMGAZ” - S.A. on March 17, 2014

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. March 05, 2014, 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 Piata Constantin Motas 4, Medias, Sibiu county, 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 Extraordinary 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 our representative in the Extraordinary General Meeting of Shareholders of S.N.G.N. “ROMGAZ” - S.A. (hereinafter referred to as “EGMS”), which will take place on March 17, 2014, 12:00 AM** (Romania time), at the Documentation and Information Centre of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., located in Medias, Soseaua Sibiului 5, Sibiu county, the conference room, or, in the event that the EGMS 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 EGMS of S.N.G.N. “ROMGAZ” - S.A., i.e. March 18, 2014, 12.00 AM (Romania time) to be held at the Documentation and Information Centre of the Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., located in Medias, Soseaua Sibiului 5, Sibiu county, the conference room, **to exercise the voting rights pertaining to our holdings registered in the shareholders register as at the Reference Date**, March 05, 2014, as follows:

**Item 1                 Approval of participation of S.N.G.N. ROMGAZ S.A. to the increase of share capital of the Project Company – Hidro Tarniţa S.A. by subscribing a number of 88,900 new shares with a nominal value of Lei 100, issued by Hidro Tarniţa S.A., according to the approval of the Board of Directors**

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

**Item 2                 Approval to include in the budget proposal for 2014 the amounts required for payment of the subscribed shares issued by Hidro Tarniţa S.A.**

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

**Item 3                Approval of the Agreement in principle to achieve the project “Submarine Interconnection Cable of 400 Kv Romania – Turkey, preliminary approved by the Board of Directors.”**

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

**Item 4                 Approval of participation of S.N.G.N. ROMGAZ S.A. to the setup of the Project Company - “High Voltage Direct Current Cable Romania - Turkey S.A.” by subscription and payment of the equivalent amount of 2,000,000 shares with nominal value of EUR 1.**

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

**Item 5                 Approval to include in the budget proposal for 2014 the amounts required for payment of the subscribed shares issued by Project Company - “HVDCC Romania - Turkey S.A.”.**

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

**Item 6 Approval to correct the error from article V, letter b) of Resolution no.1/January 30, 2014 of SNGN “Romgaz” - SA Extraordinary General Meeting of Shareholders (EGMS Resolution no.1/2014) by replacing number 238 with number 260. Further to the correction, article V, letter b) shall be read as follows: “approve (…) *to set up, register and declare to the Trade Register Office attached to Sibiu Law Court a number of 260 work locations listed in Annex 2 hereto”;***

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

**Item 7 Approval to modify Annex 2 of SNGN “Romgaz” - SA EGMS Resolution no.1/2014 by means of renumbering the items from 1 to 260, according to the attached documents.**

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

**Item 8 Establishing April 02, 2014 as the record date of the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders**

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

**Item 9 Authorizing the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Extraordinary General Meeting of Shareholders, as per article 16, paragraph 1 of the Articles of Incorporation of S.N.G.N. „ROMGAZ” S.A.**

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

This special power of attorney:

* is valid only for the EGMS 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 vote cancelling sanction applied by the EGMS secretaries;
* is also valid for the second convening of the same EGMS on March 18, 2014, 12:00 AM (Romania time) to be held at the Documentation and Information Centre of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., located in Medias, Soseaua Sibiului 5, Sibiu county, if the meeting does not meet the legal or statutory requirements for convening on March 17, 2014, 12:00 AM (Romania time);
* the deadline for registering the special power of attorney at the Company is March 14, 2014, 03:30 PM (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 EGMS 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 EGMS 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)