**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS UPDATED**

for the Ordinary General Meeting of Shareholders of

S.N.G.N. “ROMGAZ” - S.A. on June 15/16, 2017

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. **June 2, 2017**, 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 June 15, 2017, 14:00** (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. June 16, 2017, 14:00 (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**, **June 2, 2017**, as follows:

**Item 1 Approve the proposal of SNGN ROMGAZ SA net profit distribution related to 2016 financial year, as follows:**

1. **Net profit distribution for financial year 2016**

|  |  |  |
| --- | --- | --- |
| Indicators | | Value (RON) |
| 1 | | 2 |
| **A.** | **Gross result of financial year** | **1,280,695,680.62** |
| B. | Current income tax | 278,582,478.32 |
| C. | Deferred income tax | 22,466,015.04 |
| **D.** | **Net result of financial year [A.-B.+C.]**, from which: | **1,024,579,217.34** |
| a) | Legal reserve | - |
| b) | Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22) | 83,256,708.00 |
| c) | Retained earnings of accounting income of the previous years | - |
| c¹) | Set up own financing sources for projects co-financed from external loans | - |
| d) | Other distributions provided by special laws | - |
| **E.** | **Remaining net profit to be distributed (D-d)** | **941,322,509.34** |
| e) | Employees participation to profit | 23,060,501.00 |
| f) | Dividends due to shareholders (90.2823% of the net profit to be distributed (D))  - dividend / share (rounded) | 925,013,760.00  2.40 |
| g) | Profit for setting up own financing sources (E-f) | 16,308,749.34 |
|  | **TOTAL DISTRIBUTIONS** | **1,024,579,217.34** |

1. **Distribution of some reserves and retained earnings under the form of dividends**

In accordance with G.E.O. no. 29/2017, Articles I, II and III and the provisions of Memorandum no. 20/65552/April 5, 2017, the amount proposed for distribution is with RON **547,299,808** additional to the amount of RON 925,013,760 of 2016 profit.

The value of the additional dividend per share resulted further the distribution of RON 547,299,808, is of **RON 1.42/share.**

Such amount will be distributed as follows: RON 435,387,655 from the retained earnings (the share corresponding to the development quota established in accordance with the G.D. no. 168/1998) and RON 111,912,153 from the retained earnings representing the surplus achieved from the reassessment reserves.

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

**Item 2 Approve the gross dividend per share amounting to RON 3.82/share which is composed of the gross dividend per share related to 2016 financial year of RON 2.4/share and the additional gross dividend of RON 1,42/share resulted from the distribution of some reserves and retained earnings. The payment of dividends to the shareholders will start on July 26, 2017**

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

**Item 3 Establish the date of July 5, 2017 as the Record Date, that is the date of identifying the shareholders who will benefit of dividends or other rights and who are affected by the Resolution of the Ordinary General Meeting of Shareholders**

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

**Item 4 Establish July 04, 2017 as „ex date” representing the date falling one settlement cycle minus one business day before the Registration Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution**

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

**Item 5 Establish July 26, 2017, as the payment date, that is the calendar date when the distribution of the revenues related to owning securities, consisting of cash and securities will be certain**

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

**Item 6 Authorize the representative of the shareholder Ministry of Energy to sign the Director’s Agreement with the new members of the Board of Directors**

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

**Item 7 Approve the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Medias regarding its economic and financial activity on March 31, 2017 (period January 1, 2017 - March 31, 2017), which includes:**

1. **Information on the performance of the directors’ mandate contracts, on the company’s financial performance and on the company’s financial statements;**
2. **Fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value;**
3. **Interim individual financial statements (unaudited) for the Quarter ending on March 31, 2017.**

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

**Item 8 Approve the procurement by Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Medias external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania’s Court of Accounts – Sibiu Branch, further to the audit performed in 2016**

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

**Item 9 Approve Romgaz Board of Directors mandate to coordinate the procurement of professional external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania’s Court of Accounts – Sibiu Branch, further to the audit performed in 2016**

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

**Item 10 Establish July 5, 2017 as “The Record Date”, namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders**

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

**Item 11 Authorize the Chairperson 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 under the vote cancelling sanction applied by the OGMS secretaries;
* is also valid for the second convening of the same OGMS on June 16, 2017, 14:00 (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 June 15, 2017, 14:00 (Romania time);
* **the deadline for registering the special power of attorney** at the Company **is June 14, 2017, 12:00** (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)