**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on June 16/17, 2016

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 06, 2016, 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 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 my representative in the Extraordinary General Meeting of Shareholders of S.N.G.N. „ROMGAZ” - S.A. (hereinafter referred to as EGMS) to be held** **on June 16, 2016, 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 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. June 17, 2016, 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 06, 2016**, as follows:

**Item 1 Approve the procedure for exercising the voting rights of S.N.G.N. „ROMGAZ” – S.A. in the Extraordinary General Meeting of Shareholders of S.C. AMGAZ S.A. to be called for the approval of dissolving and initiation of winding –up of S.C. AMGAZ S.A., as follows:**

1. *vote „For”* **Approval of the procedure for dissolving and initiation of winding –up of S.C. AMGAZ S.A. (Company)**

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

* 1. *vote „For”* Approval ofthe procedure for dissolving and initiation of winding –up of the Company in accordance with the provisions of Art. 227 paragraph (1) letter d) of Company Law;

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

* 1. *vote „For”* Approval ofthe setting of the dissolving date as the date which expires 30 days after publication in the Official Gazette of Romania, Part IV of the decision made in this respect by EGMS of AMGAZ S.A.

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

1. *vote „For”* **Approval of the appointment of Business Recovery BD&A SPRL, registered under the no. RFO II – 832 with the Romanian National Association of Practitioners in Insolvency, having its registered office in Bucharest, 84 General Berthelot Str., ground floor, Space B, District 1, taxpayer identification number 35611597, account RON ING Bank, RO68 INGB 0000 9999 0568 4178, by Mr. Daniel Barbu, acting as official receiver appointed by the Company to implement the winding-up proceedings (hereinafter referred to as “Official Receiver”).**

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

* 1. *vote „For”* Approval ofthe Official Receiver mandate to perform all proceedings, operations and formalities required by any public authority, including, without limitation, the Trade Register Office and the fiscal authorities, related to winding-up (including transferring to the Shareholders the Company the assets deriving from winding-up) and deregister of the Company. The proposal, in this respect, is to carry out all the assignments and to undertake all liabilities provided under the Romanian law, including:
1. To ensure allocation of assets and liabilities of the Company, following the approval by such of the inventory report issued by the Board of Directors;
2. To ensure payment of all Company liabilities, including tax liabilities and recovery of all receivables during the winding-up proceeding;
3. To perform and to complete all commercial operations related to winding-up and to perform in this respect all necessary transactions;
4. To ensure realization of Company assets by selling them out, under public tender, according to Art. 255, Par. 1, letter c) under Law 31/1990;
5. To have the right to act for the Company according to the law, including filing on behalf of the Company of any fiscal declaration or any other kind of declaration, as well as to file any registration with the public registers;
6. To represent the Company in court;
7. To fulfil any other assignments and responsibilities provided under the law.

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

* 1. The Official Receiver’s mandate shall be granted for the full period of winding-up procedure, starting with the date of taking the job, provided that EGMS may take, at any time, the decision to revoke the Official Receiver mandate, and in such case its mandate terminates upon the date of notification of the decision to revoke.
	2. *vote „For”* Approval ofthe following decision: the Directors and managers of the Company shall continue performing their assignments, except for those prohibited by law or by the Articles of Association, until the Official Receiver takes his position.

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

* 1. *vote „For”* Approval ofthefollowing decision: the Official Receiver shall perform all necessary formal procedures to register with the Trade Register his mandate as well as all bankruptcy proceedings that have to be registered with the Trade Register under the law (including filing the reports on the status of bankruptcy proceedings and the deregistration form).

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

* 1. *vote „For”* Approval ofthefollowing decision: upon the date the Official Receiver takes over the assignments provided under his mandate, the mandates of the members of the Board of Directors will terminate, and their rights of signature for the bank accounts shall be revoked.

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

1. *vote „For”* **Approval of the distribution to the Shareholders of the amounts that result from the bankruptcy proceedings, proportionally to their share in the share capital.**

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

1. *vote „For”* **Approval of the contracting an archiving company to provide archiving services to transfer the Company documents to the National Archives.**

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

1. *vote „For”* **Approval of the mandate of Mr. Răzvan Mihail Georgescu**, as Director General of the Company, to act with full powers to represent the Company for fulfilling any activities and/or formalities to implement the decisions to be made in EGMS, to file the Company dissolving and initiation of the winding-up proceedings, up to the moment the Official Receiver takes over his job, and which relate to the acts and operations to be performed prior to the start of the winding-up proceedings.

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

1. **Other aspects subject to EGMS approval.**
	1. *vote „For”* Approval ofthe decision according to which all acts issued by the Company during winding-up period will provide expressly that the Company is under winding-up proceedings.

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

**Item 2 Establish July 04, 2016 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolution of the Extraordinary General Meeting of Shareholders**

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

**Item 3 Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders**

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 June 17, 2016, 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 16, 2016, 14:00 (Romania time);
* the deadline for registering the special power of attorney at the Company is June 15, 2016, 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 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)