**PECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. “ROMGAZ” - S.A. on July 30, 2015

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. July 21, 2015, 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 July 30, 2015, 12:00** (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 EGMS of S.N.G.N. “ROMGAZ” - S.A., i.e. July 31, 2015, 12:00 (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**, July 31, 2015, as follows:

**Item 1 Approval of the amendment of Articles of Incorporation of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., according to the Proposed Modifications to the Articles of Incorporation of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., attached as Annex hereto;**

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

**Item 2** **Approval of the updated Articles of Incorporation of the Company**

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

**Item 3 Authorization of the Chairperson of the Board of Directors to sign the updated Articles of Incorporation of the Company that will be submitted to the Trade Register;**

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

**Item 4 Approval of the authorization of S.N.G.N. „ROMGAZ” – S.A. representative in the General Meeting of Shareholders to participate in the General Meeting of Shareholders that will be convened for approval of increase of S.C. AMGAZ S.A.’s share capital as follows:**

1. **For the increase of S.C. AMGAZ S.A.’s share capital by RON 1,900,000, as contribution in cash by issuing new nominal shares with nominal value of RON 10 each share, specifying that such increase shall be used prevalently for payment of the outstanding debt to Sucursala de Interventii, Reparatii Capitale si Operatii Speciale la Sonde (SIRCOSS) Medias, representing the equivalent value of supplied services and late payment penalties calculated until the date of payment;**

1. **For exercising the preference right of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., as provided under At 216, paragraph 1 of the Company Law No. 31/1990 related to the increase of share capital of S.C. AMGAZ S.A., by acquisition of nominal shares belonging to S.N.G.N. „ROMGAZ” – S.A. according to its participation share of 35%.**

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

**Item 5 Establish August 17, 2015 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders.**

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

**Item 6 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 July 31, 2015, 12:00 (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 July 30, 2015, 12:00 (Romania time);
* the deadline for registering the special power of attorney at the Company is July 29, 2015, 10:00 (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 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)