**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. “ROMGAZ” - S.A. on October 21, 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. October 10, 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 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 October 21, 2014, 12:00 noon** (Romania time), at the headquarters of S.N.G.N. “ROMGAZ” - S.A., located in Medias, Piata Constantin Motas 4, Medias, 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. October 22, 2014, 12:00 noon (Romania time) to be held at the headquarters of S.N.G.N. “ROMGAZ” - S.A., located in Medias, Piata Constantin Motas 4, Medias, Sibiu county, the conference room, **to exercise the voting rights pertaining to my holdings registered in the shareholders register as at the Reference Date**, October 10, 2014, as follows:

**Item 1 Approval of the quarterly reports presented by the Board of Directors on the procurement of goods, services and works with values exceeding EUR 500,000/procurement (in case of goods and works) and EUR 100,000/procurement (in case of services), and of the implementation of a centralized system for monitoring the company’s public procurements. Such system shall operate as of January 1, 2015. The information will be included in the Board of Directors quarterly report to be published on the company’s website. The report shall contain information regarding the legal basis for carrying out the procurement, the procurement process, the procurement contract scope, value and duration. Interim information shall be presented on monitoring and implementing the centralized system.**

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

**Item 2 Approval of an annual report prepared by the Board of Directors on the sponsorships the company made, and to publish on the company’s website by latest the end of January the previous year report.**

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

**Item 3 Approval for the Board of Directors to draft by the end of 2014 the 2015-2025 Development Strategy in line with the company’s business management plan prepared by the Board of Directors.**

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

**Item 4 Setting November 6, 2014 as “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 5 Authorize 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 Societatea Naţională de Gaze Naturale “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 October 22, 2014, 12:00 noon (Romania time) to be held at the headquarters of the Company, located in Medias, Piata Constantin Motas 4, Medias, Sibiu county, Romania, the conference room if the meeting does not meet the legal or statutory requirements for convening on October 21, 2014, 12:00 noon (Romania time);
* the deadline for registering the special power of attorney at the Company is October 20, 2014, 10:00 AM (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)