**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. “ROMGAZ” - S.A. on January 23, 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. January 13, 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 January 23, 2015, 12:00 noon** (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. January 26, 2015, 12:00 noon (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**, January 13, 2015, as follows:

**Item 1. Approval for procurement by exception, by S.N.G.N. „ROMGAZ” -S.A., of legal consulting services, legal assistance and representation on the following matters:**

* + **The litigation occurred following to completion of ANAF (National Agency for Fiscal Administration) thematic Fiscal Control (Annex 1);**
	+ **The start of Iernut power plant (as part of Iernut Power Plant Production Branch) development project in the form of “association in participation/joint venture” (Annex II);**
	+ **Establishment of S.N.G.N. „ROMGAZ” -S.A. UGS Subsidiary – FILIALA DE INMAGAZINARE GAZE NATURAL DEPOGAZ PLOIESTI (Annex III);**
	+ **Commercial/civil litigations and possibly criminal, further to performance of commercial relationship with Interagro SA (Annex IV).**

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

**Item 2 – Approval of S.N.G.N. „ROMGAZ” -S.A. voting decision that will be casted during S.C. Depomures S.A. Extraordinary General Meeting of Shareholders convened for January 27, 2015 as follows:**

* + **Vote “against” on item 1 of the agenda (namely “approval of S.C. Depomures S.A. share capital increase by the amount of Lei 23,200,000 by issue of a number of 2,320,000 new registered shares, in nominal value of Lei 10 per share, the price of issue 10 lei/share);**
	+ **Vote “against” on item 1.1 of the agenda (namely, “the share capital will increase from the current amount of Lei 300,000 to the amount of Lei 23,500,000”);**
	+ **Vote “against” on item 1.2 of the agenda (namely, “the new issued shares will be offered for subscription to the existing shareholders of the Company by exercising their pre-emption right, proportionally to their number of shares, as follows:…….);**
	+ **Vote “against” on item 1.3 of the agenda (namely, “the increase of share capital will be made according to the amount actually subscribed and paid in the Company’s account, and the newly issued and unsubscribed shares will be cancelled”);**
	+ **Vote “against” on item 1.4 of the agenda (namely, “approval of the one month term, from the date of publication in the Official Gazette of Romania, Part IV of the resolution on the increase of share capital of the Extraordinary General Meeting of Shareholders, for exercising the pre-emption rights by the existing shareholders of the Company for subscription of newly issued shares, according to Item 1.2”);**
	+ **Vote “against” on item 1.5 of the agenda (namely, “approval of delegation to the Company Board of Directors of the implementation of share capital increase, as approved by the Extraordinary General Meeting of Shareholders, namely (i) the approval of final amount of the share capital increase and allocation of shares to shareholders proportionally to the amounts they have subscribed and paid, (ii) cancelling of the newly subscribed and not paid shares, (iii) approval of the addendum to the Articles of Incorporation comprising the modifications generated by increase of share capital, (iv) approval of the updated Articles of Incorporation of the Company, (v) approval of execution of any acts and performance of formalities required for implementation and for registration of the share capital increase with the interested authorities and institutions”);**
	+ **Vote “for” on item 1.6 of the agenda (namely, “approval to authorize the Chairman of the Board of Directors (i) to sign the resolutions of the Extraordinary General Meeting of Shareholders, (ii) to sign all the documents that have to be approved by the Board of Directors related to the implementation of share capital increase, (iii) to sign the addendum for modification of the Articles of Incorporation and the updated Articles of Incorporation, (iv) to perform the legal formalities procedures required for registration with the Trade Register Office of the resolutions related to and for share capital increase, (v) to authorize the Company employees or third parties to perform some of the above mentioned activities and/or operations”);**
* **Vote “against” on item 2 of the agenda (namely “approval to contract a credit in amount of up to Lei 23,200,000 for the required financing of the Company. Authorization of the Board of Directors to select offers for financing, to approve the contract and any other documents related to such credit contracting. The credit will be contracted only if the General Meeting does not approve the share capital increase as it is mentioned under item 1”); for this item S.N.G.N. „ROMGAZ” -S.A. representative in the General Meeting of Shareholders of S.C. Depomures S.A. will request the following paragraph to be included in the minutes of the meeting: “Considering the provisions of Article 44.1 of Depomures Articles of Organization, which mention the competencies of Depomures Board of Directors related to execution of all necessary and useful acts for achievement of the company’s scope of work, corroborated with the technical nature of the replacement of the gathering pipeline required for fulfillment of the scope of work, as well as the provisions of letter p of same article, it falls under Depomures Board of Directors competence to decide upon contracting a credit.”**

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

**Item 3. Approval for S.N.G.N. ”ROMGAZ” – S.A., as shareholder of SC Depomures SA to request SC Depomures SA Board of Directors, in compliance with art. 1171 paragraph 1 of Law 31/1990, to add a new item on the agenda of the Extraordinary General Meeting of  Shareholders of  SC Depomures SA convened for January 27, 2015, as follows:**

**“Approve the share capital increase of SC Depomures SA by:**

1. **incorporating the reserves from account “Other reserves” (in amount of RON 31 606 21, according to the financial statements as of 31.12.2013) in SC Depomures SA share capital.”**

**Or**

1. **by bonus issue in order to maintain the share book value and the value of the reserves build up by the current shareholders (if the bonus issue will be transferred to “Other Reserves”)”**

**The vote is in favor of this item.**

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

**Item 4. Approval for S.N.G.N. „ROMGAZ” – S.A. not to exercise the preemption right, proportional to the number of shares held, in case of a share capital increase at SC Depomures SA.**

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

**Item 5. Approve S.N.G.N. ”ROMGAZ” – S.A. voting that will be casted during Extraordinary General Meeting of Shareholders  of S.C. AGRI LNG Project Company S.R.L., that will be convened in January 2015, according to the decision of S.C. AGRI LNG Project Company S.R.L. Board of Directors taken in the meeting held on December 4, 2014, as follows:**

* **vote “for” related to the  item on the agenda  (namely, “approve share capital increase of S.C. AGRI LNG Project Company S.R.L.  with the amount of Euro  80,000)” ;**
* **vote “for” related to the item on the agenda (namely, “approval for S.N.G.N. ”ROMGAZ” – S.A. participation to the increase of SC AGRI LNG PROJECT COMPANY SRL with Euro 20,000”);**

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

**Item 6. Setting February 10, 2015 as “Record Date”, namely the date of identification of shareholders affected by the EGMS Resolution.**

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

**Item 7. Authorizes the chairperson and the secretary of the meeting to sign EGMS Resolution.**

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 January 26, 2015, 12:00 noon (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 January 23, 2015, 12:00 noon (Romania time);
* the deadline for registering the special power of attorney at the Company is January 22, 2015, 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)