**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. son **November 16/17, 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. **November 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 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 November 16, 2017, 13:00** (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. **November 17, 2017, 13:00** (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**, **November 2, 2017** as follows:

The draft Resolution for item 1 on the agenda:

**„Approve to increase the share capital of SC AGRI LNG Project Company (the Company), currently of RON 168,400, with the amount of EUR 124,000, equivalent of RON 558,000, at a conventional exchange rate of 1EUR=4.5 RON, by issuing a number of 55,800 shares, numbered from 16,841 to 72,640, each with the nominal value of 10 RON, in exchange of cash contributions from each of the Company’s shareholders, pro rata with their share to the share capital of the Company.**

**Therefore, each shareholder of the Company will contribute with the amount of EUR 31,000, representing the equivalent of RON 139,500, at a conventional exchange rate of 1EUR=4.5 RON, and will receive a number of 13,950 shares in exchange of this contribution.**

**As a result of this capital increase, the Company’s share capital will be of RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000, representing the equivalent of RON 558,000 at a conventional exchange rate of 1EUR=4.5 RON and will be divided in 72,640 shares, with the nominal value of RON 10. Each shareholder will hold 18,160 shares, with the nominal value of 10 RON and an aggregate value of RON 181,600, out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON139,500, at a conventional exchange rate of 1 EUR=4.5 RON.”**

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

The draft Resolution for item 2 on the agenda:

**„Approve the amendment to the Articles of Incorporation of the Company so as to reflect in article 1:**

**Article 7 of the Articles of Incorporation of the Company shall be amended and shall read as follows:**

**„*7.1. The share capital of the Company amounts to RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000 representing the equivalent of 558,000 at a conventional exchange rate of 1EUR=4.5 RON.***

***7.2. The share capital is fully subscribed and paid up in cash and it is divided in 72,640 shares with a nominal value of RON 10.***

***7.3. Shareholding structure is as follows:***

1. ***ROMGAZ holds a number of 18,160 shares, numbered from 1 to 4,210 and 30,791 to 44,740, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company’s share capital;***
2. ***GOGC holds a number of 18,160 shares, numbered from 4,211 to 8,420 and from RON 44,741 to RON 58,690, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company’s share capital;***
3. ***SOCAR holds a number of 18,160 shares, numbered from 8,421 to 12,630 and from RON 58,691 to RON 72,640, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company’s share capital;***

***and***

1. ***MVM holds a number of 18,160 shares, numbered from 12,631 to 30,790 each with a nominal value of 10 RON and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company’s share capital.***

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

The draft Resolution for item 3 on the agenda:

**„Approve the consolidated version of the Articles of Incorporation of the Company including the amendments described in article 2.”**

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

The draft Resolution for item 4 on the agenda:

„**Approve to authorize Mr. Gabriel Văsîi, Romanian citizen, born on July 6, 1977 in Bucuresti, resident in Moinesti Street, no 2, Building 135, entrance A, 4th Floor, apartment 26, district 6, Bucharest, identified by ID series RD no 659026, issued by SCEPL S6 on September 13, 2010, personal identification number 1770706290756 and/or Mrs. Gabor Andreea- Raluca, Romanian citizen, born on November 30, 1990 resident in Anghel Salingny street, no 26, Petrosani, identified with ID series HD no 533332, issued by SPCLEP Petrosani on December 30, 2010, personal identification number 2901130204481 and/or any lawyer of Tuca Zbarcea &Associates, together or separately, with full power and authority, to represent the Company and Partners to sign, amend, submit and pick up any documents as well as to fulfil all formalities necessary at the Trade Register Office, as well as in front of any public authority, institution, legal person or natural person in order to register this resolution and to apply the amendments to this Articles of Incorporation of the Company.”**

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

The draft Resolution for item 5 on the agenda:

**„Establish December 7, 2017 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\_\_\_\_\_\_\_\_\_

The draft Resolution for item 6 on the agenda:

**„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;
* is also valid for the second convening of the same EGMS on **November 17, 2017, 13:00** (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 **November 16, 2017, 13:00** (Romania time);
* the deadline for registering the special power of attorney at the Company is **November 15, 2017, 11:00** (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)