**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on December 8/9, 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. November 22, 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 December 8, 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. December 9, 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**, **November 22, 2016**, as follows:

**Item 1** Approve to reduce S.C. AGRI LNG Project Company S.R.L. (“the Company”) share capital in order to solve the issue related to the negative net assets according to the first scenario presented in the Director’s Report on 15.09.2016, with the amount of RON 3,164,000 equal with the losses incurred by the Company, in compliance with article 15324 of Law 31/1990 on companies.

Therefore, the share capital amounting RON 3,332,400 shall be reduced by the amount of RON 3,164,000. The reduction shall be applied by equally decreasing the number of shares held by the Partners, pro rata with their share to the share capital of the Company.

Further to the reduction, the Company’s share capital will be RON 168,400 split in 16840 shares each with a nominal value of RON 10, as follows:

1. ROMGAZ shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital;
2. GOGC shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital;
3. SOCAR shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital; and
4. MVM shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital.

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

**Item 2** Approve the following amendments to the Articles of Incorporation of the Company so as to reflect resolution no.1 above:

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 168,400.

7.2. The share capital is fully subscribed and paid up in cash and it is divided 16,840 shares with a nominal value of RON 10.

7.3. Shareholding structure is as follows:

1. ROMGAZ holds a number of 4,210 shares, numbered from 1 to 4,210, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company’s share capital;
2. GOGC holds a number of 4,210 shares, numbered from 4,211 to 8,420, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company’s share capital;
3. SOCAR holds a number of 4,210 shares, numbered from 8,421 to 12,630, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company’s share capital;
4. MVM SOCAR holds a number of 4,210 shares, numbered from 12,631 to 16,840, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company’s share capital.”

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

**Item 3** Approve the consolidated version of the Company’s Articles of Incorporation, including the amendments approved by resolution 2.

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

**Item 4** Approve to authorise Mr. Gabriel Vasii, Romanian citizen, born on July 6, 1977 in Bucharest, resident in Moinesti street no.2, building 135, entrance A, 4th floor, ap.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 Saligny 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 at Tuca Zbarcea&Asociatii, together or separately, with full power and authority, to represent the Company and the Partners to sign, amend, submit and pick up any documents, inclusive to sign the consolidated version of the Company’s Articles of Incorporation, as well as to fulfil any formalities necessary at the Trade Register Office, as well as in front of any public authority, institution, legal or natural persons in order to register this resolution and to apply the amendments to the Company’s Articles of Incorporation.

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

**Item 5 Establish December 27, 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 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 December 9, 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 December 8, 2016, 14:00 (Romania time);
* the deadline for registering the special power of attorney at the Company is December 7, 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)