

This form (filled in and signed by the shareholder - natural person and accompanied by the copy of his ID signed according to the original by the holder thereof/filled in and signed by the legal representative of the shareholder legal person accompanied by the official document certifying his capacity as legal representative. The capacity as legal representative is certified by the documents set forth in Order no. 26/20.12.2012 of the Romanian National Securities Commission and by the extract from the Commercial Register, either in original or in copy according to the original or any other document, in original or in copy according to the original, issued by a competent authority of the state where the shareholder is legally incorporated certifying the capacity thereof as a legal representative; the documents certifying the capacity as a legal representative issued 3 months before the date of the convening notice publication, at the most shall be submitted in original by **20 September 2013, 3:00 p.m.** to the company's headquarters in Medias, Sibiu County, no. 1, C. I. Motas Sq.

Note: The credit agencies providing custody services empowered by the shareholder to attend and vote within the meeting of TRANSGAZ shareholders shall have a special power of attorney in compliance with Regulation no. 6/2009 of the Romanian National Securities Commission and with Order no. 26/20.12.2012 of the same, signed by the relevant shareholder and accompanied by an affidavit issued by the credit agency empowered by the special power of attorney certifying that it provides custody services for the relevant shareholder and that the instructions included in the special power of attorney are identical with the instructions of the SWIFT message submitted to the credit agency which is to vote on behalf of the relevant shareholder. The special power of attorney accompanied by the affidavit, in original, signed and sealed, if appropriate, shall be filed with SNTGN TRANSGAZ SA Medias.

FORM OF VOTE BY CORRESPONDENCE
For the Extraordinary General Assembly of the Shareholders of
The National Gas Transmission Company "Transgaz" S.A.
convened for 23/24 September 2013

I, the undersigned _____, residing in _____, ID card _____ series _____ no. _____, issued by _____, on _____, personal identification number _____, holder of _____ no of shares in SNTGN "Transgaz"SA, registered with the Register of Commerce Sibiu under no. J32/301/2000, VAT no. RO13068733, representing _____ % of the total number of 11.773.844 shares in SNTGN „Transgaz” SA granting a _____ number of voting rights within the General Assembly of the Shareholders i.e. _____% of the total shares/voting rights issued by SNTGN "TRANSGAZ" SA Medias

or

Subscribed _____, headquartered in _____, Commercial Register no. _____, VAT no. _____ holder of _____ no. of shares issued by SNTGN "Transgaz" SA, registered with Register of Commerce Sibiu under no. J32/301/2000, VAT no. RO13068733, representing _____ % of the total number of shares issued by SNTGN „Transgaz” SA., granting me a number of _____ voting rights within the general assembly of the Shareholders representing _____% of the total number of 11.773.844 shares in SNTGN „Transgaz” SA, legally represented¹ by _____

¹ The capacity as legal representative is certified by the documents set forth in Order no. 26/20.12.2012 of the Romanian National Securities Commission and by the extract from the Commercial Register, either in original or in copy according to the original or any other document, in original or in copy according to the original, issued by a competent authority of the state where the shareholder is legally incorporated

_____, as _____, ID series ____ no _____, under art. 18, par. 2 of Regulation no. 6/2009 of the Romanian National Securities Commission,

I exercise my rights to vote by correspondence on the agenda of TRANSGAZ Extraordinary General Assembly of the Shareholders to be held on **23 September 2013, 11:00 a.m.**, at the headquarters of the company located in Medias, 1, C.I. Motas Square, or on the second assembly, if the first one is not held, as follows:

| EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS | | | |
|---|---|----------------|----------------|
| <i>Item on the agenda</i> | Vote <i>(to be filled in, as appropriate, with for, against or abstain)</i> | | |
| | FOR | AGAINST | ABSTAIN |
| 1. Approval of the close-out of Nabucco Gas Pipeline International GmbH Austria (NIC) and of the National Nabucco Companies. | | | |
| 2. Approval of a close-out budget amounting to EURO 20 million (unconditional approval of WR 31/2012 submitted for approval to the Steering Committee of Nabucco Gas Pipeline International GmbH Austria (NIC) contemplating the approval of such budget. | | | |
| 3. Approval of TRANSGAZ participation together with OMV, as Lenders, in a Loan Agreement with Nabucco Gas Pipeline International GmbH Austria (NIC), as Borrower, on the granting of an interest bearing loan amounting to maximum EURO 7.5 million, in aggregate (out of which TRANSGAZ share will not exceed 50%) collateralized by reliable NIC assets and meant to cover the cash requirements of NIC in order to avoid insolvency and the related legal proceedings (including loss of control on NIC in favour of an official receiver) as regulated by the national laws applicable to NIC, over the period necessary for the settlement of the ongoing share capital increase. | | | |
| 4. Approval of TRANSGAZ participation in NIC share capital increase with a cash contribution of maximum EURO 1,340,000 aimed to cover the liquidity gap of EURO 7,500,000 provided in the close-out budget as approved by WR31/2012 in order to allow for the loan under paragraph 3 hereof to be refunded (ancillary obligations included) and to make sure that NIC will avoid insolvency. | | | |
| 5. Setting the date of 11 October 2013 as a registration date for the shareholders subject to the Decision of the Extraordinary General Assembly of the Shareholders. | | | |

certifying the capacity thereof as a legal representative; the documents certifying the capacity as a legal representative shall be issued 3 months before the date of the convening notice publication, at the most.

EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

| <i>Item on the agenda</i> | Vote <i>(to be filled in, as appropriate, with for, against or abstain)</i> | | |
|---|---|----------------|----------------|
| | FOR | AGAINST | ABSTAIN |
| <p>6. Empowerment of Mr. Ion STERIAN, the Chairman of the Board of Administrators, to sign the Decision of the Extraordinary General Assembly of the Shareholders and of Mr. Petru Ion VADUVA, as Director General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for publication and registration thereof with the Office of Trade Register under the Law Court Sibiu.</p> | | | |

The shareholder shall be completely liable for the accuracy of the information provided herein and for the safe delivery of this form of vote by correspondence.

Date _____

Name of shareholder - natural person or of legal representative of the shareholder - legal entity
(legibly, in upper cases)

* _____

** _____
(signature)

* for shareholders – legal entities, please specify the position of the legal representative

**for shareholders – legal entities, please apply a valid stamp