

*This form (filled in and signed by the shareholder natural person and accompanied by the certified copy of the identity card signed by the holder of the identity card/filled in and signed by the legal representative of the shareholder legal person accompanied by the official document attesting his/her status of legal representative; the status of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative. The documents attesting the status of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders) shall be sent in original by **25 April 2014, 03:00 p.m.**, at the headquarters of the company located in Medias, 1 C.I. Motas Square, Sibiu County.*

NOTE: *The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of TRANSGAZ, must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution. The special power of attorney and the statement, signed and stamped, as appropriate, must be submitted at TRANSGAZ in original.*

FORM OF VOTE BY CORRESPONDENCE
for the Extraordinary General Meeting of the Shareholders of
the National Gas Transmission Company TRANSGAZ S.A.
convened for 28 April/29 April 2014

I, the undersigned _____, residing at _____
_____, ID card _____ series _____ no. _____,
issued by _____, on _____, personal identification number _____,
holder of _____ shares issued by TRANSGAZ,
registered with the Trade Register Office of Sibiu under no. J32/301/2000, tax identification number RO13068733, representing _____ % of the total number of 11,773,844 shares in TRANSGAZ granting a number of _____ voting rights within the General Meeting of the Shareholders representing _____ % of the total shares/voting rights issued by TRANSGAZ

or

We, the undersigned _____, headquartered in _____,
registered with the Trade Register Office under registration number _____, _____ unique registration code _____ holder of _____ shares issued by TRANSGAZ, registered with the Trade Register Office of Sibiu under no. J32/301/2000, tax identification number RO13068733, representing _____ % of the total number of shares issued by TRANSGAZ granting a number of _____ voting rights within the General Meeting of the Shareholders representing _____ % of the total number of 11,773,844 shares in TRANSGAZ, legally represented¹ by _____, as _____, ID series _____ no _____, according to art. 18, paragraph 2 of the National Securities Commission Regulation no. 6/2009,

exercise my/our voting rights by correspondence for the items on the agenda of the Extraordinary General Meeting of the Shareholders of TRANSGAZ to be held on **28 April 2014, at 11:00 a.m.**, at the headquarters of the company located in Medias, 1 C.I. Motas Square, or at the date of the second meeting, if the first one is not held, as follows:

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Item on the agenda	Vote <i>(to be filled in, as appropriate, by for, against or abstention)</i>		
	FOR	AGAINST	ABSTENTION
1. Approval of the modification of the Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A. as per Annex 1 to this convening and the empowerment of the Director – General of S.N.T.G.N. TRANSGAZ S.A. to sign the updated Articles of Incorporation of the Company, for compliance with the requirements on formalities of notification under Companies Law No. 31/1990, republished, as further amended and supplemented.	The version proposed by the Company's Board of Administration		
	The version proposed by the shareholder _____ (if appropriate)		
2. Approval of the creation of the auxiliary office, without legal personality, `TRANSGAZ S.A. Regional Office Brussels`, in Brussels, Belgium, and the empowerment of the Director - General of S.N.T.G.N. TRANSGAZ S.A. for fulfilling all the formalities and the signing of all documents regarding the creation of the TRANSGAZ S.A. Regional Office Brussels, in Brussels, Belgium, in accordance with the Belgian law.	The version proposed by the Company's Board of Administration		
	The version proposed by the shareholder _____ (if appropriate)		
3. Approval of procurement of assistance, consultancy and legal representation services as per Annex 2 of this convening, and the empowerment of the Director – General of S.N.T.G.N. TRANSGAZ S.A. to negotiate and sign the consultancy, assistance and legal representation contract/contracts to be concluded with lawyers who practice their profession in the forms of organisation stipulated in Law No. 51/1995 on the organizing and practice of the profession of lawyer, republished, as further amended and supplemented.	The version proposed by the Company's Board of Administration		
	The version proposed by the shareholder _____ (if appropriate)		
4. Setting the date of 19 May 2014 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.	The version proposed by the Company's Board of Administration		
	The version proposed by the shareholder _____ (if appropriate)		
5. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, as Director-General of S.N.T.G.N. TRANSGAZ S.A, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.	The version proposed by the Company's Board of Administration		
	The version proposed by the shareholder _____ (if appropriate)		

The shareholder is completely liable for the accuracy of the information provided herein and for the safe delivery of this form of vote.

Date _____

Surname and name of shareholder
natural person or legal
representative of the shareholder
legal person
(clearly, in capital letters)

² _____

³ _____
(signature)

Note:

¹ The status of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative. The documents attesting the status of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders.

² if the shareholder is a legal person, please provide the position of the legal representative

³ if the shareholder is a legal person, please apply the valid stamp