

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of SNTGN Transgaz SA

Report on the Financial Statements

- 1 We have audited the accompanying financial statements of SNTGN Transgaz SA, which comprise the statement of financial position as at 31 December 2013 and the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

- 2 Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

- 3 Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to

design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

- 6 In our opinion the financial statements present fairly, in all material respects, the financial position of SNTGN Transgaz SA as at 31 December 2013 and its financial performance and its cash flows for each of the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Report on Conformity of the Administrators' Report with the Financial Statements

In accordance with the Order of the Romanian Minister of Public Finance no 1286/2012 and subsequent amendments, article no. 16, point c), we have read the Administrators' Report attached to these financial statements. The Administrators' Report is not a part of the accompanying financial statements. In the Administrators' Report we have not identified any financial information which is not in consistent, in all material respects, with the information presented in the accompanying financial statements.

**Refer to the original
signed Romanian version**

Vasile Iuga
Statutory auditor registered with
the Chamber of Financial Auditors of Romania under no 264/20 December 2000

On behalf of

PricewaterhouseCoopers Audit SRL
Audit firm registered with
the Chamber of Financial Auditors of Romania under no 6/25 June 2001

Bucharest, 17 March 2014