

*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 is certified based on the shareholders list on the registration/reference date, received from the Central Depository, shall be sent in original by **25 April 2017, 10:00 a.m.**, at the headquarters of the company located in Medias, 1 C.I. Motas Square, Sibiu County.*

**FORM OF VOTE BY CORRESPONDENCE**  
**for the Ordinary General Meeting of the Shareholders of**  
**the National Gas Transmission Company TRANSGAZ S.A.**  
**convened for 27/28 April 2017**

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 represented<sup>1</sup> 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 Ordinary General Meeting of the Shareholders of TRANSGAZ to be held on **27 April 2017, at 10:00 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:

## ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

<i>Item on the agenda</i>	<b>Vote</b> <i>(to be filled in, as appropriate, by for, against or abstention)</i>		
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTION</b>
<b>1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2016, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>2. Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2016.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>3. Approval of the gross dividend per share in amount of RON 46.33/share for financial year 2016, and of the date of 18 July 2017 as date for the beginning of dividend payment.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>4. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2016.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>5. Approval of the 2016 net profit distribution proposal.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>6. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2016.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS			
Item on the agenda		Vote (to be filled in, as appropriate, by for, against or abstention)	
		FOR	AGAINST ABSTENTION
7. Approval of the administration discharge of the administrators for the activity performed in 2016.	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
8. Approval of prescription of 2013 financial year dividends established under OGMS Resolution 1/28.04.2014, left unclaimed until 29 July 2017, and registration of their value in the revenue account of the company.	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
9. Report on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q IV 2016.	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
10. Start of Transgaz Board of Administration member selection procedure, according to Art. 29 (3) of Government Emergency Ordinance 109/2011 on corporate governance of public enterprises, approved as further amended and supplemented by Law 111/2016.		The version proposed by the Ministry of Economy, the majority shareholder, by Letter 30051/PIN/14.03.2017	
11. Approval of request for renewal of Transgaz Board of Administration member mandates.	1. STERIAN ION		
	2. VĂDUVA PETRU ION		
	3. ILIESCU BOGDAN GEORGE		
	4. CERNOV RADU ȘTEFAN		
	5. RIZOIU ANDREI		
12. Appointment of Transgaz Board of Administration members.	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		

# ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Item on the agenda	Vote (to be filled in, as appropriate, by for, against or abstention)		
	FOR	AGAINST	ABSTENTION
<b>13. Approval of the mandate contract with the fix component of remuneration for the period 30.04.2017 – 29.04.2021, and empowerment of a public supervisory body representative to sign the mandate contract with the new administrators</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
	_____ (in the person of)		
<b>14. The approval of the revenue and expenditure budget of SNTGN Transgaz SA for 2017 and of the estimations for 2018-2019.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the Ministry of Economy, the majority shareholder, by Letter 1337/06.04.2017		
<b>15. Setting the date of 27 June 2017 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>16. Setting the date of 26 June 2017 as ex date, according to the applicable laws.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>17. Setting the date of 18 July 2017 as payment date</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		
<b>18. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr. Petru Ion Văduva, as Director-General of Transgaz, to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.</b>	The version proposed by the Company`s Board of Administration		
	The version proposed by the shareholder____(if applicable)		

*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)

<sup>2</sup> \_\_\_\_\_

<sup>3</sup> \_\_\_\_\_  
(signature)

*Note:*

*1 The status of legal representative shall be supported by the list of shareholders on the reference/registration date received from the Central Depository.*

*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*