



**SOCIETATEA NAȚIONALĂ DE TRANSPORT
GAZE NATURALE "TRANSGAZ" SA MEDIAȘ**

Capital social: 117 738 440,00 LEI

ORC: J32/301/2000; C.I.F.: RO13068733

P-ța C. I. Motăș nr. 1, cod: 551130, Mediaș, Jud. Sibiu

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CONVENING NOTICE

The Board of Administrators of the National Gas Transmission Company "TRANSGAZ" S.A., headquartered in Mediaș, C.I. Motas Square, no.1, Sibiu county, registered with the Commerce Registry Office under no. J/32/301/2000, VAT No. RO13068733, according to republished Law no. 31/1990 on the trading companies amended from time to time, Law no.297/2004 on the capital market amended from time to time and Regulation no.6/2009 of the National Securities Commission on the exercise of shareholders' rights within the general assemblies of commercial companies, amended and supplemented by Regulation no. 7/2010 and art.16 of TRANSGAZ updated Articles of Incorporation, convened for the meeting on 19 August 2013,

CONVENES

THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS for 23 September 2013, 11:00 a.m., to take place in "Motas Hall", at the headquarters of the company located in Mediaș, no.1, C.I Motas Square, Sibiu County, where only the persons acting as shareholders registered with the registry of the company's shareholders at the end of the day of **9 September 2013** are entitled to attend and vote on the following **agenda**:

THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

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.

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.

If the meeting is not quorate at the above-mentioned date, the **Extraordinary General Assembly of the Shareholders** will be held on **24 September 2013, 11:00 a.m.**, in "Motas Hall", at the headquarters of the company located in Medias, C.I Motas Square, no.1, Sibiu County, with the same agenda.

The registration date of the shareholders subject to the effects of the **Extraordinary General Assembly of the Shareholders** is **11 October 2013**.

The draft decisions, documents and materials of the EGAS will be available starting with **23 August 2013**, precisely:

- the documents and materials related to point 1, 2, 3, 4 on the agenda of the **Extraordinary General Assembly of the Shareholders** are available and may be referred to by shareholders at the company's headquarters in Medias, no. 1 C. I. Motas Sq., floor 1, room 14, during **8:00 a.m. – 3:00 p.m.**

The Special Power of Attorney Form shall be available in soft copy on the company's website (www.transgaz.ro), both in Romanian and English, to the link Investors Relations/GAS, starting with **23 August 2013**.

The shareholders representing, jointly or severally, at least 5% of the company's share capital are entitled:

- to insert points into the agenda of the general assembly, provided that every point is supported by reasoning or by a draft decision submitted for approval to the general assembly, within no more than 15 days from the publication of the convening, i.e. **4 September 2013**;
- to present draft decisions for the points included or proposed to be included in the agenda of the assembly, within no more than 15 days from the publication of the convening, i.e. **4 September 2013**;
- the above-mentioned rights may be exercised only based on written letter, sent by courier, by fax to the fax **no. 0269-803.412**, or to the e-mail address: bolchis.sorin@transgaz.ro, for the attention of Mr. Sorin Bolchis.

If the exercise of the right to insert points into the agenda causes an amendment thereof, TRANSGAZ shall make available a revised agenda, by re-posting the convening notice with a revised agenda before the reference date set for **9 September 2013**.

Every shareholder may address questions related to the points on the agenda of the general assembly, to the General Shareholders Assembly Secretariat at the company's headquarters in Medias, C.I Motas Square, no.1, room 11, attn. Mr. Sorin Bolchis, by courier, to the **fax. 0269-803.412**, or to the e-mail address: bolchis.sorin@transgaz.ro, for the attention of Mr. Sorin Bolchis. In order for the persons asking such questions to be identified, they copies of the documents confirming their identity shall be attached to the requests. (ID copy signed by the holder so as to confirm the compliance thereof with the original/official document confirming the holder's capacity as a legal representative).

The answers to the questions shall be delivered in writing, or published on the company's website (www.transgaz.ro), to the link Investors Relations/GAS.

The shareholders registered by the reference date may vote by correspondence, previously to the general assembly, by using the form of vote by correspondence available both in Romanian and English starting with **23 August 2013**, on the company's website at www.transgaz.ro, to the link Investors Relations/GAS.

The Forms of vote by correspondence shall be filled in and signed by the shareholders - natural persons and shall be accompanied by a copy of the identity card signed as according to the original 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 certifying their 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 shall be issued 3 months before the date of the convening notice publication, at the most. 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.

The Forms of vote by correspondence, accompanied by legal documents, shall be delivered in original, either in Romanian or English, by courier, to the headquarters of the company in Mediaş, C.I Motaş Square no.1, by **20 September 2013, 3:00 p.m.** to the General Shareholders Assembly Secretariat at the headquarters in Medias, C.I Motaş Square, no.1, room 14, 1 floor, for the attention of Mr. Sorin Bolchis.

Only the shareholders registered by the reference date of **9 September 2013** may attend and vote during the assembly, in person or by their representatives, based on a Special Power of Attorney, according to the applicable laws.

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 authenticated copy or any other document, in original or in authenticated copy, 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 shall be issued 3 months before the date of the convening notice publication, at the most. 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 by **20 September 2013, 3:00 p.m.** at the Headquarters of the company located in Medias, C.I.Motaş Square, no.1, the county of Sibiu, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001, on electronic signatures, by e-mail to the address bolchis.sorin@transgaz.ro under the sanction provided in art. 125 par. 3 of republished Law no. 31/1990 amended from time to time.

For any further information, please contact us at **phone 0269-803.055; 0269-803.056; fax. 0269-803.412**, or at the e-mail address: bolchis.sorin@transgaz.ro.

Ion STERIAN

Chairman of the Board