

## DRAFT RESOLUTION

### **Resolution No. 10 of the Extraordinary General Assembly of TRANSGAZ' Shareholders held on 23 September 2013**

The Extraordinary General Assembly of the Shareholders of the National Gas Transmission Company "Transgaz SA", open company, headquartered in Mediaș, no. 1, C.I. Motaș Square, Sibiu County registered with the Register of Commerce Sibiu under no. J32/301/2000, VAT no. RO13068733, convened based on Article 117, Law no. 31/1990 on trading companies, amended from time to time and Article 16 of the Articles of Incorporation, issues the following resolution today, 23 September 2013, at the headquarters of the National Gas Transmission Company "Transgaz SA", no. 1, C.I. Motaș Square, Sibiu County:

## RESOLUTION

The Extraordinary General Assembly of TRANSGAZ Shareholders:

- Article 1** Approves the close-out of Nabucco Gas Pipeline International GmbH Austria (NIC) and of the National Nabucco Companies.
- Article 2** Approves 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.
- Article 3** Approves 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.
- Article 4** Approves 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.
- Article 5** Sets 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.
- Article 6** Empowers Mr. Ion STERIAN, as Chairman of the Board of Administrators, to sign the Decision of the Extraordinary General Assembly of the Shareholders and 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.

**Ion STERIAN**  
**Chairman of the Board**