



SOCIETATEA NAȚIONALĂ DE TRANSPORT
GAZE NATURALE "TRANSGAZ" SA MEDIAS
Capital social: 117 738 440,00 LEI
ORC: J32/301/2000; C.I.F.: RO13068733
P-ta C. I. Motaș nr. 1, cod: 551130, Medias, Jud. Sibiu
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DRAFT RESOLUTION

RESOLUTION NO. 3 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, as of 26 April 2018

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, and under article 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 5 March 2018, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. Approves 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 2017, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.

Art.2. Approves the annual consolidated 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 2017, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.

Art.3. Acknowledges the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2017

Art. 4. Acknowledges the Consolidated Report issued by TRANSGAZ' Board of Administration on the activity performed in 2017.

Art. 5. Approves/does not approve the gross dividend per share in the amount of lei 45.38/share for the financial year 2017, and of the date of 16 July 2018 as dividend pay-out initiation date.

Art. 6. Acknowledges the content of the Financial Audit Report on the annual financial statements concluded by SNTGN TRANSGAZ SA on 31 December 2017 and of the opinion expressed in the report by the independent auditor DELOITTE AUDIT SRL.

Art. 7. Acknowledges the content of the Financial Audit Report on the annual consolidated financial statements ended by SNTGN TRANSGAZ SA on 31 December 2017 and of the opinion expressed in the report by the independent auditor DELOITTE AUDIT SRL.

Art. 8. Approves/does not approve the distribution of the net profit of the financial year 2017, as follows:

1. distribution of the net profit as follows:

- dividends due to shareholders	534,297,040.72 lei
- profit for the constitution of own financing sources	47,764,002.28 lei

2. Participation of employees to profit according to the provisions of art 141 of the Collective Labour Contract concluded within TRANSGAZ, in force, in the amount of 11,579,208.00 lei.

Art. 9. Acknowledges the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in the financial year 2017.

Art. 10. Approves the administration discharge of the administrators for the activity performed in 2017.

Art. 11. Approves the prescription of 2014 financial year dividends established under OGMS Resolution 1/27.04.2015, left unclaimed until 15 July 2018, and registration of their value in the revenue account of the company.

Art. 12. Acknowledges the 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 2017.

Art. 13. Approves the overall limits of the variable component of the remuneration of Transgaz' Director General and Chief Financial Officer as follows:

Director General - Variable Component within the limit of the amount of euro 377.5 thousand gross/year;
Chief Financial Officer-Variable Component within the limit of the amount of euro 36 thousand gross/year

Art.14. Sets the date of **26 June 2018** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.15. Sets the date of **25 June 2018** as ex-date.

Art.16. Sets the date of **16 July 2018** as payment date.

Art.17. Empowers Mr. Nicolae Minea, as Chairman of the meeting, or his alternate Mr. Lăpușan Remus Gabriel to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr Grigore Târsac, as Deputy 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 Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

Chairman of the meeting

Nicolae Minea