



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

Capital social: 117 738 440,00 LEI

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

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CONVENING

The Board of Administration of the National Gas Transmission Company Transgaz S.A. headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Court under number J/32/301/2000, VAT Code RO13068733, according to Law no.31/1990 on the trading companies, as further amended and supplemented, to Law no.297/2004 on the capital market, as further amended and supplemented, to Regulation no.6/2009 of the National Securities Commission, on the exercise of some rights of the shareholders within the general meetings of the trading companies, as further amended and supplemented by Regulation 7/2010 of the National Securities Commission, and to the provisions of art.16 of the updated Articles of Incorporation of SNTGN Transgaz SA, convened for the meeting on 12 NOVEMBER 2013,

CONVENES

The **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **17 December 2013, 10⁰⁰ a.m.**, to take place in "Motaș Hall", at the headquarters of the company located in Mediaș, 1 C.I. Motaș Square, Sibiu County, in which only the persons being shareholders, meaning that they are registered with the registry of the company's shareholders at the end of the day of **4 December 2013**, shall be entitled to participate and to vote, the **agenda** being as follows:

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the creation of a work point in Bucharest.
2. Establishing the date of **13 January 2014** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.
3. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr. Petru Ion Vaduva, as the General Manager of S.N.T.G.N. Transgaz S.A to sign the necessary documents for the registration and publication of the Extraordinary General Meeting of the Shareholders Resolution at the Trade Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Extraordinary General Meeting of the Shareholders** will be held on **18 December 2013, 10⁰⁰ a.m.**, in „Motaș Hall”, at the headquarters of the company located in Mediaș, 1 C.I. Motaș Square, Sibiu County, with the same agenda.

The registration date of the shareholders subject to the **Resolution of the Extraordinary General Meeting of the Shareholders** of the company is **13 January 2014**.

The draft resolution of the EGMS, the documents and materials for the meeting are available as of **15 November 2013** as follows:

- the documents and materials for the meeting and related to point 1 on the agenda of the **Extraordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS.

The Special Power of Attorney Form shall be available in soft copy on the company's

website (www.transgaz.ro), the link Investor relations/GMS, in Romanian and in English, as of **15 November 2013**.

The shareholder/shareholders representing solely or collectively at least 5% of the share capital is/are entitled:

- to insert points on the agenda of the general meeting, **provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meeting**, within no more than 15 days from the publication of the convening, meaning **29 November 2013**;
- to present draft resolutions for the points included or proposed to be included on the agenda of the meeting, within no more than 15 days from the publication of the convening, meaning **29 November 2013**;
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412**, or to the e-mail address: secretariat.ca_aga@transgaz.ro attention of Mrs. Claudia Elena Szasz.

If the exercising of the right to insert points on the agenda of the general meeting results in the changing of the agenda of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **4 December 2013**.

Every shareholder may address questions related to the points on the agenda of the general meeting to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, the first floor, room 14, attention of Mrs. Claudia Elena Szasz, by courier, to **fax number 0269-803.412**, or to the e-mail address: secretariat.ca_aga@transgaz.ro. For identification purposes, the persons addressing such questions shall attach requests and copies of the documents that prove their identity.

The answers to the questions shall be sent in writing or shall be published on the company's website (www.transgaz.ro), the link Investor relations/GMS.

The shareholders registered by the reference date may vote by correspondence, prior to the general meeting, by using the form of vote by correspondence available as of **15 November 2013**, on the company's website at www.transgaz.ro, the link Investor relations/GMS, in Romanian and in English.

The forms of vote by correspondence must filled in and signed by the shareholders natural persons and accompanied by a 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 that certifies the quality of legal representative. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its quality of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of SNTGN Transgaz SA, must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution. The special

power of attorney and the statement, signed and stamped, as appropriate, must be submitted at SNTGN Transgaz SA in original.

The forms of vote by correspondence and the supporting legal documents shall be sent in original by courier, in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, the first floor, room 14, attention of Mrs. Claudia Elena Szasz, by **16 December 2013, 10:00 a.m..**

Only the shareholders registered by the reference date of **4 December 2013** may attend and vote during the meeting, in person or by their representatives, based on a Special Power of Attorney, according to the applicable laws. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of SNTGN Transgaz SA, must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution. The special power of attorney and the statement, signed and stamped, as appropriate, must be submitted at SNTGN Transgaz SA in Romanian or in English, by **16 December 2013, 10:00 a.m.**, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the first floor, room 14, 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 secretariat.ca_aga@transgaz.ro under the sanction provided in art. 125 paragraph 3 of Law no. 31/1990 on the trading companies, as further amended and supplemented.

For additional information please contact us at **telephone 0269-803.055, fax 0269-803.412**, or at the e-mail address: secretariat.ca_aga@transgaz.ro.

Chairman of the Board of Administration

Ion Sterian