



## CONVENING

The Board of Administration of the National Gas Transmission Company "TRANSGAZ" S.A. headquartered in Medias, C.I. Motas Square, no.1, the county of Sibiu, registered with the Commerce Registry office number J/32/301/2000, VAT Code RO13068733, according to Law no.31/1990 on the trading companies, Law no.297/2004 on the capital market and Regulations no.6/2009 and no.7/2010 of the National Securities Commission, on the exercise of some rights of the shareholders within the general assemblies of commercial companies, amended from time to time, and the provisions of art.16 paragraph 1.1 of the updated Articles of Incorporation of SNTGN "Transgaz" SA, convened for the meeting on 14 March 2013,

## CONVENES

**THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS** on **29 APRIL 2013, 11<sup>00</sup>**, to take place in "Motas Hall", at the headquarters of the company located in Medias, no.1, C.I Motas Square, the county of Sibiu, to be attended by all the shareholders registered with the registry of the company's shareholders at the end of the day of **April 15, 2013**, will have the following **agenda**:

### THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

1. Approval of the determination of a range for TRANSGAZ share in the Nabucco project together with the company's funding possibility between 15% and 20% before the Shah Deniz Potential Investors' accession and between 7% and 10% after the Shah Deniz Potential Investors' accession. The final percentage is to be approved by the General Shareholders' Assembly.  
Empowerment of TRANSGAZ Director General to sign the documents related to the procedures for the change in TRANSGAZ share in the Nabucco project as proposed above.
2. Setting the date of **14 June 2013** as a registration date for the shareholders subject to the Decision of the Extraordinary General Assembly of the Shareholders.
3. Empowerment of the Chairman of the Board of Administration, to sign the Decision of the Extraordinary General Assembly of the Shareholders and of Mr. Ioan Rusu, 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 abovementioned date, the **Extraordinary General Assembly of the Shareholders** will be held on **30 APRIL 2013, 11<sup>00</sup>** o'clock, in "Motas Hall", at the headquarters of the company located in Medias, C.I Motas Square, no.1, the county of Sibiu, with the same agenda.

The registration date of the shareholders subject to the effects of the **Extraordinary General Assembly of the Shareholders** is set by the **Extraordinary General Assembly of the Shareholders** and it is **14 June 2013**.

The draft decisions of the EGAS, the documents and materials for the meeting are available as of **29 March 2013**, precisely:

- the documents and materials related to point 1 on the agenda of the **Extraordinary General Assembly of the Shareholders** are available in soft copy, on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors Relations/GAS;

The Special Power of Attorney Form shall be available in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), both in Romanian and English, to the link Investors Relations/GAS, as of **29 March 2013**.

The shareholders representing, solely or collectively, at least 5% of the 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 proposed to be adopted by the general assemblies, within no more than 15 days from the publication of the convening, i.e. **4 April 2013**;
- to present draft decisions for the points included or proposed to be included in the agenda of the assemblies, within no more than 15 days from the publication of the convening, i.e. **4 April 2013**;
- the abovementioned rights may be exercised only in written, sent by courier, to the **fax. 0269-803.412**, or to the e-mail address: [bolchis.sorin@transgaz.ro](mailto:bolchis.sorin@transgaz.ro), Attn. 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 with a revised agenda by **10 April 2013**, at the latest.

Every shareholder may address questions related to the points on the agenda of the general assemblies, 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](mailto:bolchis.sorin@transgaz.ro), Attn. Mr. Sorin Bolchis. In order to identify the persons asking such questions, they shall attach requests and copies of the documents confirming their identity. (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 sent in written, or published on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), 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 as of **29 March 2013**, on the company's website at [www.transgaz.ro](http://www.transgaz.ro), the link Investors Relations/GAS.

The Forms of vote by correspondence (filled in and signed by the shareholders natural persons and 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 that certifies their quality of legal representative – example: the articles of incorporation, the excerpt/confirmation of company's details from the Commerce Registry and the copy of the registration certificate) shall be sent in original, by mail or by courier, to the headquarters of the company in Medias, C.I Motaş Square no.1, by **27 April 2013, 10<sup>00</sup> o'clock** at the General Shareholders Assembly Secretariat at the headquarters in Medias, C.I Motas Square, no.1, room 14, 1 floor, attn. Mr. Sorin Bolchis.

Only the shareholders registered by the reference date of **15 April 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 Special Power of Attorney shall be submitted in original, either in Romanian or English, by **27 April, 2013, 10<sup>00</sup> o'clock** 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](mailto:bolchis.sorin@transgaz.ro) under the sanction provided in art. 125 par. 3 of Law no. 31/1990 republished and 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](mailto:bolchis.sorin@transgaz.ro).

**Victor Alexandru SCHMIDT**

**Chairman**

**TRANSGAZ' Board of Administration**