



**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-ța C. I. Motaș nr. 1, cod: 551130, Mediaș, Jud. Sibiu

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DRAFT RESOLUTION

**RESOLUTION NO. 2
of the Extraordinary General Meeting of the Shareholders of the National Gas
Transmission Company TRANSGAZ S.A. Mediaș,
as of 28 April 2014**

The Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Mediaș, 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 28 April 2014, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Mediaș, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. Approves the modification of the Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A. as per Annex 1 to this convening and empowers the Director – General of S.N.T.G.N. TRANSGAZ S.A. to sign the updated Articles of Incorporation of the Company, for compliance with the requirements on formalities of notification under Companies Law No. 31/1990, republished, as further amended and supplemented.

Art.2. Approves the creation of the auxiliary office, without legal personality, `TRANSGAZ S.A. Regional Office Brussels`, in Brussels, Belgium, and empowers the Director - General of S.N.T.G.N. TRANSGAZ S.A. for fulfilling all the formalities and the signing of all documents regarding the creation of the TRANSGAZ S.A. Regional Office Brussels, in Brussels, Belgium, in accordance with the Belgian law.

Art.3. Approves the procurement of assistance, consultancy and legal representation services as per Annex 2 of this convening, and empowers the Director – General of S.N.T.G.N. TRANSGAZ S.A. to negotiate and sign the consultancy, assistance and legal representation contract/contracts to be concluded with lawyers who practice their profession in the forms of organisation stipulated in Law No. 51/1995 on the organizing and practice of the profession of lawyer, republished, as further amended and supplemented.

Art.4. Sets the date of **19 May 2014** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.

Art.5. Empowers Mr. Ion Sterian, as Chairman of the Board of Administration to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and Mr. Petru Ion Văduva, 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.

Chairman of the Board of Administration

Ion Sterian