

Translation from Romanian

**MINISTRY OF ECONOMY**

**Department for Privatisation and State Ownership Administration (DPAPS)**

To: ***The National Gas Transmission Company TRANSGAZ SA***

Attn: ***The Board of Administration***

CC: ***The Director General***

(stamp  
Exit no. 1786  
date: 05.04.2019)

Dear Sirs,

Considering the agenda of the ordinary shareholders' meeting to be held on 23/24.04.2019 the convening of which was published according to the applicable legal provisions,

Pursuant to art. 117<sup>1</sup> of the republished Company Law no. 31/1990 as amended and to Law no. 24/2017 on the issuers of financial instruments and market operations,

Considering the Memorandum on "*the mandate granted to the state representatives in the General Shareholders' Assembly/Board of Administration, as appropriate, of the national companies and fully or majority state-owned companies, autonomous administrations for taking the actions necessary for the distribution of a share of minimum 90% of the net profit for 2018 as dividends/payments to the state budgets*".

Please find below the request related to the supplementing of the agenda of the above mentioned meeting as follows:

*"Approval of the gross dividend per share in the amount of 37.89 lei/share for the financial year 2018, of the date of 16 July 2019 as a dividend pay-out date"*

As well as the draft Resolution proposal related to points 3 and 5 on the Agenda of the above mentioned Convening, as follows:

***"3. With \_\_\_\_\_ votes For representing \_\_\_\_\_% of the total number of cast votes, with \_\_\_\_\_ votes Against representing \_\_\_\_\_% of the total number of cast votes and with \_\_\_\_\_ of Abstention votes representing \_\_\_\_\_% of the total number of cast votes approves/does not approve the gross dividend per share in the amount if 37.89 lei/share related to the financial year 2018, of the date of 16 July as the dividends pay-out date".***

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**“5. With \_\_\_\_\_ votes For representing \_\_\_\_\_% of the total number of cast votes, with \_\_\_\_\_ votes Against representing \_\_\_\_\_% of the total number of cast votes and with \_\_\_\_\_ of Abstention votes representing \_\_\_\_\_% of the total number of cast votes approves/does not approve the distribution of the net profit for the financial year 2018, as follows:**

**1. the distribution of the net profit as follows:**

- dividends to the shareholders lei 446,107,597**
- net profit for the establishment of own financing sources lei 49,567,511**

**2. employees' participation in the profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, in the amount of lei 14,278,572.00.**

The procedure for the publication thereof will be followed in compliance with the applicable regulations on the capital market.

Yours sincerely,

**Victor Vlad CAZANA**

**President**

*Seal and illegible signature*