

No. 13688/06.03.2019

Submitted for analysis and approval in the OGMS dated 23.04.2019

REPORT

on the approval of the prescription of the dividends for the financial year 2015, established by OGMS Resolution No. 2/29.04.2016, not claimed until the date 13.07.2019 and the recording of their value in the revenue account of the Company

SUMMARY

- Gross dividends due to the shareholders for the financial year 2015 – **lei 325.075.832,84;**
- Net dividends due to the shareholders for the financial year 2015 – **lei 320.600.772,69;**
- Net dividends for the financial year 2015 **paid** to the shareholders between 13.07.2016 – 31.01.2019 – **lei 320.085.283,22;**
- The prescription of the dividends not claimed for the financial year 2015 (prescribed on 13.07.2019) according to Art. 2517 of Law 287/2009 on the Civil Code, republished, according to which `the prescription term is of 3 years`.

PROPOSAL

Based on Art.15, paragraph (3), letter g of the Articles of Incorporation of SNTGN Transgaz SA Mediaș, updated, **we submit for the approval of the Ordinary General Meeting of the Shareholders the following:**

- **the prescription of the dividends for the financial year 2015, not claimed by the prescription date (13.07.2019)**
- **the recording of the value representing dividends for the financial year 2015 not claimed until the prescription date 13.07.2019 in the revenue account of the Company.**

According to Resolution no 2 of the Ordinary General Meeting of the Shareholders of 29.04.2016, SNTGN Transgaz SA Mediaș distributed dividends for the financial year 2015 to all shareholders registered in the Shareholders Register at the registration date of 22 June 2016.

The value of the gross dividends for the financial year 2015 due to the shareholders amounted to **lei 325.075.832.84** of which net dividends of **lei 320.600.722.69**.

Between 13.07.2016 - 31.01.2019, 6.918 shareholders, namely **90.16%** of the total number of 7.673 shareholders registered at the registration date of 22 June 2016 claimed dividends for the financial year 2015.

The amount paid to the shareholders as dividends for the financial year 2015 until 31.01.2019 was of **lei 320.085.283,22** representing **99.83%** of the total amount of the net dividends for 2015.

Based on Art. 2517 of Law 287/2009 on the Civil Code, republished, according to which `the prescription term is of 3 years`, the prescription term for the dividends for financial year 2015, not claimed over the last 3 years, is **13 July 2019**.

The prescription term of the shareholders` right to claim dividends for the financial year 2015 starts at the expiration of the 60-day time span from the term foreseen by the law for submitting the annual financial statements, according to Art. 1, paragraph (3) of GO 64/2001, updated, namely 13 July 2016, the date established by the OGMS as date for the initiation of the payment of the dividends for the financial year 2015.

For compliance with the principle of prudence and transparency, the Company will notify through a press release published on Transgaz` website and also by a written notification to each shareholder separately on the prescription as of 13.07.2019 of the shareholders` right to their dividends for financial year 2015 not claimed by this date.

Considering the above, based on Art. 2517 of Law 287/2009 on the Civil Code, republished, according to which `the prescription term is of 3 years`, **we submit for your approval** under Art.15, paragraph (3), letter g of the Articles of Incorporation of SNTGN Transgaz SA Mediaş, updated, **the prescription of the dividends for the financial year 2015 not claimed by 13.07.2019, and the registration of their value in the revenue account of the Company.**

**Chairman of the Board
Lăpuşan Remus Gabriel**