

CURRENT REPORT according to Art. 122 of Law 24/2017

Date of report: 21.03.2018

Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**

Headquarters: **Mediaș, 1 Constantin I. Motaș Square, Sibiu County**

Telephone/fax number: **0269 803333/0269 839029**

Tax identification code: **RO 13068733**

Trade Register number: **J32/301/2000**

Subscribed and paid-up capital: **RON 117,738,440**

Regulated market on which issued securities are traded: **Bucharest Stock Exchange.**

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 Law Court under number J/32/301/2000, VAT Code RO13068733, according to Companies' Law no. 31/1990, as further amended and supplemented, to Law no. 297/2004 on the capital market, as further amended and supplemented, of Law no 24/2017 on issuers of financial instruments and market operations of Regulation no. 6/2009 of the National Securities Commission, on the exercise of shareholders' rights within the general meetings of the trading companies, as further amended and supplemented, and to the provisions of art.16 of the updated Articles of Incorporation of Transgaz, convened for the meeting on **21 March 2018**,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **26 April 2018, 10⁰⁰ a.m.**, to take place in Motaș Hall, at the headquarters of the company located in Mediaș, no. 1 C.I. Motaș Square, the county of Sibiu, in which only the persons having the quality of shareholders, meaning they are registered with the registry of the company's shareholders at the end of the day of **16 April 2018**, are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2017, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.
2. Approval of the consolidated annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2017, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.
3. Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2017.
4. Presentation of the consolidated Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2017.

5. Approval of the gross dividend per share in the amount of RON 25.22/share for the financial year 2017, and of the date of 16 July 2018 as date for the beginning of dividend payment.
6. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2017.
7. Presentation of the Financial Audit Report on the consolidated annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2017.
8. Approval of the 2017 net profit distribution proposal.
9. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in the financial year 2017.
10. Approval of the administration discharge of the administrators for the activity performed in 2017.
11. Approval of prescription of 2014 financial year dividends established under OGMS Resolution 1/27.04.2015, left unclaimed until 15 July 2018, and registration of their value in the revenue account of the company.
12. Report on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q IV 2017.
13. Approval of the overall limits of the variable component of the remuneration of Transgaz' directors.
14. Setting the date of **26 June 2018** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
15. Setting the date of **25 June 2018** as ex-date, according to the applicable laws.
16. Setting the date of **16 July 2018** as payment date.
17. Empowerment of Mr. Minea Nicolae, as Chairman of the meeting or of its alternate Mr. Lăpușan Remus Gabriel, to sign the Resolution of the Ordinary General Meeting of the Shareholders and of Mr. Grigore Târsac, as Transgaz' Deputy Director General to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Meeting of the Shareholders** will be held on **27 April 2018, 10:00 a.m.**, in Motaș Hall, at the headquarters of the company located in Medias, 1 C.I Motaș Square, Sibiu County, with the same agenda.

The draft resolution of the OGMS is available in soft copy on the company's website (www.transgaz.ro), the link Investors Relations/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders, both in Romanian and in English, as of **26 March 2018**.

The documents and materials for the meeting are available as follows:

- the documents and materials for the meeting and related to points 1 to 5 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investors Relations/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders, in Romanian and in English, as of the date of the convening of the general meeting;
- the documents and materials for the meeting and related to points 6 to 13 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investors Relations/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders, in Romanian and in English, as of **26 March 2018**;

The special power of attorney and the general power of attorney forms are available in soft copy on the company's website (www.transgaz.ro), the link Investors Relations/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders, in Romanian and in English, as of **26 March 2018**.

The shareholders representing, solely or collectively, at least 5% of the share capital 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 15 days from the publication of the convening, namely **11 April 2018, 03:00 pm**;
- to present draft resolutions for the points included or proposed to be included on the agenda of the meeting, within 15 days from the publication of the convening, namely **11 April 2018, 03:00 pm**;

- 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 Florea.

If the exercising of the right to insert points on the agenda of the general meetings of the shareholders 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 **16 April 2018**.

Every shareholder may address questions related to the points on the agenda of the general meeting of the shareholders to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, attention of Mrs. Claudia Elena Florea, 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 and shall be published on the company's website (www.transgaz.ro), the link Investors Relations/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders.

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 **26 March 2018**, on the company's website at www.transgaz.ro, the link Investors Relations/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders, 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 shareholder and the quality of legal representative in the case of shareholders legal persons or entities without legal personality, is established based on the shareholders list at the reference/registration date, received from Depozitarul Central.

If the data regarding the quality of legal representative are not updated at Depozitarul Central by the shareholder legal person until the reference date, the legal representative proof is based on a true copy of the findings certificate issued by the Trade Register or on any other document issued by a competent authority of the country of registration of the shareholder, attesting the quality of legal representative, issued at least 3 months before the date of convening publication.

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 ground floor, room 4, attention of Mrs. Claudia Elena Florea, by **24 April 2018, 10:00 a.m.**, or electronically signed with an extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail at secretariat.ca_aga@transgaz.ro, under the sanction provided in Art. 125, paragraph 3 of Companies' Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **16 April 2018** may attend and vote during the meeting, in person or by their representatives, based on a special or general Power of Attorney, according to the applicable laws. The quality of shareholder and, in the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date / registration received from Depozitarul Central.

If a shareholder is represented by a credit institution providing custody services, such shareholder will be able to vote in the general meeting of the shareholders based on the voting instructions received by electronic means of communication, without the special or general power of attorney from such shareholder. The custodian shall vote in the general meeting of the shareholders only in accordance with and within the limits of the instructions received from its clients being shareholders at the reference date of **16 April 2018**.

The special power of attorney and the statement, in original, signed and stamped, as appropriate, and the general power of attorney, in copy, mentioning, under the representative's signature that it is a true copy and accompanied by an affidavit in original signed and, where appropriate, stamped, given by the legal representative of the intermediary or by the lawyer who received power of representation by the

attorney general, indicating that the power is given by that shareholder as a customer, intermediary or, where appropriate, lawyer's power of attorney signed by the shareholder, including by the attachment of extended electronic signature, if any, and the mandate received by the order of the Ministry of Economy for the participation of the state's representatives in the General Meeting of the Shareholders, in original, may be submitted at S.N.T.G.N. TRANSGAZ S.A., at least one hour before the meeting, in Romanian or in English, before the General Meeting of the Shareholders, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 4, 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 Companies' Law no. 31/1990, republished, as further amended and supplemented, or at the date of the General Meeting of the Shareholders at the BoA and GMS Secretariat Office.

For additional information please contact us at **telephone 0269-803.056, fax 0269-803.412**, or at the e-mail address: secretariat.ca_aga@transgaz.ro.

Sterian Ion – Administrator

Văduva Petru Ion – Administrator

Iliescu Bogdan George – Administrator

Minea Nicolae – Administrator

Lăpuşan Remus Gabriel – Administrator