

RESOLUTION NO. 7

of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 3 December 2018

The Ordinary 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, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 3 December 2018, at the first convening/the second convening, in which shareholders representing ____% of the share capital and ____% of the total voting rights participated, 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. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the appointment of BDO AUDIT S.R.L. as the financial auditor of SNTGN Transgaz S.A. and the conclusion of the contract for 2018-2023 for the provision of the *Statutory audit services, limited review services of semestrial interim financial statements, statutory auditing services for transactions reported under Art. 82 of Law 24/2017, audit services on the non-financial statement and the consolidated non-financial statement.*

Art.2. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the distribution/redistribution of the amounts recorded in the accounts "retained earnings" and/or "other reserves" in the amount of lei 13,472,486.

Art.3. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, , approves/does not approve the setting of the

gross dividend per share in the amount of 1.14 lei/share and of the date of 28.12.2018 as the deadline for the commencement of dividend pay-out.

Art. 4 With ____ votes For, representing ____% of the total number of expressed votes, with ____ votes Against, representing ____% of the total number of expressed votes, and with ____ votes Abstention, representing ____% of the total number of expressed votes, sets the date of **19 December 2018** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders

Art. 5 With ____ votes For, representing ____% of the total number of expressed votes, with ____ votes Against, representing ____% of the total number of expressed votes, and with ____ votes Abstention, representing ____% of the total number of expressed votes, sets the date of **18 December 2018** as ex-date, according to the applicable laws.

Art. 6 With ____ votes For, representing ____% of the total number of expressed votes, with ____ votes Against, representing ____% of the total number of expressed votes, and with ____ votes Abstention, representing ____% of the total number of expressed votes, empowers Mr. Nicolae Minea, as Chairman of the meeting, or his deputy, Mr. Remus Gabriel Lăpușan, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as Deputy Director-General of S.N.T.G.N. TRANSGAZ S.A., 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.

Chairman of the meeting

Nicolae Minea