

**RESOLUTION NO. 2**  
**of the Ordinary General Meeting of the Shareholders**  
**of the National Gas Transmission Company TRANSGAZ S.A. Medias,**  
**as of 4 March 2020**

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 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 4 March 2020, at the first convening, in which shareholders representing 77.7589% of the share capital and 77.7589% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

**RESOLUTION**

**Art.1.** With 8958490 votes *For*, representing 97.851250% of the total number of expressed votes, with 175879 votes *Against*, representing 1.921080% of the total number of expressed votes, and with 20844 votes *Abstention*, representing 0.227670% of the total number of expressed votes, approves the 2019 – 2028 Ten Years Network Development Plan financing.

**Art.2.** With 8850979 votes *For*, representing 96.676930% of the total number of expressed votes, with 283390 votes *Against*, representing 3.095390% of the total number of expressed votes, and with 20844 votes *Abstention*, representing 0.227670% of the total number of expressed votes, approves the Transgaz 2020 revenue and expense budget and the 2021 – 2022 forecasts.

**Art.3.** With 8780464 votes *For*, representing 95.906710% of the total number of expressed votes, with 353905 votes *Against*, representing 3.865610% of the total number of expressed votes, and with 20844 votes *Abstention*, representing 0.227670% of the total number of expressed votes, approves the revision of key financial performance indicators in the Transgaz 2017 – 2021 Plan of Administration.

**Art.4.** With 8780464 votes *For*, representing 95.906710% of the total number of expressed votes, with 353905 votes *Against*, representing 3.865610% of the total number of expressed votes, and with 20844 votes *Abstention*, representing 0.227670%

of the total number of expressed votes, approves the addendum to the contract of mandate signed with the non-executive members of the Board of Administration of Transgaz, as published on the Company's website, and the empowering of the representative of the General Secretariat of the Government in the GMS, Mr Vlad-Paul Nechita to sign on behalf of the Company the addenda to the contracts of mandate including the amendments approved at point 3 of the agenda of the meeting.

**Art.5.** With 8869279 votes *For*, representing 96.876820% of the total number of expressed votes, and with 285934 votes *Abstention*, representing 3.123180% of the total number of expressed votes, takes note of the deficiencies found by the control bodies regarding the application of Art. 43 of GEO 114/2018.

**Art.6.** With 9155169 votes *For*, representing 99.999520% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000480% of the total number of expressed votes, sets the date of **20 March 2020** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

**Art.7.** With 9155169 votes *For*, representing 99.999520% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000480% of the total number of expressed votes, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, 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.

**President of the Board of Administration**

**Remus Gabriel Lăpușan**