

RESOLUTION NO. 3
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Medias,
as of 16 May 2019

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 16 May 2019, at the second convening, in which shareholders representing 72.8406% of the share capital and 72.8406% 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 8292729 votes *For*, representing 96.695370% of the total number of expressed votes, and with 283410 votes *Abstention*, representing 3.304630% of the total number of expressed votes, approves the revision of some financial performance indicators in the form submitted to the Board of Administration and approved by BoA Resolution 16/09.04.2019, following that the consolidated version of the key performance indicators targets constitutes an annex to the contracts of mandate of the non-executive administrators.

Art.2. With 8258697votes *For*, representing 96.298540% % of the total number of expressed votes, with 34032 votes *Against*, representing 0.396820% of the total number of expressed votes, and with 283410 votes *Abstention*, representing 3.304630% of the total number of expressed votes, approves the form of the addendum to the contract of mandate signed with the non-executive members of the Board of Administration of Transgaz SA, as published on the Company's website, and the empowering of the representative of the Ministry of Economy in the GMS, Mrs. Anca Ruxandra Neacșu, to sign the addenda to the contracts of mandate including the amendments approved at point 1 of the agenda of the meeting.

Art.3. With 8576119 votes *For*, representing 99.999770% of the total number of expressed votes, 20 votes *Abstention*, representing 0.000230% of the total number of

expressed votes, approves the assessment of the achievement of the key financial and non-financial performance indicators, annex to the contracts of mandate of the non-executive administrators, according to GEO 109/2011 on the corporate governance of the public enterprises, as further amended and supplemented.

The key financial and non-financial performance indicators were 100% fulfilled.

Art.4. With 8292729 votes *For*, representing 96.695370% of the total number of expressed votes, with 283390 votes *Against*, representing 3.304400% of the total number of expressed votes, and with 20 votes *Abstention*, representing 0.000230% of the total number of expressed votes, approves the Transgaz 2019 revenue and expense budget and of the 2020 – 2021 forecasts.

The entire responsibility for the substantiation of the economic and financial indicators, for the preparation of the 2019 revenue and expense budget and for the 2020 – 2021 estimations, in compliance with the applicable laws, for the application of the budget provisions thus approved within the limits established by the law, lies with the administrative and executive management of SNTGN Transgaz SA.

Art.5. With 8576119 votes *For*, representing 99.999770% of the total number of expressed votes, and with 20 votes *Abstention*, representing 0.000230% of the total number of expressed votes, sets the date of **3 June 2019** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

Art.6. With 8576119 votes *For*, representing 99.999770% of the total number of expressed votes, and with 20 votes *Abstention*, representing 0.000230% 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