

## **RESOLUTION NO. 4**

### **of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 27 April 2020**

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 27 April 2020, at the first convening, in which shareholders representing 77.5867% of the share capital and 77.5867% 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 9132387 votes *For*, representing 99.972070% of the total number of expressed votes and with 2551 votes *Abstention*, representing 0.027930% of the total number of expressed votes, approves 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 2019, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016..

**Art.2.** With 9132387 votes *For*, representing 99.972070% of the total number of expressed votes and with 2551 votes *Abstention*, representing 0.027930% of the total number of expressed votes, acknowledges the annual Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2019

**Art. 3.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes and with 51 votes *Abstention*, representing 0.000560% of the total number of expressed votes, approves the gross dividend per share in the amount of Lei 15.47 /share for financial year 2019

**Art. 4.** With 9132387 votes *For*, representing 99.972070% of the total number of expressed votes and with 2551 votes *Abstention*, representing 0.027930% of the total

number of expressed votes, acknowledges the content of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2019, and the opinion of the independent auditor BDO AUDIT SRL expressed in its report.

**Art. 5.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes, and with 51 votes *Abstention*, representing 0.000560% of the total number of expressed votes, approves the 2019 net profit distribution as follows:

1. The net profit distribution as follows:
  - dividends due to shareholders 182.141.366,68 lei
  - profit for setting up own financing sources 166.117.649,32 lei
2. Employees` share in to profit to the amount of 15.833.774 lei according to art.141 of the applicable Collective Labour Agreement concluded for SNTGN TRANSGAZ SA.

**Art. 6.** With 1777623 votes *For*, representing 19.459610% of the total number of expressed votes, with 7073874 votes *Against*, representing 77.437570% of the total number of expressed votes, and with 283441 votes *Abstention*, representing 3.102820% of the total number of expressed votes, does not acknowledge the Report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in the financial year 2019.

**Art. 7.** With 8848997 votes *For*, representing 96.869810% of the total number of expressed votes, and with 285941 votes *Abstention*, representing 3.130190% of the total number of expressed votes, approves the administration discharge of the administrators for the activity performed in 2019.

**Art. 8.** With 1962657 votes *For*, representing 21.485170% of the total number of expressed votes, with 6888840 votes *Against*, representing 75.412010% of the total number of expressed votes, and with 283441 votes *Abstention*, representing 3.102820% of the total number of expressed votes, does not approve the assessment of fulfilling of key financial and non-financial performance indicators, annex to the contracts of mandate of the non-executive administrators.

**Art. 9.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes, and with 51 votes *Abstention*, representing 0.000560% of the total number of expressed votes, approves the following:

1. The prescription of the dividends related to the financial year 2016 left unclaimed until the prescription date (18.07.2020),
2. The registration of the value representing dividends related to the financial year 2016 left unclaimed until the prescription date (18.07.2020) with the company's revenue account.

**Art. 10.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes, and with 51 votes *Abstention*, representing 0.000560% of the total number of expressed votes, acknowledges the 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 2019

**Art. 11.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes, and with 51 votes *Abstention*, representing 0.000560% of the total number of expressed votes, sets the date of **26 June 2020** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

**Art. 12.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes, and with 51 votes *Abstention*, representing 0.000560% of the total number of expressed votes, sets the date of **25 June 2020** as ex-date, according to the applicable laws

**Art. 13.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes, and with 51 votes *Abstention*, representing 0.000560% of the total number of expressed votes, sets the date of **17 July 2020** as dividend pay-out date.

**Art. 14.** With 9134887 votes *For*, representing 99.999440% of the total number of expressed votes, and with 51 votes *Abstention*, representing 0.000560% 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 of 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 Board of Administration**

**Remus Gabriel Lăpușan**