

Translation form Romanian

**MINISTRY OF ECONOMY**

**Department for Privatisation and State Ownership Administration (DPAPS)**

To: ***The National Gas Transmission Company TRANSGAZ SA***

Attn: ***The Board of Administration***

CC: ***The Director-General***

(stamp

Exit no. 475

date: 15.02.2018)

Dear Sirs,

Considering the agenda of the General Ordinary Shareholders' Meeting dated 05/06.03.2018 – the convening of which was published pursuant to the applicable laws – according to art. 117<sup>1</sup> of the republished Company's Law no. 31/1990 as amended and to the provisions of Law no. 24/2017 on the issuers of financial instruments and market operations.

Please find below the proposal for the draft resolution regarding the items on the agenda, art. 2 and art. 3 under the draft Resolution no. 2 published on the company's website, which shall read as follows:

*"Art. 2 Approves/doesn't approve the following:*

*a. the value of the fixed monthly gross allowance for the non-executive administrators representing twice the means of the monthly gross average salary over the last 12 months relevant for the activity performed according to the company's registered core business, at a category pursuant to the classification of activities of the national economy as notified by the National Institute for Statistics before the appointment, recalculated to be aligned with the new mandatory social contributions payable in compliance with Law no. 227/2015;*

*b. the value of the administrators' gross variable allowance representing 12 fixed monthly allowances.*

*Art. 3. Approves/doesn't approve the overall limits of Transgaz' Director-General and Chief Financial Officer, as follows:*

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*For the Director General:*

*The fixed allowance within the maximum limit of 6 times the means of the monthly gross average salary over the last 12 months relevant for the activity performed according to the company's registered core business, at a category pursuant to the classification of activities of the national economy as notified by the National Institute for Statistics before the appointment, recalculated to be aligned with the new mandatory social contributions payable in compliance with Law no. 227/2015*

*The establishment of the Director-General's compensation variable component will be postponed until the next General Shareholders' Meeting.*

*For the Chief Financial Officer*

*The fixed allowance within the maximum limit of 5 times the means of the monthly gross average salary over the last 12 months relevant for the activity performed according to the company's registered core business, at a category pursuant to the classification of activities of the national economy as notified by the National Institute for Statistics before the appointment, recalculated to be aligned with the new mandatory social contributions payable in compliance with Law no. 227/2015.*

*The establishment of the Chief Financial Officer's compensation variable component will be postponed until the next General Shareholders' Meeting."*

The procedure for the publication thereof will be followed in compliance with the applicable regulations on the capital market.

Yours sincerely,

**Victor Vlad Cazana**

**President**

*Seal and illegible signature*