

## ORDINARY GMS VOTING REPORT

GMS date: 16/05/2019

### 1. Approval of the revision of the key financial performance indicators in the Transgaz 2017 – 2021 Plan of Administration

The version proposed by the Board of Administration

|  | FOR            | AGAINST  | ABSTENTION    | CANCELLED |
|--|----------------|----------|---------------|-----------|
| Number of shareholders                                   | 26.000000      | 0.000000 | 2.000000      | 0.000000  |
| Number of votes  | 8292729.000000 | 0.000000 | 283410.000000 | 0.000000  |
| Number of votes % of the total number of votes           | 70.433490      | 0.000000 | 2.407120      | 0.000000  |
| Number of votes % of the total number of votes expressed | 96.695370      | 0.000000 | 3.304630      | 0.000000  |

### 2. Approval of addendum to the contract of mandate signed with the non-executive members of the Board of Administration of Transgaz, including the revised indicators, and the empowering of the representative of the Ministry of Economy in the GMS to sign the addenda to the contracts of mandate of the non-executive members of the Board of Administration of Transgaz on behalf of the Company

The version proposed by the Board of Administration

|  | FOR            | AGAINST      | ABSTENTION    | CANCELLED |
|--|----------------|--------------|---------------|-----------|
| Number of shareholders                                   | 24.000000      | 2.000000     | 2.000000      | 0.000000  |
| Number of votes  | 8258697.000000 | 34032.000000 | 283410.000000 | 0.000000  |
| Number of votes % of the total number of votes           | 70.144440      | 0.289050     | 2.407120      | 0.000000  |
| Number of votes % of the total number of votes expressed | 96.298540      | 0.396820     | 3.304630      | 0.000000  |

**3. 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 version proposed by the Board of Administration

|  | FOR            | AGAINST  | ABSTENTION | CANCELLED |
|--|----------------|----------|------------|-----------|
| Number of shareholders                                   | 27.000000      | 0.000000 | 1.000000   | 0.000000  |
| Number of votes  | 8576119.000000 | 0.000000 | 20.000000  | 0.000000  |
| Number of votes % of the total number of votes           | 72.840430      | 0.000000 | 0.000170   | 0.000000  |
| Number of votes % of the total number of votes expressed | 99.999770      | 0.000000 | 0.000230   | 0.000000  |

**4. Approval of the Transgaz 2019 revenue and expense budget and of the 2020 – 2021 forecasts**

The version proposed by the Board of Administration

|  | FOR            | AGAINST       | ABSTENTION | CANCELLED |
|--|----------------|---------------|------------|-----------|
| Number of shareholders                                   | 26.000000      | 1.000000      | 1.000000   | 0.000000  |
| Number of votes  | 8292729.000000 | 283390.000000 | 20.000000  | 0.000000  |
| Number of votes % of the total number of votes           | 70.433490      | 2.406950      | 0.000170   | 0.000000  |
| Number of votes % of the total number of votes expressed | 96.695370      | 3.304400      | 0.000230   | 0.000000  |

**5. Setting 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**

The version proposed by the Board of Administration

|  | FOR            | AGAINST  | ABSTENTION | CANCELLED |
|--|----------------|----------|------------|-----------|
| Number of shareholders                                   | 27.000000      | 0.000000 | 1.000000   | 0.000000  |
| Number of votes  | 8576119.000000 | 0.000000 | 20.000000  | 0.000000  |
| Number of votes % of the total number of votes           | 72.840430      | 0.000000 | 0.000170   | 0.000000  |
| Number of votes % of the total number of votes expressed | 99.999770      | 0.000000 | 0.000230   | 0.000000  |

**6. Empowerment of 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 Transgaz, 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**

The version proposed by the Board of Administration

|  | FOR            | AGAINST  | ABSTENTION | CANCELLED |
|--|----------------|----------|------------|-----------|
| Number of shareholders                                   | 27.000000      | 0.000000 | 1.000000   | 0.000000  |
| Number of votes  | 8576119.000000 | 0.000000 | 20.000000  | 0.000000  |
| Number of votes % of the total number of votes           | 72.840430      | 0.000000 | 0.000170   | 0.000000  |
| Number of votes % of the total number of votes expressed | 99.999770      | 0.000000 | 0.000230   | 0.000000  |

Chairman of GMS Committee

Elisabeta Ghidiu

Secretary of GMS Committee

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