

## ORDINARY GMS VOTING REPORT

GMS date: 27/04/2020

**1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for the financial year 2019, prepared in accordance with International Financial Reporting Standards adopted by the European Union and approved by OMFP no. 2844/2016.**

### **The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	28.000000	0.000000	3.000000	0.000000
Number of votes	9132387.000000	0.000000	2551.000000	0.000000
Number of votes % of the total number of votes	77.565040	0.000000	0.021670	0.000000
Number of votes % of the total number of votes expressed	99.972070	0.000000	0.027930	0.000000

**2. Presentation of the Annual Report of the administrators of SNTGN TRANSGAZ SA on the activity carried out in 2019.**

### **The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	28.000000	0.000000	3.000000	0.000000
Number of votes	9132387.000000	0.000000	2551.000000	0.000000
Number of votes % of the total number of votes	77.565040	0.000000	0.021670	0.000000
Number of votes % of the total number of votes expressed	99.972070	0.000000	0.027930	0.000000

**3. Approval of the gross dividend per share in the amount of 15.47 lei / share, for the financial year 2019.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000
Number of votes % of the total number of votes	77.586280	0.000000	0.000430	0.000000
Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

**4. Presentation of the Financial Audit Report on the financial statements concluded by SNTGN TRANSGAZ SA on December 31, 2019.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	28.000000	0.000000	3.000000	0.000000
Number of votes	9132387.000000	0.000000	2551.000000	0.000000
Number of votes % of the total number of votes	77.565040	0.000000	0.021670	0.000000
Number of votes % of the total number of votes expressed	99.972070	0.000000	0.027930	0.000000

**5. Approval of the proposal for the distribution of the net profit for the financial year 2019.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000

Number of votes % of the total number of votes	77.586280	0.000000	0.000430	0.000000
Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

**6. Presentation of the report of the Nomination and Remuneration Advisory Committee regarding the remuneration and other benefits granted to the administrators and directors during the financial year 2019.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	25.000000	3.000000	3.000000	0.000000
Number of votes	1777623.000000	7073874.000000	283441.000000	0.000000
Number of votes % of the total number of votes	15.098070	60.081260	2.407380	0.000000
Number of votes % of the total number of votes expressed	19.459610	77.437570	3.102820	0.000000

**7. Approval of the discharge of the administrators for the activity held in 2019.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	27.000000	0.000000	4.000000	0.000000
Number of votes	8848997.000000	0.000000	285941.000000	0.000000
Number of votes % of the total number of votes	75.158100	0.000000	2.428610	0.000000
Number of votes % of the total number of votes expressed	96.869810	0.000000	3.130190	0.000000

**8. Assessing the fulfillment of key financial performance indicators and non-financial instruments that constitute the annex to the mandate contracts of non-executive administrators, in accordance with the provisions of GEO no. 109/2011 regarding the corporate governance of public enterprises, with subsequent amendments and completions.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	27.000000	1.000000	3.000000	0.000000
Number of votes	1962657.000000	6888840.000000	283441.000000	0.000000
Number of votes % of the total number of votes	16.669640	58.509690	2.407380	0.000000
Number of votes % of the total number of votes expressed	21.485170	75.412010	3.102820	0.000000

**9. Approval of the prescription of the dividends related to the financial year 2016 established by the OGMS decision no. 1 of 27.04.2017, not collected until 18.07.2020 and the registration of their value in the income account of the company.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000
Number of votes % of the total number of votes	77.586280	0.000000	0.000430	0.000000
Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

**10. Presentation of the Report issued by the Board of Administration of Transgaz 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 the IVth quarter of year 2019.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000
Number of votes % of the total number of votes	77.586280	0.000000	0.000430	0.000000
Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

**11. Setting the date of 26 June 2020 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	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000
Number of votes % of the total number of votes	77.586280	0.000000	0.000430	0.000000
Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

**12. Setting the date of 25 June 2020 as ex date, according to the applicable laws.**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000
Number of votes % of the total number of	77.586280	0.000000	0.000430	0.000000

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Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

### **13. Establishing the date of 17 July 2020 as the date of payment of dividends.**

#### **The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000
Number of votes % of the total number of votes	77.586280	0.000000	0.000430	0.000000
Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

### **14. Empowerment of Mr LAPUSAN Remus Gabriel, 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.**

#### **The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	2.000000	0.000000
Number of votes	9134887.000000	0.000000	51.000000	0.000000
Number of votes % of the total number of votes	77.586280	0.000000	0.000430	0.000000
Number of votes % of the total number of votes expressed	99.999440	0.000000	0.000560	0.000000

Chairwoman GMS Committee

Elisabeta Ghidui

*Sgd. pp by Mihai Cornel*

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GMS Committee Secretary

Ana Pinte

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