



**SOCIETATEA NAȚIONALĂ DE TRANSPORT  
GAZE NATURALE "TRANSGAZ" SA MEDIAȘ**

Capital social: 117 738 440,00 LEI  
ORC: J32/301/2000; C.I.F.: RO13068733  
P-ța C. I. Motaș nr. 1, cod: 551130, Mediaș, Jud. Sibiu  
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**CURRENT REPORT according to Art. 224 of Law 297/2004**

Date of report: **12.05.2015**

Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**

Headquarters: **Mediaș, 1 Constantin I. Motaș Square, Sibiu County**

Telephone/fax number: **0269 803333/0269 839029**

Tax identification code: **RO 13068733**

Trade Register number: **J32/301/2000**

Subscribed and paid-up capital: **RON 117,738,440**

Regulated market on which issued securities are traded: **Bucharest Stock Exchange.**

**CONVENING**

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Mediaș, no. 1 C.I. Motaș Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under number J/32/301/2000, VAT Code RO13068733, according to Companies' Law no. 31/1990, as further amended and supplemented, to Law no. 297/2004 on the capital market, as further amended and supplemented, to Regulation no. 6/2009 of the National Securities Commission, on the exercise of shareholders' rights within the general meetings of the trading companies, as further amended and supplemented, and to the provisions of art.16 of Transgaz' updated Articles of Incorporation, convened for the meeting on **11 May 2015**,

**CONVENES**

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **15 June 2015, 10<sup>00</sup> a.m., 11<sup>00</sup> a.m. respectively** to take place in Motaș Hall, at the headquarters of the company located in Mediaș, no. 1 C.I. Motaș Square, the county of Sibiu, in which only the persons having the quality of shareholders, meaning they are registered with the registry of the company's shareholders at the end of the day of **4 June 2015**, are entitled to participate and to vote, with the following agenda:

**I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS (OGMS)**

1. The Report issued by Transgaz' Board of Administration on the purchase of assets, services and works, having a value higher than EUR 500,000/procurement (for assets and works procurements), and EUR 100,000 Euro/procurement (for services), carried out by SNTGN TRANSGAZ SA Mediaș in quarter I 2015 (according to Order METT 278/09.03.2015).
2. Setting the date of **2 July 2015** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
3. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, as 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.

## II. THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (EGMS)

1. Approval of a non-guaranteed corporate bond issuance amounting to maximum Lei 500,000,000, with a fixed interest rate and 5 years' maturity for the funding of the 'Development Plan of the National Gas Transmission System 2014-2023'.
2. Setting the date of **2 July 2015** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.
3. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, as 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.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Meeting of the Shareholders** and the **Extraordinary General Meeting of the Shareholders** will be held on **16 June 2015, 10:00 a.m.**, and **11.00 a.m. respectively** in Motaş Hall, at the headquarters of the company located in Medias, no. 1 C.I Motaş Square, Sibiu County, with the same agenda.

The date for the registration of the shareholders subject to the **Resolution of the Ordinary General Meeting of the Shareholders** and to the **Resolution of the Extraordinary General Meeting of the Shareholders** is set by the **OGMS** and **EGMS**, according to the applicable laws; the date of **2 July 2015** is proposed.

The draft resolutions of the OGMS and EGMS are available in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors Information/G.M.S., both in Romanian and in English, as of **15 May 2015**.

The documents and materials for the meeting are available as follows:

- The documents and materials for the meeting related to point 1 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors Information/G.M.S., both in Romanian and in English, as of **15 May 2015**.
- The documents and materials for the meeting related to point 1 on the agenda of the **Extraordinary General Meeting of the Shareholders** are available in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors Information/G.M.S., both in Romanian and in English, as of **15 May 2015**.

The special power of attorney form and the general power of attorney will be available in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors Information/G.M.S., both in Romanian and in English, as of **15 May 2015**.

The shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general meetings, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meetings, within no more than 15 days from the publication of the convening, precisely on **29 May 2015** at the latest;
- to present draft resolutions for the points included or proposed to be included on the agenda of the meeting, within no more than 15 days from the publication of the convening, precisely **29 May 2015** at the latest;
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412**, or to the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), for the attention of Mrs. Claudia Elena Szasz.

If the exercise of the right to insert points on the agenda of the general meetings of the shareholders generates changes in the agenda under the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **4 June 2015**.

Every shareholder may address questions related to the points on the agenda of the general meetings of the shareholders to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, for the attention of Mrs. Claudia Elena Szasz, by courier, to **fax number 0269-803.412**, or to the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro). For identification purposes, the persons addressing such questions shall attach requests and copies of the documents certifying their identity.

The answers to the questions shall be sent in writing and shall be published on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors Information/G.M.S.

The shareholders registered by the reference date may vote by correspondence, prior to the general meeting, by using the form of vote by correspondence available as of **15 May 2015**, on the company's website at [www.transgaz.ro](http://www.transgaz.ro), the link Investors Information/G.M.S., in Romanian and in English.

The forms of vote by correspondence must be filled in and signed by the shareholders - natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder - legal person, accompanied by the official document that certifies the quality of legal representative. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its quality of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., shall hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution. The special power of attorney and the statement, signed and stamped, as appropriate, shall be submitted at S.N.T.G.N. TRANSGAZ S.A. in original.

The forms of vote by correspondence and the supporting legal documents shall be sent in original by courier, in Romanian or in English, to the headquarters of the company located in Medias, 1 C.I. Motaş Square, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, attention of Mrs. Claudia Elena Szasz, by **12 June 2015, 3:00 p.m.**, or electronically signed with an extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail at [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), subject to the sanction under Art. 125, paragraph 3 of Companies' Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **4 June 2015** may attend and vote during the meeting, in person or by their representatives, based on a special or general Power of Attorney, according to the applicable laws. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other

document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date the convening of the General Meeting of the Shareholders is published. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution.

The special power of attorney and the statement, in original, signed and stamped, as appropriate, and the general power of attorney, in copy, mentioning, under the representative's signature that it is a true copy, shall be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, by **12 June 2015, 3:00 p.m.** at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 4, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro) under the sanction provided in Art. 125 paragraph 3 of Companies' Law no. 31/1990, republished, as further amended and supplemented.

For additional information please contact us at **telephone 0269-803.056, fax 0269-803.412**, or at the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro).

**Chairman of the Board of Administration**

**Ion Sterian**