



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

Capital social: 117 738 440,00 LEI

ORC: J32/301/2000; C.I.F.: RO13068733

P-ța C. I. Motas nr. 1, cod: 551130, Medias, Jud. Sibiu

Tel.: 0040 269 803333, 803334; Fax: 0040 269 839029

http://www.transgaz.ro; E-mail: cabinet@transgaz.ro



CONVENING

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Medias, 1 C.I. Motas 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 Law no. 31/1990 on the trading companies, as further amended and supplemented, to Law no. 297/2004 on the capital market, as further amended and supplemented, to Regulation no. 6/2009 and to Regulation no. 7/2010 of the National Securities Commission, on the exercise of some rights of the shareholders within the general assemblies of the trading companies, as further amended and supplemented, and to the provisions of art.16 of the updated Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A., convened for the meeting on 6 June 2014,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **17 July 2014, 10⁰⁰ a.m., 11⁰⁰ a.m.** respectively, to take place in Motas Hall, at the headquarters of the company located in Medias, 1 C.I. Motas 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 **7 July 2014**, are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the income and expense budget of SNTGN Transgaz SA according to Government Resolution 462/4.06.2014 on the approval of the 2014 income and expense budget of SNTGN Transgaz SA under the authority of the General Secretariat of the Government.
2. Approval of the empowerment of the Director-General of S.N.T.G.N. Transgaz S.A. to negotiate and conclude the cooperation agreements with the title holders of the Black Sea blocks.
3. Setting the date of **5 August 2014** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.
4. 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

1. Approval of the conclusion of the Deed of Reciprocal Release and Settlement between the Nabucco shareholders and the Shah Deniz shareholders.
2. Setting the date of **5 August 2014** 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 Extraordinary 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 **18 July 2014, 10:00 a.m., 11:00 a.m.** respectively, in Motaş Hall, at the headquarters of the company located in Medias, 1 C.I Motaş Square, Sibiu County, with the same agenda.

The registration date 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 by the **EGMS** as being **5 August 2014**.

The draft resolutions of the OGMS and of the EGMS are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS, in Romanian and in English, as of **16 June 2014**.

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

- the documents and materials for the meeting and related to points 1, 2 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS, as of the date of **16 June 2014**;
- the documents and materials for the meeting and 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), the link Investor relations/GMS as of **16 June 2014**.

The special power of attorney form is available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS, in Romanian and in English, as of **16 June 2014**.

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

- to insert points on the agenda of the general meeting, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meeting, within no more than 15 days from the publication of the convening, meaning **27 June 2014**;
- 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, meaning **27 June 2014**;
- 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, attention of Mrs. Claudia Elena Szasz.

If the exercising of the right to insert points on the agenda of the general meeting results in the changing of the agenda of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **7 July 2014**.

Every shareholder may address questions related to the points on the agenda of the general meeting to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, mezzanine, room 12, 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. For identification purposes, the persons addressing such questions shall attach requests and copies of the documents that prove their identity.

The answers to the questions shall be sent in writing or shall be published on the company's website (www.transgaz.ro), the link Investor relations/GMS.

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 **16 June 2014**, on the company's website at www.transgaz.ro, the link Investor relations/ GMS, in Romanian and in English.

The forms of vote by correspondence must 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., 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, signed and stamped, as appropriate, must 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, at the headquarters of the company located in Medias, 1 C.I. Motas Square, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, mezzanine, room 12, attention of Mrs. Claudia Elena Szasz, by **16 July 2014, 10:00 a.m.**.

Only the shareholders registered by the reference date of **7 July 2014** may attend and vote during the meeting, in person or by their representatives, based on a Special 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 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., 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, signed and stamped, as appropriate, must be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, by **16 July 2014, 10:00 a.m.**, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, mezzanine, room 12, 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 under the sanction provided in art. 125 paragraph 3 of Law no. 31/1990 on the trading companies, as further amended and supplemented.

For additional information please contact us at **telephone 0269-803.055, fax 0269-803.412**, or at the e-mail address: secretariat.ca_aga@transgaz.ro.

Chairman of the Board of Administration

Ion Sterian