



**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: **11.11.2015**

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 **10 November 2015**,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **17 December 2015, 10⁰⁰ a.m., 11⁰⁰ 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 **7 December 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 III 2015 (according to Order METT 278/09.03.2015).
2. Setting the date of **11 January 2016** 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 setting up a secondary office without legal personality "TRANSGAZ S.A. REPRESENTATIVE OFFICE in Chişinău", the Republic of Moldova and empowering the Director General of S.N.T.G.N. "TRANSGAZ" to fulfill all necessary formalities and sign all the documents related to setting up TRANSGAZ S.A. REPRESENTATIVE OFFICE in Chişinău, according to the legal provisions in force in Moldova.
2. Setting the date of **11 January 2016** as registration date for the shareholders subject to the Resolution of the Extraordinary 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 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 **18 December 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 **11 January 2016** is proposed.

The draft resolutions of the OGMS and EGMS are available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S., both in Romanian and in English, as of **16 November 2015**.

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

- The material for the meeting related to point 1 on the agenda of the **Ordinary General Meeting of the Shareholders** is available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S., both in Romanian and in English, as of **16 November 2015**.
 - The material for the meeting related to point 1 on the agenda of the **Extraordinary General Meeting of the Shareholders** is available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S., both in Romanian and in English, as of **16 November 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), the link Investors Information/G.M.S., both in Romanian and in English, as of **16 November 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 **27 November 2015** 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 **27 November 2015** 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, 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 **7 December 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. 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), 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 **16 November 2015**, on the company's website at 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. in the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date / registration received from the Central Depository. Credit institutions providing custody services mandated by the shareholder to attend and vote at the GMS Transgaz must submit a special power of attorney drawn up under Regulation CNVM no. 6/2009, as amended and supplemented, signed by such shareholder, accompanied by an affidavit issued by a credit institution who received special power of representation by proxy 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, by **16 December 2015, 10⁰⁰ a.m.**, 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, 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, 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 **7 December 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 shareholder and, in the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date / registration received from the Central Depository. Credit institutions providing custody services mandated by the shareholder to attend and vote at the GMS of Transgaz must submit a special power of attorney drawn up under Regulation CNVM no. 6/2009, as amended and supplemented, signed by such shareholder, accompanied by an affidavit issued by the credit institution who received

special power of representation by proxy showing that it provides custody services for such shareholder as well as the fact that the special power of attorney instructions are identical with the instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder.

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 and the mandate received by the order of the Ministry of economy, Commerce and Tourism for the participation of the state's representatives in the General Meeting of the Shareholders, in original, shall be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, by **16 December 2015, 10⁰⁰ a.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 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.

Chairman of the Board of Administration

Ion Sterian