



**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
Tel.: 0040 269 803333, 803334; Fax: 0040 269 839029
<http://www.transgaz.ro>; E-mail: cabinet@transgaz.ro



CURRENT REPORT according to Art. 224 of Law 297/2004

Date of report: **13.05.2016**

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, 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 **12 May 2016**,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **GENERAL EXTRAORDINARY MEETING OF THE SHAREHOLDERS** on **23 June 2016, 10⁰⁰ a.m.**, respectively **11⁰⁰ a.m.** 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 **10 June 2016**, are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS (GOMS)

1. Approval of changes to the Rules of Procedure and Organization of Transgaz' Board of Administration
2. Approval of the management policy for the conflicts of interest
3. Approval of the policy for the remuneration of Transgaz' Director - General and of the members of the Board of Administration
4. Approval of the procedure for the appointment of the members of the Board of Administration
5. Presentation of the Report on the procurement of assets, services and works with a value exceeding 500,000 Euro/procurement (for procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q1 2016
6. Setting the date of **11 July 2016** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

7. 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 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.

II. THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the initiation of the procedure for SNTGN Transgaz SA share capital increase with the value of the lands for which the ownership certificates were obtained between 2006 - March 2016, according to GR 834/1991.
2. Approval of the operation to split the nominal value of SNTGN Transgaz SA shares in 1:10 ratio, so that after splitting, the company's share capital to amount to the same value, i.e. Lei 117,783,440, being split into 117,738,440 shares – each having 1 Lei nominal value.
3. Setting the date of **12 October 2016** as an ex date, according to the applicable laws.
4. Setting the date of **13 October 2016** as registration date for the shareholders subject to the Resolution of the General Extraordinary Meeting of the Shareholders, according to the applicable laws.
5. 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 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.

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 **24 June 2016, 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** is set by the **OGMS** according to the applicable laws, being propose the date of **11 July 2016 and to the Resolution of the Extraordinary General Meeting of the Shareholders** is set by the **EGMS** according to the applicable laws, being propose the date of **13 October 2016**.

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., in Romanian and in English, as of **23 May 2016**.

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

- the documents and materials for the meeting related to points 1-5 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 Investors Information/G.M.S., in Romanian and in English as of 23 May 2016;
- the documents and materials for the meeting related to point 1 and 2 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 Investors Information/G.M.S., in Romanian and in English as of the date of the convening of 23 May 2016.

The Special and the General Power of Attorney is available in soft copy on the Company's website (www.transgaz.ro), the link Investors Information/G.M.S., in Romanian and in English, as of **23 May 2016**.

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 **1 June 2016** 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, meaning **1 June 2016** 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, attention of Mrs. Claudia Elena Szasz.

If the exercising of the right to insert points on the agenda of the general meetings of the shareholders results in the changing of the agenda in the published convening, the Company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **10 June 2016**.

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, 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 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 **23 May 2016**, 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 Depozitarul Central.

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 **22 June 2016, 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 **10 June 2016** 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 Depozitarul Central.

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 accompanied by an affidavit in original signed and, where appropriate, stamped, given by the legal representative of the intermediary or by the lawyer who received power of representation by the attorney general, indicating that the power is given by that shareholder as a customer, intermediary or, where appropriate, lawyer's power of attorney signed by the shareholder, including by the attachment of extended electronic signature, if any, and the mandate received by the order of the Ministry of Economy, Trade and Relations with the Business Environment 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 **22 June 2016, 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