



**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: **23.03.2017**

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 the updated Articles of Incorporation of Transgaz, convened for the meeting on **23 March 2017**,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **27 April 2017, 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 **14 April 2017**, are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2016, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.
2. Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2016.
3. Approval of the gross dividend per share in the amount of RON 46,33/share for the financial year 2016, and of the date of 18 July 2017 as date for the beginning of dividend payment.
4. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2016.

5. Approval of the 2016 net profit distribution proposal.
6. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2016.
7. Approval of the administration discharge of the administrators for the activity performed in 2016.
8. Approval of prescription of 2013 financial year dividends established under OGMS Resolution 1/28.04.2014, left unclaimed until 29 July 2017, and registration of their value in the revenue account of the company.
9. Report 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 Q IV 2016.
10. Start of Transgaz Board of Administration member selection procedure, according to Art. 29 (3) of Government Emergency Ordinance 109/2011 on corporate governance of public enterprises, approved as further amended and supplemented by Law 111/2016.
11. Approval of request for renewal of Transgaz Board of Administration members' mandates.
12. Appointment of Transgaz Board of Administration members.
13. Approval of the mandate contract with the fix component of remuneration for the period 30.04.2017 – 29.04.2021, and empowerment of a public supervisory body representative to sign the mandate contract with the new administrators.
14. The approval of the revenue and expenditure budget of SNTGN Transgaz SA for 2017 and of the estimations for 2018-2019.
15. Setting the date of **27 June 2017** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
16. Setting the date of **26 June 2017** as ex date, according to the applicable laws.
17. Setting the date of **18 July 2017** as payment date.
18. 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 establishment of a secondary office without legal personality in Braşov, 'RESEARCH AND DESIGN COMPARTMENTS' (Annex 1 to the convening) and empowerment 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.
2. Approval of procurement of legal consultancy, assistance and/or representation services for the future loan contracts for co-financing Phase I of the BRUA Project, up to a cap amount of EUR 200.000.
3. Setting the date of **27 June 2017** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.
4. 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 **28 April 2017, 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**, according to the applicable laws, being proposed the date of **27 June 2017**.

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 Investors Information/G.M.S., in Romanian and in English, as of **27 March 2017**.

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

- the documents and materials for the meeting and related to points 1,2 and 3 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 the date of the convening of the general meeting;
- the documents and materials for the meeting and related to points 4 to 13 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 **27 March 2017**;
- the documents and materials for the meeting and related to point 14 on the agenda of the **Ordinary General Meeting of the Shareholders** are available as follows:
 - Report and Annex 6 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 **27 March 2017**.
 - Annexes 1 to 5 are available and may be consulted by the shareholders at the company's headquarters in Mediaş, 1 C.I. Motas Square, the ground floor, room 4, as of **27 March 2017**, between 8⁰⁰ a.m. and 3⁰⁰ p.m., or will be made available or will be made available to the shareholders at request according to the applicable laws;
- the documents and materials for the meeting and related to points 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 **27 March 2017**.

The special power of attorney and the general power of attorney forms 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 **27 March 2017**.

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 **11 April 2017**;
- 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 **11 April 2017**;
- 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 Florea.

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 of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **14 April 2017**.

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 Florea, 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 **27 March 2017**, 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 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 shareholder and the quality of legal representative in the case of shareholders legal persons or entities without legal personality, is established based on the shareholders list at the reference/registration date, received from Depozitarul Central.

If the data regarding the quality of legal representative are not updated at Depozitarul Central by the shareholder legal person until the reference date, the legal representative proof is based on a true copy of the findings certificate issued by the Trade Register or on any other document issued by a competent authority of the country of registration of the shareholder, attesting the quality of legal representative, issued at least 3 months before the date of convening publication.

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. 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 Florea, by **25 April 2017, 10:00 a.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, under the sanction provided in Art. 125, paragraph 3 of Companies' Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **14 April 2017** 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 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 for the participation of the state's representatives in the General Meeting of the Shareholders, in original, may be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, before the General Meeting of the Shareholders, 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, or at the date of the General Meeting of the Shareholders at the BoA and GMS Secretariat Office.

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

**SECONDARY OFFICE
PROPOSED FOR ESTABLISHMENT**

No.	NAME	NACE code	ADDRESS
<i>0</i>	<i>1</i>	<i>2</i>	<i>3</i>
S.N.T.G.N. TRANSGAZ S.A			
1	DESIGN AND RESEARCH COMPARTMENTS	4950	2 Nicolae Titulescu Streert, Braşov