



**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:

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 **21 March 2016**,

CONVENES

The **GENERAL ORDINARY MEETING OF THE SHAREHOLDERS** and the **GENERAL EXTRAORDINARY MEETING OF THE SHAREHOLDERS** on **28 April 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 **15 April 2016**, are entitled to participate and to vote, with the following agenda:

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

1. Approval of the annual financial statements (statement on financial standing, comprehensive income statement, statement on equity changes, statement on treasury flows, notes to financial statements) of The National Gas Transmission Company for the financial year 2015, prepared in compliance with the International Financial Reporting Standards and approved by Order no. 1286/2012 of the Ministry of Public Finance.
2. Presentation of the Report of Transgaz Administrators on the activity performed during 2015
3. Approval of the gross dividend per share amounting to 21.24 Lei/share or 2015, of the date of 13 July 2016 for the start of the dividend pay –outs.
4. Presentation of the Financial Audit Report on Transgaz' annual financial statements ended as at 31 December 2015
5. Approval of the proposal for the appropriation of the net profit related to the financial year 2015.

6. Presentation of the Advisory Nomination and Remuneration Committee 's Report on remuneration and other benefits granted to the administrators and managers during the financial year 2015
7. Approval of the administrator's discharge of liability for the activity performed during 2015
8. Approval of changes to the Rules of Procedure and Organization of Transgaz' Board of Administration
9. Approval of the management policy for conflicts of interest
10. Approval of the policy for the remuneration of Transgaz' Director General and of the members of the Board of Administration
11. Approval of the procedure for the appointment of the members of the Board of Administration
12. Approval of the writing-off of dividends related to the financial year 2012 as established under the GOSM Resolution no. 5/30.04.2013 which were not collected by 28.06.2016 and the registration of their related value with Transgaz' revenue account
13. 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 Q4 2015
14. Setting the date of **22 June 2016** as registration date for the shareholders subject to the Resolution of the General Ordinary Meeting of the Shareholders, according to the applicable laws.
15. Setting the date of **21 June 2016** as an ex date according to the applicable laws.
16. Setting the date of **13 July 2016** as a payment date
17. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the General Ordinary 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 GENERAL EXTRAORDINARY MEETING OF THE SHAREHOLDERS

1. Approval of the amendments of Transgaz Incorporation Act according to Annex 1 hereto and the empowerment of Transgaz' Director General to sign the company's amended Incorporation Act in order for the publicity procedures under the Companies' Law no. 31/1990 as amended to be fulfilled.
2. Approval of the proposal to close down some secondary offices within SNTGN TRANSGAZ SA according to annex 2 hereby and the empowerment of Mr. Petru Ion Văduva, Director General of SNTGN TRANSGAZ SA to fulfil all the formalities regarding the registration of all changes in the structure of the above regional offices at the Trade Registry Office, near Sibiu Court.
3. Approval of the proposal to terminate the association for the achievement of the Nabucco project approved by the Decision of the GESM no. 4/2005, and the empowerment of the Board of Administration to approve the conditions related to the distribution of the assets which remained after the liquidation of the Nabucco companies.
4. Setting the date of **22 June 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 General Ordinary 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 **29 April**

2016, 10:00 a.m., 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 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 **22 June 2016** is proposed.

The draft resolution 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 **28 March 2016**.

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

- the documents and materials for the meeting related to point 1, 2, 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., both in Romanian and in English as of the date of the convening of the general meeting:

- the documents and materials for the meeting related to point 4,5,6,7,8,9,10,11,12,13 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., both in Romanian and in English as of **28 March 2016**.

- the documents and materials for the meeting related to point 1, 2, 3 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., both in Romanian and in English as of the date of the convening of 28 March 2016.

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 **28 March 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 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 **8 April 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, precisely **8 April 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, 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 **15 April 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, 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 **28 March 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 the Central Depository.

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. Motas Square, by **27 April 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 **15 April 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 the Central Depository.

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, Commerce and 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 **27 April 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

The Articles of Incorporation of S.N.T.G.N. Transgaz S.A., updated, is amended as follows:

1. Chap. IV, art. 15, point 3, letter (a) is amended to read as follows:

„(a) to approve the proposals regarding the overall development strategy of TRANSGAZ SA, refurbishment , modernization, financial and economic restructuring strategy, Transgaz' policies drawn up according to the regulations in force, as well as the procedures drawn up by the Board of Administration

2. Chap. V, art. 20, la point 1, letter (a) is amended to read as follows:

„(a) to determine the main directions of activity and development of the company, to draw up TRANSGAZ S.A. policies, according to the regulations in force and to the procedures provided in the Corporate Governance of the Bucharest Stock Exchange"

**SECONDARY OFFICES
PROPOSED FOR CLOSING DOWN**

No.	NAME	NACE Code	ADDRESS
0	1	2	4
CRAIOVA REGIONAL OFFICE			
1	GOVORA SECTOR	4950	126 Drumul Gării Street, Râmnicu-Vâlcea, Vâlcea County
2	HUREZANI SECTOR	4950	Hurezani locality, Busuioci village, no. 91 Gorj County
3	TURNU MAGURELE SECTOR	4950	2 Portului Street, Turnu Măgurele, Teleorman County
CONSTANȚA REGIONAL OFFICE			
1	NĂVODARI SECTOR	4950	28 Luminei Street, Năvodari, Constanța County
2	IMPORT ISACCEA II GAS METERING STATION	4950	91 Câmpia Libertății Street, Isaccea, Tulcea County
CLUJ REGIONAL OFFICE			
1	SATU MARE SECTOR	4950	86 Aurel Vlaicu Street, Satu Mare, Satu Mare County
BUCHAREST REGIONAL OFFICE			
1	BUCHAREST WEST SECTOR	4950	2- 4 Lacul Ursului Street, 060594, District 6, Bucharest