



## DRAFT RESOLUTION

### **RESOLUTION No. 10 of the General Extraordinary Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 11 December 2017**

The General Extraordinary Shareholders' Meeting of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, taxpayer identification no. RO13068733, convened under article 117 of Companies Law 31/1990 republished, as amended, and under article 16 of the updated Articles of Incorporation, adopts today, within the meeting held on 11 December 2017, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Mediaș, 1 C. I. Motaș Square, Sibiu County, the following:

## **RESOLUTION**

1. Approval of:
  1. The amendment of Transgaz Articles of Incorporation as follows:  
art. 20 para. (1) (v<sup>1</sup>), shall contemplate the following:  
"shall make decisions for and on behalf of the General Shareholders Assembly of the limited liability company from the Republic of Moldova"
  2. Empowerment of Mr. Ion Sterian, in his capacity as Transgaz' Director General, to follow the procedures for the registration of the above-mentioned amendments with the Trade Register Office attached to the Court of Law of Sibiu.
2. Approval of the following:
  1. Incorporation of a limited liability company in the Republic of Moldova.
  2. Empowerment of Mr. Ion Sterian, in his capacity as Transgaz' Director General, or of a person duly empowered by the former, based on a mandate expressly given to the latter, to follow all the legal procedures necessary for the establishment of the limited liability company in the Republic of Moldova and to sign all documents related to the relevant procedures, including the company's articles of incorporation.

3. Empowerment of Transgaz' Board of Administration to increase the share capital of the limited liability company established in the Republic of Moldova to successfully participate in the procedure for the privatisation of ÎS Vestmoldtransgaz.
3. Setting the date of **3 January 2018** as registration date for the shareholders subject to the Resolution of the Extraordinary General Shareholders' Meeting.
4. Empowerment of Mr. Petru Ion Vaduva, as Chairman of the meeting, or of his alternate – Mr. Bogdan George Iliescu, to sign the Resolution of the Extraordinary General Shareholders' Meeting, and of Mr Grigore Târsac, as Deputy 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 Shareholders' Meeting with the Trade Register Office attached to the Law Court of Sibiu.

**Chairman of the meeting**

**Petru Ion Vaduva**