

DRAFT RESOLUTION

RESOLUTION NO. 2 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, as of 5 March 2018

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, and under article 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 5 March 2018, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. Approves/does not approve the new values of some financial performance indicators valid for the members of the Board of Administration of Transgaz for 2017–2021.

Art.2. Approves/does not approve the following:

- a. the value of the fixed monthly gross allowance for the non-executive administrators representing twice the mean of the monthly gross average salary over the last 12 months relevant for the activity performed according to the Company's registered core business, at a category pursuant to the classification of activities of the national economy as notified by the National Institute for Statistics before the appointment, re-calculated to be aligned with the new mandatory social contributions payable in compliance with Law 227/2015;
- b. the value of the non-executive administrators' gross variable allowance representing 12 fixed monthly allowances.

Art. 3. Approves/does not approve the overall limits of the remuneration of the Director -General and of the Chief Financial Officer of Transgaz SA., as follows:

For the Director - General:

The fixed allowance within the maximum limit of 6 times the mean of the monthly gross average salary over the last 12 months relevant for the activity performed according to the Company's registered core business, at a category pursuant to the classification of activities of the national economy as notified by the National Institute for Statistics before the appointment, re-calculated to be aligned with the new mandatory social contributions payable in compliance with Law 227/2015.

The establishment of the variable component of the Director-General's remuneration is postponed until the next General Meeting of the Shareholders.

For the Chief Financial Officer:

The fixed allowance within the maximum limit of 5 times the mean of the monthly gross average salary over the last 12 months relevant for the activity performed according to the Company's registered core business, at a category pursuant to the classification of activities of the national economy as notified by the National Institute for Statistics before the appointment, re-calculated to be aligned with the new mandatory social contributions payable in compliance with Law 227/2015.

The establishment of the variable component of the Chief Financial Officer's remuneration is postponed until the next General Meeting of the Shareholders.

Art. 4. Approves/does not approve the following:

- a. the setting of the insurance premium cap for the members of the Board of Administration of SNTGN Transgaz SA to EUR 50,000/year;
- b. the setting of the minimum value of the insured amount for the professional liability insurance for the members of the Board of Administration of SNTGN Transgaz SA to EUR 25,000,000/year per event and in total.

Art. 5. Approves/does not approve the form of the addendum to the contract of mandate signed with the administrators, including the fixed allowance and the variable remuneration and the objectives and the financial and non-financial performance indicator's and the empowerment of Mr/Mrs _____ to sign the addenda to the administrators' contracts of mandate on behalf of the Company.

Art. 6. Approves/does not approve the 2018 Transgaz revenue and expense budget and the estimates for 2019-2020.

Art. 7. Sets the date of **21 March 2018** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders;

Art.8. Empowers Mr. Nicolae Minea, as Chairman of the meeting, or his alternate Mr. Bogdan George Iliescu to sign the Resolution of the Ordinary General Meeting of the Shareholders, and 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 Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

Chairman of the meeting

Nicolae Minea