



**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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DRAFT RESOLUTION

RESOLUTION NO. 2

of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 28 April 2016

The Ordinary General Meeting of the Shareholders 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, 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 28 April 2016, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Mediaș, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art. 1. Approves the annual financial statements (statement of financial position, statement of comprehensive income, statement on changes in equity, statement on cash flows, notes to financial statements) of Transgaz 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.

Art. 2. Takes note of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2015.

Art.3. Approves the 2015 gross dividend per share amounting to 21.24 RON/share, and of the date of 13 July 2016 for the start of the dividend pay-outs.

Art.4. Takes note of the Financial Audit Report on Transgaz' annual financial statements ended on 31 December 2015.

Art.5. Approves the proposal for the allocation of the net profit for financial year 2015.

Art.6. Takes note of the Advisory Nomination and Remuneration Committee's Report on remuneration and other benefits granted to the administrators and managers in financial year 2015.

Art.7. Approves the administrator's discharge from administration for the activity performed in 2015.

Art.8. Approves the changes to the Rules of Procedure and Organization of Transgaz' Board of Administration.

Art.9. Approves the policy for the management of the conflicts of interest.

Art.10. Approves the policy for the remuneration of Transgaz' Director - General and of the members of the Board of Administration.

Art.11. Approves the procedure for the appointment of the members of the Board of Administration.

Art.12. Approves the prescription of the dividends for financial year 2012 not claimed until the prescription date and the recording in the revenue account of the Company of the value representing dividends for financial year 2012 and not claimed until the prescription date of 28.06.2016.

Art.13. Takes not of Report regarding quarter IV 2015 SNTGN TRANSGAZ SA Medias procured assets, services and works having a value higher than EUR 500,000/procurement (for the procurement of assets and works) and EUR 100,000/procurement (for services).

Art. 14. Sets the date of **22 June 2016** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

Art.15. Sets the date of **21 June 2016** as ex-date.

Art.16. Sets the date of **13 July 2016** as payment date.

Art. 17. Empowers 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.

Chairman of the Board of Administration

Ion Sterian