

## EXTRAORDINARY GMS VOTING REPORT

GMS date: 11/08/2017

### **1. Approval of the procurement of legal consultancy, representation and assistance services for the investigations and/or litigations related to and/or with the involvement of the European Commission through DG Competition.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	32.000000	3.000000	1.000000	1.000000
Number of votes	1758778.000000	7044847.000000	20.000000	535.000000
Number of votes % of the share capital	14.938010	59.834720	0.000170	0.004540
Number of votes % of the total number of votes expressed	19.976620	80.017070	0.000230	0.006080

### **2. Approval of the procurement of legal consultancy, assistance and representation services related to the European Commission's investigations initiated towards Transgaz and for the litigations which may arise from such investigations between Transgaz and the European Commission as parties.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	22.000000	12.000000	2.000000	1.000000
Number of votes	8446359.000000	355866.000000	1420.000000	535.000000
Number of votes % of the share capital	71.738330	3.022510	0.012060	0.004540
Number of votes % of the total number of votes expressed	95.935780	4.042010	0.016130	0.006080

### **3. Approval of the amendment of Transgaz's Articles of Incorporation as follows:**

#### **3.1 Art 15, point 3, (a<sup>1</sup>) 'approves the management plan prepared by Transgaz's Board of Administration'**

**Is amended and will read as follows:**

**`(a<sup>1</sup>) negotiates and approves the financial and non-financial indicators, substantiated by the expectation letter and by the management plan approved by the Board of Administration.`**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	22.000000	13.000000	1.000000	1.000000
Number of votes	8446359.000000	357266.000000	20.000000	535.000000
Number of votes % of the share capital	71.738330	3.034400	0.000170	0.004540
Number of votes % of the total number of votes expressed	95.935780	4.057910	0.000230	0.006080

**3.2 Art. 15, point 3 `(b) to elect and revoke members of the board of administration and auditors; to appoint and revoke the chairman of the Board of Administration of TRANSGAZ SA`**

**Is amended and will read as follows:**

**`(b) appoints and revokes the members of the board of administration and the company's auditors.`**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	17.000000	18.000000	1.000000	1.000000
Number of votes	7781045.000000	1022580.000000	20.000000	535.000000
Number of votes % of the share capital	66.087550	8.685180	0.000170	0.004540
Number of votes % of the total number of votes expressed	88.378990	11.614710	0.000230	0.006080

**3.3 Art. 15, point 3, (d) `to set the remuneration of the Board of Administration members in accordance with the structure and limits established by the law, to approve the contract of mandate concluded with the Board of Administration members and with the Director – General;`**

**Is amended and will read as follows:**

**`(d) determines the remuneration of the members of the Board of Administration and approves the general limits of the directors' remuneration, within the structure and**

**limits prescribed by law; Approves the form of the mandate contract to be concluded with the members of the Board of Administration and appoints the person empowered to sign the mandate contracts with them.`**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	21.000000	14.000000	1.000000	1.000000
Number of votes	8287259.000000	516366.000000	20.000000	535.000000
Number of votes % of the share capital	70.387030	4.385700	0.000170	0.004540
Number of votes % of the total number of votes expressed	94.128690	5.865010	0.000230	0.006080

**3.4 Art 18, point 12 `In case of the vote by representation, the power of attorney may be submitted to the company headquarters, in original, 24 hours before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature.`**

**Is amended and will read as follows:**

**`12 In case of the vote by representation, the power of attorney may be submitted to the company headquarters, at least an hour before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature.`**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	21.000000	14.000000	1.000000	1.000000
Number of votes	8287259.000000	516366.000000	20.000000	535.000000
Number of votes % of the share capital	70.387030	4.385700	0.000170	0.004540
Number of votes % of the total number of votes expressed	94.128690	5.865010	0.000230	0.006080

**3.5 Art. 19 point 2.3 `The board of administration is led by a chairman appointed by the general meeting of the shareholders from the members of the board of administration. The chairman of the board of administration is not the Director-General of SNTGN Transgaz S.A.`**

**Is amended and will read as follows:**

**2.3 The board of administration is led by a chairman appointed by such board from its members. The chairman of the board of administration shall not be the Director General of SNTGN Transgaz S.A as well.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	17.000000	18.000000	1.000000	1.000000
Number of votes	7781045.000000	1022580.000000	20.000000	535.000000
Number of votes % of the share capital	66.087550	8.685180	0.000170	0.004540
Number of votes % of the total number of votes expressed	88.378990	11.614710	0.000230	0.006080

**4. Empowerment of the Director - General of SNTGN Transgaz S.A. to sign the updated Articles of Incorporation.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	22.000000	13.000000	1.000000	1.000000
Number of votes	8446359.000000	357266.000000	20.000000	535.000000
Number of votes % of the share capital	71.738330	3.034400	0.000170	0.004540
Number of votes % of the total number of votes expressed	95.935780	4.057910	0.000230	0.006080

**5. Setting the date of 30 August 2017 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	35.000000	0.000000	1.000000	1.000000
Number of votes	8803625.000000	0.000000	20.000000	535.000000
Number of votes % of the share capital	74.772730	0.000000	0.000170	0.004540

Number of votes % of the total number of votes expressed	99.993700	0.000000	0.000230	0.006080
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**6. Empowerment of Mr. Petru Ion Văduva, as Chairman of the meeting, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, 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 Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	35.000000	0.000000	1.000000	1.000000
Number of votes	8803625.000000	0.000000	20.000000	535.000000
Number of votes % of the share capital	74.772730	0.000000	0.000170	0.004540
Number of votes % of the total number of votes expressed	99.993700	0.000000	0.000230	0.006080

GMS Secretary  
Oana Stefan  
Claudia Elena Florea

Committee  
Nicolae Suci