

# EXTRAORDINARY GMS VOTING REPORT

GMS date: 29/04/2016

**1. Approval of the amending of Transgaz`s Articles of Incorporation according to Annex 1 to the Convening and the empowerment of the Director-General of Transgaz to sign the Company`s updated Articles of Incorporation for publication according to Companies` Law no. 31/1990, republished, as further amended and supplemented**

**a. Chapter IV, Art. 15, point 3, letter (a) shall have the following content:**

**`(a) to approve the overall development, refurbishment, modernization, financial and economic restructuring strategy, the policies of Transgaz S.A., prepared according to the regulations in force, as well as the procedures drawn up by the Board of Administration.`**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	48.000000	1.000000	1.000000	0.000000
Number of votes	2226176.000000	6888840.000000	20.000000	0.000000
Number of votes % of the total number of votes	18.907810	58.509690	0.000170	0.000000
Number of votes % of the total number of votes expressed	24.423120	75.576660	0.000220	0.000000
Number of votes % of the total number of valid votes	24.423120	75.576660	0.000220	0.000000

**The version proposed by the majority shareholder, the Ministry of Economy, Trade and Relations with the Business Environment, according to Order 387/25.04.2016**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	1.000000	0.000000
Number of votes	6888840.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999710	0.000000	0.000290	0.000000
Number of votes % of the total number of valid votes	99.999710	0.000000	0.000290	0.000000

**b. Chapter V, Art. 20, point 1, letter (a) shall have the following content:**

**`(a) to establish the main directions of activity and development of the company, to draw up the policies of Transgaz S.A., according to the regulations in force and the procedures provided in the Corporate Governance of the Bucharest Stock Exchange.`**

**The version proposed by the Board of Administration**

FOR	AGAINST	ABSTENTION	CANCELLED	FOR
Number of shareholders	48.000000	1.000000	1.000000	0.000000
Number of votes	2226176.000000	6888840.000000	20.000000	0.000000
Number of votes % of the total number of votes	18.907810	58.509690	0.000170	0.000000
Number of votes % of the total number of votes expressed	24.423120	75.576660	0.000220	0.000000
Number of votes % of the total number of valid votes	24.423120	75.576660	0.000220	0.000000

**The version proposed by the majority shareholder, the Ministry of Economy, Trade and Relations with the Business Environment, according to Order 387/25.04.2016**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	1.000000	0.000000
Number of votes	6888840.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999710	0.000000	0.000290	0.000000
Number of votes % of the total number of valid votes	99.999710	0.000000	0.000290	0.000000

**2. Approval of the proposal to close down the secondary offices within Transgaz SA, according to Annex 2 of this Convening, and empowerment of Mr Petru Ion Vaduva, Director-General of SNTGN Transgaz SA to fulfil the formalities for the registration of the regional offices mentioned above at the Trade Register Office, near Sibiu Court**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	48.000000	0.000000	2.000000	0.000000
Number of votes	9114979.000000	0.000000	57.000000	0.000000
Number of votes % of the total number of votes	77.417190	0.000000	0.000480	0.000000
Number of votes % of the total number of votes	99.999370	0.000000	0.000630	0.000000
Number of votes % of the total number of valid votes	99.999370	0.000000	0.000630	0.000000

**3. Approval of the proposal to terminate the association for the achievement of the Nabucco project, approved by EGMS Resolution 4/2005, and the empowerment of the Board of Administration to approve the conditions for the distribution of the assets remaining after the liquidation of the Nabucco companies**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	49.000000	0.000000	1.000000	0.000000
Number of votes	9115016.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	77.417500	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999780	0.000000	0.000220	0.000000
Number of votes % of the total number of valid votes	99.999780	0.000000	0.000220	0.000000

**4. Setting the date of 22 June 2016 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	49.000000	0.000000	1.000000	0.000000
Number of votes	9115016.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	77.417500	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999780	0.000000	0.000220	0.000000
Number of votes % of the total number of valid votes	99.999780	0.000000	0.000220	0.000000

**5. Empowerment of Mr Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr Petru Ion Văduva, as Director-General of SNTGN Transgaz SA, 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, near Sibiu Law Court**

**The version proposed by the Board of Administration**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	49.000000	0.000000	1.000000	0.000000
Number of votes	9115016.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	77.417500	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999780	0.000000	0.000220	0.000000
Number of votes % of the total number of valid votes	99.999780	0.000000	0.000220	0.000000

GMS Secretary  
Head Board of Administration  
and GMS Secretariat

Oana Monica Ștefan

Committee

Nicolae Suciuc  
Claudia Elena Szasz