

**RESOLUTION NO. 2**  
**of the Ordinary General Meeting of the Shareholders**  
**of the National Gas Transmission Company TRANSGAZ S.A. Medias,**  
**as of 24 April 2019**

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, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 24 April 2019, at the second convening, in which shareholders representing 76.9428% of the share capital and 76,9428% of the total voting rights participated, 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.** With 905660 votes *For*, representing 99.972180% of the total number of expressed votes and with 2520 votes *Abstention*, representing 0.027820% of the total number of expressed votes, approves the annual financial statements (statement of financial position, statement of comprehensive result, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2018, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016 and requires the administrative and executive management of the Company to take all necessary steps to comply with the provisions of Art. 11 of GO 26/2013 on the strengthening of the financial discipline at the level of some economic operators where the state or the administrative-territorial units are single or majority shareholders or control directly or indirectly a majority participation.

The responsibility for the reality, accuracy and correctness of the transmitted data underlying the issue of this order lies with the Board of Administration and the executive management of the Company.

**Art.2.** With 2167760 votes *For*, representing 23.929040% of the total number of expressed votes and with 6891360votes *Abstention*, representing 76.070960% of the

total number of expressed votes, takes note of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA for the activity performed in 2018.

**Art.3.** With 1674187 votes *For*, representing 18.523210% of the total number of expressed votes, with 7364113 votes *Against*, representing 81.476570% of the total number of expressed votes and with 20 votes *Abstention*, representing 0.000220% of the total number of expressed votes, does not approve the gross dividend per share in the amount of lei 21.66 /share for financial year 2018, and of the date of 16 July 2019 as date for the beginning of dividend payout.

Requests the administrative management of the Company to urgently convene a new OGMS meeting on this issue, and the retaining of the date of 16 July 2019 as the starting date for the payment of dividends and of the date of 25 June 2019 as the date of registration of the shareholders subject to the Resolution of the Ordinary General Meeting of Shareholders for the approval of the dividend distribution.

**Art.4.** With 1450925 votes *For*, representing 16.016180% of the total number of expressed votes, with 7136514 votes *Against*, representing 78.777120% of the total number of expressed votes, and with 471681 votes *Abstention*, representing 5.206700% of the total number of expressed votes, does not approve the gross dividend per share in the amount of lei 37.89 /share for financial year 2018, and of the date of 16 July 2019 as date for the beginning of dividend payout.

Requests the administrative management of the Company to urgently convene a new OGMS meeting on this issue, and the retaining of the date of 16 July 2019 as the starting date for the payment of dividends and of the date of 25 June 2019 as the date of registration of the shareholders subject to the Resolution of the Ordinary General Meeting of Shareholders for the approval of the dividend distribution.

**Art.5.** With 2167760 votes *For*, representing 23.929040% of the total number of expressed votes and with 6891360 votes *Abstention*, representing 76.070960% of the total number of expressed votes, takes note of the content of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2018 and of the BDO AUDIT Ltd. the independent auditor`s report expressed in its report.

**Art.6.** With 1343724 votes *For*, representing 14.938730% of the total number of expressed votes, with 7179079 votes *Against*, representing 79.812760% of the total number of expressed votes with 20 votes *Abstention*, representing 0.000220% of the total number of expressed votes and with 472078 votes Invalidated, representing 5.248280% of the total number of expressed votes , does not approve the 2018 financial year net profit distribution as follows:

1. The distribution of the net profit as follows:
  - dividends to the shareholders 255,021,461.04 lei
  - profit for the establishment own financing sources 240,653,646.96 lei
2. employee participation in profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, in amount of lei 14,278,572.

With 311039 votes *For*, representing 3.816950% of the total number of expressed votes, with 6894094 votes *Against*, representing 84.601610% of the total number of expressed votes, with 471681 votes *Abstention*, representing 5.788280% of the total number of expressed votes and with 472078 votes Invalidated, representing 5.793160% of the total number of expressed votes, does not approve the 2018 financial year net profit distribution as follows:

1. The distribution of the net profit as follows:
  - dividends to the shareholders 446,107,597 lei
  - profit for the establishment own financing sources 49,567,511 lei
2. employee participation in profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, in amount of lei 14,278,572.00 lei.

Requests the administrative management of the Company to urgently convene a new OGMS meeting on this issue, and the retaining of the date of 16 July 2019 as the starting date for the payment of dividends and of the date of 25 June 2019 as the date of registration of the shareholders subject to the Resolution of the Ordinary General Meeting of Shareholders for the approval of the dividend distribution.

**Art.7.** With 2142611 votes *For*, representing 23.651430% of the total number of expressed votes and with 6916509 votes *Abstention*, representing 76.348570% of the total number of expressed votes, takes note of the content of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2018.

**Art.8.** With 9056600 votes *For*, representing 99.972180% of the total number of expressed votes and with 2520 votes *Abstention*, representing 0.027820% of the total number of expressed votes, approves the administration discharge of the administrators for the activity performed in 2018 subject to the approval by the GMS of the financial statements as at 31.12.2018, based on the report of the administrators and the favourable opinion of the independent financial auditor in its report, as well as in compliance with the provisions of Art. 126, Art. 155, Art. 144<sup>1</sup> – 144<sup>4</sup> and Art. 186 of Companies Law 31/1990, republished, as further amended and supplemented.

**Art.9.** With 9059100 votes *For*, representing 99.999780% of the total number of expressed votes and with 20 votes *Abstention*, representing 0.000220% of the total number of expressed votes, approves the prescription of 2015 financial year dividends established under OGMS Resolution 2/29.04.2016, left unclaimed until 13 July 2019, and registration of their value in the revenue account of the company.

**Art.10.** With 2163411 votes *For*, representing 23.881030% of the total number of expressed votes and with 6895709 votes *Abstention*, representing 76.118970% of the total number of expressed votes, takes note of Report on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q IV 2018

**Art.11.** With 9059100 votes *For*, representing 99.999780% of the total number of expressed votes and with 20 votes *Abstention*, representing 0.000220% of the total number of expressed votes, sets the date of **25 June 2019** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

**Art.12.** With 8775710 votes *For*, representing 99.999770% of the total number of expressed votes and with 20 votes *Abstention*, representing 0.000230% of the total number of expressed votes, sets the date of **24 June 2019** as ex-date, according to the applicable laws.

**Art.13.** With 9059100 votes *For*, representing 99.999780% of the total number of expressed votes and with 20 votes *Abstention*, representing 0.000220% of the total number of expressed votes, sets the date of **16 July 2019** as payout date.

**Art.14.** With 9059100 votes *For*, representing 99.999780% of the total number of expressed votes and with 20 votes *Abstention*, representing 0.000220% of the total number of expressed votes, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, 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.

**President of the Board of Administration**

**Remus Gabriel Lăpușan**