



CONVENING

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Mediaș, 1 C.I. Motas Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under number J/32/301/2000, VAT Code RO13068733, according to Law no. 31/1990 on the trading companies, as further amended and supplemented, to Law no. 297/2004 on the capital market, as further amended and supplemented, to Regulation no. 6/2009 and to Regulation no. 7/2010 of the National Securities Commission, on the exercise of some rights of the shareholders within the general assemblies of the trading companies, as further amended and supplemented, and to the provisions of art.16 of the updated Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A., convened for the meeting on 21 March 2014,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **28 April 2014, 10⁰⁰ a.m., 11⁰⁰ a.m.** respectively, to take place in Motas Hall, at the headquarters of the company located in Mediaș, 1 C.I. Motas Square, the county of Sibiu, in which only the persons having the quality of shareholders, meaning they are registered with the registry of the company's shareholders at the end of the day of **16 APRIL 2014**, are entitled to participate and to vote, with the following **agenda**:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of S.N.T.G.N. TRANSGAZ S.A. for financial year 2013, drawn according to the International Financial Reporting Standards adopted by the European Union and approved by Order No. 1286/2012 of the Minister of the Public Finance.
2. Presentation of the Report of the Administrators of S.N.T.G.N. TRANSGAZ S.A. on the activity performed in 2013.
3. Approval of gross dividend per share in amount of 17.58 lei/share for financial year 2013, of dividend payment date as of 29 July 2014, and of the maintaining of the paying agent BRD-Groupe Societe Generale.
4. Presentation of the Financial Audit Report on the S.N.T.G.N. TRANSGAZ S.A. annual financial statements as of 31 December 2013.
5. Approval of the breaking down proposition regarding the net profit of financial year 2013.
6. Presentation of the advisory Nomination and Remuneration Committee report on the remuneration and other benefits granted to the administrators and directors during the financial year 2013.
7. Setting the date of **19 May 2014** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.
8. Empowerment of 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.

II. THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the modification of the Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A. as per Annex 1 to this convening and the empowerment of the Director – General of S.N.T.G.N. TRANSGAZ S.A. to sign the updated Articles of Incorporation of the Company, for compliance with the requirements on formalities of notification under Companies Law No. 31/1990, republished, as further amended and supplemented.
2. Approval of the creation of the auxiliary office, without legal personality, 'TRANSGAZ S.A. Regional Office Brussels', in Brussels, Belgium, and the empowerment of the Director - General of S.N.T.G.N. TRANSGAZ S.A. for fulfilling all the formalities and the signing of all documents regarding the creation of the TRANSGAZ S.A. Regional Office Brussels, in Brussels, Belgium, in accordance with the Belgian law.
3. Approval of procurement of assistance, consultancy and legal representation services as per Annex 2 of this convening, and the empowerment of the Director – General of S.N.T.G.N. TRANSGAZ S.A. to negotiate and sign the consultancy, assistance and legal representation contract/contracts to be concluded with lawyers who practice their profession in the forms of organisation stipulated in Law No. 51/1995 on the organizing and practice of the profession of lawyer, republished, as further amended and supplemented.
4. Setting the date of **19 May 2014** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.
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 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.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders** will be held on **29 April 2014, 10:00 a.m., 11:00 a.m.** respectively, in Motaş Hall, at the headquarters of the company located in Medias, 1 C.I Motaş Square, Sibiu County, with the same agenda.

The registration date of the shareholders subject to the **Resolution of the Ordinary General Meeting of the Shareholders and to the Resolution of the Extraordinary General Meeting of the Shareholders** is set by the **OGMS** and by the **EGMS** as being **19 May 2014**.

The draft resolutions of the OGMS and of the EGMS are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS, in Romanian and in English, as of **28 March 2014**, as follows:

- The documents and materials for the meeting are available as follows:
- the documents and materials for the meeting and related to points 1,2,3 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS, as of the date of the convening of the general meeting;
 - the documents and materials for the meeting and related to points 4,5,6 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS, as of **28 March 2014**;

- the documents and materials for the meeting and related to points 1,2,3 on the agenda of the **Extraordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS as of **28 March 2014**.

The special power of attorney form is available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/GMS, in Romanian and in English, as of **28 March 2014**.

The shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general meeting, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meeting, within no more than 15 days from the publication of the convening, meaning **11 April 2014**;
- to present draft resolutions for the points included or proposed to be included on the agenda of the meeting, within no more than 15 days from the publication of the convening, meaning **11 April 2014**;
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412**, or to the e-mail address: secretariat.ca_aga@transgaz.ro, attention of Mrs. Claudia Elena Szasz.

If the exercising of the right to insert points on the agenda of the general meeting results in the changing of the agenda of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **16 April 2014**.

Every shareholder may address questions related to the points on the agenda of the general meeting to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, mezzanine, room 12, attention of Mrs. Claudia Elena Szasz, by courier, to **fax number 0269-803.412**, or to the e-mail address: secretariat.ca_aga@transgaz.ro. For identification purposes, the persons addressing such questions shall attach requests and copies of the documents that prove their identity.

The answers to the questions shall be sent in writing or shall be published on the company's website (www.transgaz.ro), the link Investor relations/GMS.

The shareholders registered by the reference date may vote by correspondence, prior to the general meeting, by using the form of vote by correspondence available as of **28 March 2014**, on the company's website at www.transgaz.ro, the link Investor relations/ GMS, in Romanian and in English.

The forms of vote by correspondence must filled in and signed by the shareholders natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder legal person, accompanied by the official document that certifies the quality of legal representative. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its quality of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained

by the SWIFT message received by the credit institution. The special power of attorney and the statement, signed and stamped, as appropriate, must be submitted at S.N.T.G.N. TRANSGAZ S.A. in original.

The forms of vote by correspondence and the supporting legal documents shall be sent in original by courier, in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, mezzanine, room 12, attention of Mrs. Claudia Elena Szasz, by **25 April 2014, 03:00 p.m..**

Only the shareholders registered by the reference date of **16 April 2014** may attend and vote during the meeting, in person or by their representatives, based on a Special Power of Attorney, according to the applicable laws. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution. The special power of attorney and the statement, signed and stamped, as appropriate, must be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, by **25 April 2014, 03:00 p.m.**, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, mezzanine, room 12, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address secretariat.ca_aga@transgaz.ro under the sanction provided in art. 125 paragraph 3 of Law no. 31/1990 on the trading companies, as further amended and supplemented.

For additional information please contact us at **telephone 0269-803.055, fax 0269-803.412**, or at the e-mail address: secretariat.ca_aga@transgaz.ro.

Chairman of the Board of Administration

Ion Sterian

The updated Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A. Mediaș shall be amended as follows:

1) Chapter III, article 8, paragraph 3 shall have the following content:

"3. The shareholding structure is as follows:

- the Romanian State, represented by the Government through the General Secretariat of the Government, with the consultation of the Chancellery of the Prime Minister, a number of 6,888,840 shares, having a total value of 68,888,400.00 RON, representing 58.5097 % of the share capital;
- free-float shareholders, Romanian and foreign natural and legal persons, a number of 4,885,004 shares, having a total value of 48,850,040.00 RON, representing 41.4903% of the share capital."

2) Chapter III, article 13, paragraph 1 and 2 shall have the following content:

"1. The shares are indivisible. When a share becomes property of several persons, the company shall not be obliged to register the transfer until such persons appoint a unique representative for exercising the rights from holding such share. As long as a share is the undivided or joint property of several persons, such persons shall be jointly liable for the payments.

2. Share transfer between the shareholders or to third parties shall be performed compliant with the conditions and procedure prescribed by the law."

3) Chapter IV, article 14 is supplemented with paragraph 4, having the following content:

"4. The shareholders of TRANSGAZ S.A. and the persons which are part of the company's management shall have the obligation to comply with the provisions of article 128 of Energy and Gas Law No. 123/2012."

4) Chapter IV, article, 15 paragraph 3, letters (a 1), (b), (d) shall have the following content:

"(a¹) approves the plan of administration prepared by the Board of Administration of TRANSGAZ S.A.;

(b) elects and revokes the members of the Board of Administration and the auditors; appoints and revokes the chairperson of the Board of Administration of TRANSGAZ S.A.;

(d) approves the contract of mandate concluded with the members of the Board of Administration and with the director-general."

5) Letter i) of Chapter IV, article 15, paragraph 3 shall be removed.

6) Chapter IV, article 15, paragraph 4, letter (i) shall have the following content:

"(i) makes decisions regarding the creation or the closure of auxiliary offices: TRANSGAZ S.A. subsidiaries, agencies, regional offices or other such units without legal personality, except for the work points – NTS sites, the participation to the incorporation of new legal persons, merger, division or dissolution thereof or to partnership with other Romanian or foreign legal or natural persons;"

7) Chapter IV, article 15, paragraph 4 shall be supplemented with letters (j) to (o), having the following content:

" (j) the extension of the duration of the company;

(k) the conversion of the shares from one class into another;

(l) approves the acquirement, alienation, exchange or constitution of collateral assets from the category of company's fixed assets, the individual or aggregated value of which exceeds over the duration of a financial year 20% of the total fixed assets, less the receivables, concluded by the administrators or the director of the company;

(m) the conversion of a class of bonds into another class or into shares;

(n) approves the leasing for a period bigger than one year of corporal assets the individual or aggregated value of which, compared to the same co-contractor or persons involved or acting concertedly, exceeds 20% of the total fixed assets value, less the receivables at the date of the conclusion of the legal act and the associations for a period bigger than one year;

(o) approves the currency for the securities admitted or to be admitted to trading on a regulated market;”.

8) Chapter IV, article 16, paragraph 2, point 2.1, letter (e) shall be amended and shall have the following content:

" (e) the reference date, and the stating of the fact that only those persons having the quality of shareholders at such date are entitled to participate and to vote in the general meeting”.

9) Chapter IV, article 16, paragraph 2, point 2.1 shall be supplemented with a new provision under letter (g), and shall have the content below, following that the text at point 2.1 is rearranged:

" (g) a clear and accurate description of the procedures with which the shareholders must comply and enabling them to participate and to vote in the general meeting”.

10) Chapter IV, article 16, paragraph 2, point 2.1, letter (g) which becomes letter (h) shall be amended and shall have the following content:

" (h) the deadline for the proposals regarding the candidates for the positions of administrators, if one of the items on the agenda is the election of the administrators”.

11) Chapter IV, article 16, paragraph 2, point 2.1 shall be supplemented with a new provision under letter (m), which shall have the following content:

(m) the day and time of the second general meeting if the first one is not held.”

12) Chapter IV, article 16, paragraph 2, point 2.4 shall be modified and shall have the following content:

"2.4 The reference date shall not exceed 30 days prior to general meeting date, an interval of at least 8 days shall exist between the deadline accepted for the convening of the general meeting and the reference date, and the reference date shall be prior to the deadline for the special power of attorney submission at/delivery to the company. An interval of at least 6 days shall exist between the admissible deadline for the second or the following convening of the general meeting and the reference date.“

13) Chapter IV, article 18 shall be supplemented with paragraph 7, which shall have the following content:

"7. The shareholders holding more than 5% of the shares may not exercise the rights given by their quality of shareholders under article 128, paragraph (2), letters i) and ii) of Energy and Gas Law No.123/2012 if they exercise any right or control on a company producing or supplying energy and / or natural gas.

Such prohibition shall apply to the shareholder(s) until the cessation of the situation of incompatibility resulting from the non-fulfilling of the requirements under article 128 of Energy and Gas Law No. 123/2012.”

14) Chapter V, article 19, paragraph 2, point 2.5 shall have the following content:

" 2.5 In case of a vacancy in the Board of Administration, a new member shall be elected according to the law. The duration for which the new administrator is elected to fill the vacancy shall be equal to the period left until the expiration of his/her predecessor`s mandate.”

15) Chapter V, article 19, paragraph 3, points 3.3, 3.4 and 3.8 shall have the following content:

"3.3 The Board of Administrators meeting convening shall be sent to the administrators in due time before the day of the meeting, until a date which may be set by a decision of the Board of Administration.

3.4 The convening shall be sent to all the administrators in accordance with the provisions of these Articles of Incorporation.

3.8 Decisions regarding items which are not on the agenda shall be taken only in case of urgency”.

16) Chapter V, article 19, paragraph 4, point 4.2 shall have the following content:

"4.2 The Board of Administration is presided over by the Chairperson. If the Chairperson is not able to exercise her / his attributions temporarily, over the duration of such incapacity, the Board of Administration may delegate another administrator to act as Chairperson."

17) Chapter V, article 19, paragraph 6, point 6.3 shall have the following content:

" 6.3 A report shall be prepared for each meeting, and such report shall contain the name of the participants, the order of the deliberations, the decisions taken, the number of votes and the separate opinions. The report shall be signed by the Chairperson of the meeting and by at least another administrator. Based on this report, the secretary of the Board of Administration shall prepare the resolution of the Board of Administration, which shall be signed by the Chairperson."

18) Chapter V, article 20, paragraph 1, letters b), d) and p) shall have the following content:

" b) establishes the accounting policies and the financial control system and approves the financial planning;

d) appoints and revokes the director - general of TRANSGAZ S.A. and sets his/her remuneration;

p) decides on the contracting of bank loans, including the external ones; establishes the competences and the contracting level of the bank loans on the domestic and external market, of the commercial credits and of the guarantee, including through the pledging of the shares held in other companies according to the law; approves the issuing of guarantees."

19) Chapter V, article 20 shall be supplemented with paragraph 4 having the following content:

" 4. The decisions regarding the current functioning and activity of TRANSGAZ S.A. shall be taken only by the management of the company, the intervention of any other public or private person or entity in the decision – making process being prohibited."

20) The syntagms *Ministry of the Public Finance* and *Minister of the Public Finance* in the entire Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A. shall be substituted with Government through the *General Secretariat of the Government, with the consultation of the Chancellery of the Prime Minister* and the *General Secretary of the Government at the proposal of the head of the Chancellery of the Prime Minister*.

21) The syntagm *Law No.31/1990 on the trading companies* in the entire Articles of Incorporation shall be substituted with *Companies Law No. 31/1990, republished, as further amended and supplemented*.

Director - General
Petru Ion Văduva

The Legal Division
Olga Idu

ASSISTANCE, CONSULTANCY AND LEGAL REPRESENTATION SERVICES in the domain:

- labour law,
- expropriation, easement, cadastering and registering into Land Register,
- preparation, organization of procurement procedures, contract negotiation (and possible modifications, supplementations, addenda, etc.), including the settlement of the litigations related to contracts financed completely or partly from non-reimbursable funds,
- preparation, organization of procurement procedures, contract negotiation (and possible modifications, supplementations, addenda, etc.) having as object the obtaining of reimbursable funds from Romanian and foreign private or public banking and financial institutions,
- preparation, organization of procurement procedures, contract negotiation (and possible modifications, supplementations, addenda, etc.) having as object the execution of works, the providing of services and/or the procurement of goods, in very complex situations,
- setting and applying the European and national normative framework for energy and natural gas, including assistance regarding the relation with the competent regulatory authorities and international professional bodies, and the representation in court in complex litigations of this type, and the creation of a regional office in Brussels,
- representation in the competent courts in complex litigations.