



DRAFT RESOLUTION

RESOLUTION no. 5 of the Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, issued on 23 June 2016

The Extraordinary 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 23 June 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. Approval of the initiation of the procedure for SNTGN Transgaz SA share capital increase with the value of the lands for which the ownership certificates were obtained between 2006 - March 2016, according to GD 834/1991..

Art.2. Approval of the operation to split the nominal value of SNTGN Transgaz SA shares in 1:10 ratio, so that after splitting, the company's share capital to amount to the same value, i.e. Lei 117,783,440, being split into 117,738,440 shares – each having 1 Lei nominal value..

Art.3. 3. Setting the date of **12 October 2016** as an ex date, according to the applicable laws.

Art.4. 4. Setting the date of **13 October 2016** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders

Art.5. 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 Transgaz, 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.

**Chairman of the Board of Administration
Sterian Ion**