



DRAFT RESOLUTION

RESOLUTION no. 3 of the General Extraordinary Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, issued on 28 April 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 28 April 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 amendments of Transgaz Incorporation Act according to Annex 1 hereto and the empowerment of Transgaz' Director General to sign the company's amended Incorporation Act in order for the publicity procedures under the Companies' Law no. 31/1990 as amended to be fulfilled.

Art.2. Approval of the proposal to close down some secondary offices within SNTGN TRANSGAZ SA according to annex 2 hereby and the empowerment of Mr. Petru Ion Vaduva, Director General of SNTGN TRANSGAZ SA to fulfil all the formalities regarding the registration of all changes in the structure of the above regional offices at the Trade Registry Office, near Sibiu Court.

Art.3. Approval of the proposal to terminate the association for the achievement of the Nabucco project approved by the Decision of the GESM no. 4/2005, and the empowerment of the Board of Administration to approve the conditions related to the distribution of the assets which remained after the liquidation of the Nabucco companies.

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

Art.5. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the General Extraordinary 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
Ion Sterian**

The Articles of Incorporation of S.N.T.G.N. Transgaz S.A., updated, is amended as follows:

1. Chap. IV, art. 15, point 3, letter (a) is amended to read as follows:

„(a) to approve the proposals regarding the overall development strategy of TRANSGAZ SA, refurbishment , modernization, financial and economic restructuring strategy, Transgaz' policies drawn up according to the regulations in force, as well as the procedures drawn up by the Board of Administration

2. Chap. V, art. 20, la point 1, letter (a) is amended to read as follows:

„(a) to determine the main directions of activity and development of the company, to draw up TRANSGAZ S.A. policies, according to the regulations in force and to the procedures provided in the Corporate Governance of the Bucharest Stock Exchange"

**SECONDARY OFFICES
PROPOSED FOR CLOSING DOWN**

No.	NAME	NACE Code	ADDRESS
0	1	2	4
CRAIOVA REGIONAL OFFICE			
1	GOVORA SECTOR	4950	126 Drumul Gării Street, Râmnicu-Vâlcea, Vâlcea County
2	HUREZANI SECTOR	4950	Hurezani locality, Busuioci village, no. 91 Gorj County
3	TURNU MAGURELE SECTOR	4950	2 Portului Street, Turnu Măgurele, Teleorman County
CONSTANȚA REGIONAL OFFICE			
1	NĂVODARI SECTOR	4950	28 Luminei Street, Năvodari, Constanța County
2	IMPORT ISACCEA II GAS METERING STATION	4950	91 Câmpia Libertății Street, Isaccea, Tulcea County
CLUJ REGIONAL OFFICE			
1	SATU MARE SECTOR	4950	86 Aurel Vlaicu Street, Satu Mare, Satu Mare County
BUCHAREST REGIONAL OFFICE			
1	BUCHAREST WEST SECTOR	4950	2- 4 Lacul Ursului Street, 060594, District 6, Bucharest