



RESOLUTION no. 3
of the Extraordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Mediaș,
issued on 29 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 29 April 2016, the second convening, 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. Approves the amending of Transgaz`s Articles of Incorporation as follows:

1. Chapter IV, Art. 15, point 3, letter (a) is amended and 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.`
2. Chapter V, Art. 20, point 1, letter (a) is amended and 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.`

Empowers 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.

Art.2. Approves the proposal to close down the secondary offices without legal personality within Transgaz SA, according to Annex 1 of this Resolution, and the empowerment of Mr Petru Ion Vaduva, Director-General of Transgaz SA to fulfil all the formalities for the registration of the changes in the structure of the Regional Offices in Annex 1 to this Resolution at the Trade Register Office, near Sibiu Court.

Art.3. Approves the proposal to terminate the association for the achievement of the Nabucco project, approved by EGMS Decision 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. At the same time, requests the executive and administrative management to take the necessary measures in accordance with the applicable laws, preventing the incurring of any prejudice for Transgaz SA and its shareholders by the termination of the association and the distribution of the remaining assets, considering the costs generated by this project.

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

Art.5. Empowers Mr Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and 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, near Sibiu Law Court.

Chairman of the Board of Administration Ion Sterian
by representative Văduva Petru Ion

**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, 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