

Translation form Romanian

MINISTRY OF ECONOMY

Department for Privatisation and State Ownership Administration (DPAPS)

To: ***The National Gas Transmission Company TRANSGAZ SA***

Attn: ***The Board of Administration***

CC: ***The Director General***

(stamp

Exit no. 6192

date: 14.11.2018)

Dear Sirs,

Considering the agenda of the ordinary shareholders' meeting to be held on 03/04.12.2018 the convening of which was published according to the applicable legal provisions,

Whereas:

- Pursuant to art. 117¹ of the republished Company Law no. 31/1990 as amended and to Law no. 24/2017 on the issuers of financial instruments and market operations,
- The provisions of GEO no. 29/2017 on the distribution / re-distribution of the amounts registered with "Other reserves" and "Retained earnings" by the national companies, the national companies and the companies fully or mainly controlled by the state and the autonomous administrations,
- The letter of the of the Ministry of Public Finance no. 577306/31.10.2018 registered with DPAPS under no. 5948/02.11.2018 contemplating a request for a meeting on 1 November 2018 at the headquarters of the Ministry of Public Finance meant to allow for the identification of the means to enact the provisions of the Memorandum on *'the measures to be taken by the public entities involved for the application of the provisions of GEO no. 29/2017 regarding the distribution / re-distribution of the amounts registered with "Other reserves" and "Retained earnings" by the national companies, the national companies and the companies fully or mainly controlled by the state and the autonomous administrations,*
- Your letter no. 57269/02.11.2018 registered with DPAPS under no. 5981/02.11.2018 contemplating Transgaz' notification that the distribution / re-distribution to dividends of the amounts registered with "Other reserves" and "Retained earnings", according to the provisions of art. II and art. III of GEO no. 29/2017 will have an immediate negative effect on the Company's financial robustness and on its capability to finance strategic investment projects,

- DPAPS letter no. 6104/09.11.2018 whereby the main shareholder supplemented the agenda of the ordinary general assembly meeting to be held on 03/04.12.2018,
- DPAPS letter no. 6188/14.11.2018 and your response no. 60039/14.11.2018.

We revert to DPAPS letter no. 6104/09.11.2018 and we suggest that the agenda of the ordinary general assembly meeting to be held on 03/04.12.2018 should be supplemented with the following items:

2. The distribution/redistribution of the amounts recorded in the accounts “retained earnings” and/or “other reserves” in the amount of lei 13,472,486.

3. The approval of the gross dividend per share in the amount of 1.14 lei/share and of the date of 28.12.2018 as a deadline for the commencement of the dividend pay-out.

5. The setting of the date of 18 December 2018 as ex-date, according to the applicable laws

Considering the issues proposed to complete the agenda, we send below the proposal for the amending of Draft Resolution 7, published on the website of the Company:

Art.1. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves the appointment of BDO AUDIT S.R.L. as the financial auditor of SNTGN Transgaz S.A. and the conclusion of the contract for 2018-2023 for the provision of the *Statutory audit services, limited review services of semestrial interim financial statements, statutory auditing services for transactions reported under Art. 82 of Law 24/2017, audit services on the non-financial statement and the consolidated non-financial statement.*

Art. 2 With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the distribution/redistribution of the amounts recorded in the accounts “retained earnings” and/or “other reserves” in the amount of lei 13,472,486.

Art. 3 With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the setting of the gross dividend per share in the amount of 1.14 lei/share and of the date of 28.12.2018 as the deadline for the commencement of dividend pay-out.

Art. 4 With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, sets the date of 19 December 2018 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders

Art. 5 With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*,

representing ____% of the total number of expressed votes, sets the date of 18 December 2018 as ex-date, according to the applicable laws.

Art. 6 With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes, empowers Mr. Nicolae Minea, as Chairman of the meeting, or his deputy, Mr. Remus Gabriel Lăpușan, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as Deputy 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.

following that you proceed with the publishing procedure according to the applicable regulations on the capital market.

Yours sincerely,

President
Victor Vlad Cazana