

DRAFT RESOLUTION**RESOLUTION NO. 12**
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Mediaș,
as of 17 December 2019

The Ordinary 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, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 17 December 2019, at the first/second convening, in which shareholders representing ___% of the share capital and ___% of the total voting rights participated, 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. 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, takes note of the Report issued by the Board of Administration of Transgaz on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q III 2019.

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, sets the date of **9 January 2020** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

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, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to

sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, 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.

President of the Board of Administration

Remus Gabriel Lăpușan