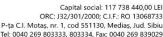
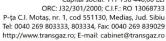


SOCIETATEA NAȚIONALĂ DE TRANSPORT GAZE NATURALE "TRANSGAZ" SA









DRAFT RESOLUTION

RESOLUTION NO. 5 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, as of 6 June 2019

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motas 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 6 June 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 Medias, 1 C. I. Motas Square, Sibiu County, the following:

RESOLUTION

Art.1. Withvotes <i>For</i> , representing% of the total number of expressed votes, withvotes <i>Against</i> , representing% of the total number of expressed votes, and withvotes <i>Abstention</i> , representing% of the total number of expressed votes, approves/does not approve the gross dividend per share in the amount of lei 21.66 /share for financial year 2018, and of the date of 16 July 2019 as dividend payout date.
Art.2. Withvotes <i>For</i> , representing% of the total number of expressed votes, withvotes <i>Against</i> , representing% of the total number of expressed votes, and withvotes <i>Abstention</i> , representing% of the total number of expressed votes, approves/does not approve the gross dividend per share in the amount of lei 37.89 /share for financial year 2018, and of the date of 16 July 2019 as dividend payout date.
Art. 3.
1. The version proposed by the Board of Administration:
Withvotes For, representing% of the total number of expressed votes, withvotes Against, representing% of the total number of expressed votes, and with

votes <i>Abstention</i> , representing% of the total number of expressed votes, approves/does not approve the 2018 financial year net profit distribution as follows:		
1. The distribution of the net profit as follows:		
- dividends to the shareholders	255,021,461.04 lei	
- profit for the establishment own financing sources	240,653,646.96 lei	
2. employee participation in profit according to Art.141 of the	applicable Collective	
Labour Contract concluded by SNTGN TRANSGAZ SA, in amou		
2. The version proposed by the majority shareholder, the Ministry of Economy, by DPAPS Letter 1786/05.04.2019:		
Withvotes For, representing% of the total number of evotes Against, representing% of the total number of exprvotes Abstention, representing% of the total number approves/does not approve the 2018 financial year net profit distr	essed votes, and with of expressed votes,	
1. The distribution of the net profit as follows:		
- dividends to the shareholders	446,107,597 lei	
- profit for the establishment own financing sources	49,567,511 lei	
2. employee participation in profit according to Art.141 of the $$	applicable Collective	
Labour Contract concluded by SNTGN TRANSGAZ SA, in amour	nt of lei 14,278,572.00	
lei.		
Art.4. Withvotes For, representing% of the total number withvotes Against, representing% of the total number of withvotes Abstention, representing% of the total number sets the date of 25 June 2019 as registration date for the shareh Resolution of the Ordinary General Meeting of the Shareholders.	expressed votes, and er of expressed votes,	
Art.5. Withvotes For, representing% of the total number withvotes Against, representing% of the total number of withvotes Abstention, representing% of the total number sets the date of 24 June 2019 as ex-date, according to the application.	expressed votes, and er of expressed votes,	
Art.6. Withvotes For, representing% of the total number withvotes Against, representing% of the total number of withvotes Abstention, representing% of the total number sets the date of 16 July 2019 as payout date.	expressed votes, and	
Art.7. Withvotes For, representing% of the total number withvotes Against, representing% of the total number of withvotes Abstention, representing% of the total number empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board sign the Resolution of the Ordinary General Meeting of the St Grigore Târsac, as the Deputy Director – General of SNTGN Trannecessary documents for the registration and publication of the	expressed votes, and er of expressed votes, of Administration, to hareholders, and Mr. hsgaz SA, to sign 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