



**SOCIETATEA NAȚIONALĂ DE TRANSPORT
GAZE NATURALE "TRANSGAZ" SA MEDIAȘ**

Capital social: 117 738 440,00 LEI

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Submitted for analysis and approval in the OGMS

REPORT

on the approval of the approval of the prescription of the dividends for financial year 2012, established by OGMS Resolution No. 5/30.04.2013, not claimed until the prescription date and the recording of their value in the revenue account of the Company

SUMMARY

- Gross dividends due to the shareholders for financial year 2012 – **RON 250,665,138.76**;
- Net dividends due to the shareholders for financial year 2012 – **RON 241,986,969.40**;
- Net dividends for financial year 2012 **paid** to the shareholders between 28.06.2013 and 31.01.2016 – **RON 241,452,017.6**;
- Prescription of the dividends not claimed for financial year 2012 (prescribed on 28.06.2016) according to Art. 2517 of Law 287/2009 on the Civil Code, republished, according to which 'the prescription term is of 3 years'.

PROPOSAL

Based on Art.15, paragraph (3), letter g of the Articles of Incorporation of SNTGN Transgaz SA Mediaș, updated on 28.04.2015, **we submit for the approval of the Ordinary General Meeting of the Shareholders:**

- **the prescription of the dividends for financial year 2012, not claimed by the prescription date (28.06.2016)**
- **the recording of the value representing dividends for financial year 2012 not claimed until the prescription date 28.06.2016 in the revenue account of the Company.**

According to Resolution 5 of the Ordinary General Meeting of the Shareholders of 30.04.2013, SNTGN Transgaz SA Mediaș distributed dividends for financial year 2012 to all shareholders registered in the Shareholders Register at the registration date of 14 June 2013.

The value of the gross dividends for financial year 2012 due to the shareholders amounted to **RON 250,665,138.76** of which net dividends of RON 241,986,969.4.

Between 28.06.2013 and 31.01.2016 6,291 shareholders, meaning **82.58%** of the total number of 7,619 shareholders registered at the registration date of 14 June 2013 claimed dividends for financial year 2012.

The amount paid to the shareholders as dividends for financial year 2012 until 31.01.2016 was of **RON 241,452,017.6**, representing **99.07%** of the total amount of the net dividends for year 2012.

Based on Art. 2517 of Law 287/2009 on the Civil Code, republished, according to which 'the prescription term is of 3 years', the prescription term for the dividends for financial year 2012, not claimed over the last 3 years, is **28 June 2016**.

The prescription term of the shareholders' right to claim dividends for financial year 2012 starts at the expiration of the 60-day term from the term foreseen by the law for submitting the annual financial statements, according to Art. 1, paragraph (3) of GO 64/2001, updated, meaning 28 June 2013, the date established by the OGMS as date for the initiation of the payment of the dividends for financial year 2012.

For compliance with the principle of prudence and transparency, the Company will notify through a press release published on the website of Transgaz and also by a written notification to each shareholder separately on the prescription starting with 28.06.2016 of the shareholders' right to their dividends for financial year 2012 not claimed by this date.

Considering the above, based on Art. 2517 of Law 287/2009 on the Civil Code, republished, according to which 'the prescription term is of 3 years', **we kindly ask you to approve** under Art.15, paragraph (3), letter g of the Articles of Incorporation of SNTGN Transgaz SA Mediaş, updated on 28.04.2015, **the prescription of the dividends for financial year 2012 not claimed by 28.06.2016, and the registration of their value in the revenue account of the Company.**

**Chairman of the Board of Administration
Ion Sterian**