



No. D.O.R.U.1042/16.03.2015

Submitted for approval in the EGMS of 27.04.2015

## REPORT

### on the proposal regarding the establishing of a secondary office within S.N.T.G.N. TRANSGAZ S.A.

#### SUMMARY

The secondary office is a space where an economic agent operates, different from its headquarters. The secondary offices of the company can be opened both at the establishment of the company, and after such time.

The secondary office is a subsidiary of the company having no legal personality and is mentioned only in the company's registration in the Trade Register at the main office.

A secondary office after the establishing of the company is opened through the introduction and recording of the mentioning at the Trade Register Office at the main office.

Also, in accordance with the laws in force, a company that has organized an entity with or without legal personality to a different address than the one of the registered office of the company, with minimum 5 persons obtaining income from income from salaries, must apply for the fiscal registration of the entity as salary payer to the tax authority subordinated to the National Agency for Fiscal Administration in its jurisdiction where such company actually operates.

For the optimal deployment of the activities at the secondary office of SNTGN TRANSGAZ SA, located in Mediaș, 6 Unirii Street, Sibiu County, it is necessary to register this office at the Trade Register Office attached to Sibiu Law Court as a secondary office under the name `OFFICES`, as mentioned in the Annex to report.

#### PROPOSAL

Approval of the following by the Extraordinary General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., according to Chapter IV, Art.15, point 4, letter i of the updated Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A:

- the establishing of a secondary office of S.N.T.G.N. TRANSGAZ S.A., without legal personality, located in **Mediaș**, 6 Unirii Street, Sibiu County (Annex 1);
- the empowerment of Mr. **Petru Ion Văduva**, Director – General of S.N.T.G.N. TRANSGAZ S.A., to fulfil the formalities for the registration of the secondary office mentioned above at the Trade Register Office attached to Sibiu Law Court.

The management strategy of S.N.T.G.N. TRANSGAZ SA during 2013-2017 aimed at redefining the strategy and efficientisation of the company in accordance with the European energy policy requirements and future needs and opportunities of Romania for becoming a major player in the European gas market.

S.N.T.G.N. TRANSGAZ SA has secondary offices which, in accordance with Art. 43, paragraph 3, of Law 31/1990 - the Companies Act, as further amended and supplemented, are subsidiaries without legal personality and are mentioned in the registration of the company at the Trade Register Office attached to Sibiu Law Court.

The secondary office is an area where the company operates, which is different from the registered office. The secondary offices of the company may be opened both at the establishment of the unit, and after such time. A secondary office after the establishing of the company is opened through the introduction and recording of the mentioning at the Trade Register Office at the main office. A secondary office having at least five employees in accordance with legal provisions must be declared to the competent fiscal body subordinated to the National Agency for Fiscal Administration.

Following analysis of the Certificate of company details of the National gas Transmission Company TRANSGAZ S.A., issued by the Trade Register office attached to Sibiu Law Court, it resulted that the secondary office of TRANSGAZ S.A. located in Medias, 6 Unirii Street, Sibiu County is not registered in the Trade Register.

In 2007, according to Art.101 of Gas Law 351/2004 on the obligation of legal and accounting separation of the regulated activities carried out by TRANSGAZ SA, the Gas Transmission Research and Design Subsidiary of SNTGN TRANSGAZ SA, according to Deregistration Order 6081/15.08.2007 through the Deregistration Certificate issued on 17.08.2007, was removed from the Trade Register.

Based on report no. 7202/11.06.2007, the Gas Transmission Research and Design Subsidiary reorganized its activity so that according to the new structure it may carry out design and research activities only for the needs related to the regulated activity performed within the company. Although the activity of this organizational structure continued within SNTGN TRANSGAZ SA in the same location, namely in Medias, 6 Unirii Street, Sibiu County, this secondary office was no longer registered (mentioned) in the Trade Register.

By 2007 within the Gas Transmission Research and Design Subsidiary the Pipeline Diagnosis Laboratory operated according to the NACE code 7120, this laboratory beings accredited by RENAR according to Accreditation Certificate No. 391-L (validity 16.01.2006-16.01.2010) and Accreditation Certificate No. LI 391 (validity 18.07.2011-17.07.2015).

Currently the Pipeline Diagnosis Laboratory, under the RENAR re-accreditation procedure, operates within the Research and Design Department at the office located in Medias, 6 Unirii Street, Sibiu County.

For the optimal performance of the activities at the office of SNTGN TRANSGAZ SA, located in Medias, 6 Unirii Street, Sibiu County, it is necessary the registration of this office as secondary office, as mentioned in the Annex to the report.

*Annex 1 - Secondary office proposed for establishment*

**CHAIRMAN OF THE BOARD OF ADMINISTRATION  
ION STERIAN**

SECONDARY OFFICE  
PROPOSED FOR ESTABLISHMENT

No.	NAME	NACE code	ADDRESS
0	1	2	4
THE NATIONAL GAS TRANSMISSION COMPANY TRANSGAZ S.A.			
1	OFFICES	4950 7120	6 Unirii Street, <b>Mediaș, Sibiu County</b>