

MINISTRY OF ECONOMY, TRADE AND TOURISM

ORDER No. 278

The Ministry of Economy, Trade and Tourism

Whereas the provisions of GEO 86/2014 on the determination of certain restructuring measures taken in the central public administration bodies and on the amendment and supplementation of certain normative acts,

Whereas the provisions of GEO 88/2001 on the incorporation of the Office of State Ownership and Privatisation in Industry with further amendments and supplements, and the provisions of GD 869/2001 on the organisation and operation of the Office of State Ownership and Privatisation in Industry republished, with further amendments and supplements.

For the purpose of assuring observance of the economic performance principles of the public undertakings from the point of view of the provisions of Art. 3, point 2, letter c) and point 3, letters a) and b) in GEO 109/2011 on corporate governance of public undertakings as further amended and supplemented;

Whereas the provisions of Law 142 para (2) letter a) in Company Law 31/1990 republished as further amended and supplemented;

Whereas the Agreement on Implementation of Energy Priorities as approved by the Prime Minister of Romania in 2014;

Whereas the provisions of art. 9, paragraph (6) of Government Decision no. 47/2013 on the organisation and operation of the Ministry of Economy, Trade and Tourism and further amendments and supplements;

Hereby issues the following,

ORDER:

Art. 1- (1) We hereby mandate the Office of State Ownership and Privatisation in Industry (O.P.S.P.I.) to request the Board of Administration of S.N.T.G.N. TRANSGAZ S.A., on behalf of the majority shareholder the Ministry of Economy, Trade and Tourism, to convene a General Assembly of the Shareholders / to supplement the Agenda of the first General Assembly of the Shareholders following the issuance of this Order, with the following point on the Agenda: **”presentation of quarterly reports on the purchase of goods, services and works the value of which exceeds Eur 500,000/purchase (for the purchase of goods and works), and Eur 100,000/purchase (for services) contracted by the company”**.

The information will be presented in a Report of the Board of Administration of S.N.T.G.N. TRANSGAZ S.A. and will be published on the company’s website within 5 days from the date such quarterly report has been sent to the Bucharest Stock Exchange; such Report will be elaborated according to the provisions of Art. 227 under Law 297/2004 on the capital market as further amended and supplemented;

The said report will comprise information regarding the legal basis underlying the purchase, the procurement procedure, the scope of the purchase contract, the contract value and the contract term.

(2) We hereby mandate the Office of State Ownership and Privatisation in Industry (O.P.S.P.I.) to request the Board of Administration of S.N.T.G.N. TRANSGAZ S.A., on behalf of the majority shareholder the Ministry of Economy, Trade and Tourism, to convene a General Assembly of the Shareholders / to supplement the Agenda of the first General Assembly of the Shareholders following the issuance of this Order, with the following point on the Agenda: **“the company**

management will elaborate and publish on the company website an annual report on the sponsorship granted by the company”.

For 2014 the annual sponsorship report will be published jointly with the publishing of the Annual Report elaborated according to the provisions of Art. 227 under Law 297/2004 on the capital market as further amended and supplemented.

Starting with the report due for 2015 such report will be elaborated in January of the following year and will be published on the company’s webpage on the last day of January the latest.

Art. 2 – (1) We hereby mandate the Office of State Ownership and Privatisation in Industry (O.P.S.P.I.) to request the Board of Administration of C.N.T.E.E. TRANSELECTRICA S.A., on behalf of the majority shareholder the Ministry of Economy, Trade and Tourism, to convene a General Assembly of the Shareholders / to supplement the Agenda of the first General Assembly of the Shareholders following the issuance of this Order, with the following point on the Agenda: **”presentation of quarterly reports on the purchase of goods, services and works the value of which exceeds Eur 500,000/purchase (for the purchase of goods and works), and Eur 100,000/purchase (for services) contracted by the company”.**

The information will be presented in a Report of the Board of Administration of C.N.T.E.E. TRANSELECTRICA S.A., and will be published on the company’s website within 5 days from the date such quarterly report has been sent to the Bucharest Stock Exchange; such Report will be elaborated according to the provisions of Art. 227 under Law 297/2004 on the capital market as further amended and supplemented;

The said report will comprise information regarding the legal basis underlying the purchase, the procurement procedure, the scope of the purchase contract, the contract value and the contract term.

(2) We hereby mandate the Office of State Ownership and Privatisation in Industry (O.P.S.P.I.) to request the Board of Administration of C.N.T.E.E. TRANSELECTRICA S.A., on behalf of the majority shareholder the Ministry of Economy, Trade and Tourism, to convene a General Assembly of the Shareholders / to supplement the Agenda of the first General Assembly of the Shareholders following the issuance of this Order, with the following point on the Agenda: **“the company management will elaborate and publish on the company website an annual report on the sponsorship granted by the company”.**

For 2014 the annual sponsorship report will be published jointly with the publishing of the Annual Report elaborated according to the provisions of Art. 227 under Law 297/2004 on the capital market as further amended and supplemented.

Starting with the report due for 2015 such report will be elaborated in January of the following year and will be published on the company’s webpage on the last day of January the latest.

(3) We hereby mandate the Office of State Ownership and Privatisation in Industry (O.P.S.P.I.) to request the Board of Administration of C.N.T.E.E. TRANSELECTRICA S.A., on behalf of the majority shareholder the Ministry of Economy, Trade and Tourism, to request the Boards of Administration of C.N.T.E.E. TRANSELECTRICA S.A. subsidiaries to convene a General Assembly of the Shareholders / to supplement the Agenda of the first General Assembly of the Shareholders following the issuance of this Order, with the following point on the Agenda: **”presentation of quarterly reports on the purchase of goods, services and works the value of which exceeds Eur 500,000/purchase (for the purchase of goods and works), and Eur 100,000/purchase (for services) contracted by the company”.**

The information will be presented in a Report of the Board of Administration of the subsidiary, and will be published on the company’s website within 30 days from the quarter-end closure date.

Such Report will comprise information regarding the legal basis underlying the purchase, the procurement procedure, the scope of the purchase contract, the contract value and the contract term.

(4) We hereby mandate the Office of State Ownership and Privatisation in Industry (O.P.S.P.I.) to request the Board of Administration of C.N.T.E.E. TRANSELECTRICA S.A., on behalf of the majority shareholder the Ministry of Economy, Trade and Tourism, to request the Board of Administration of C.N.T.E.E. TRANSELECTRICA S.A. subsidiaries to convene a General Assembly of the Shareholders / to supplement the Agenda of the first General Assembly of the Shareholders following the issuance of this Order, with the following point on the Agenda: **“the company management will elaborate and publish on the company website an annual report on the sponsorship granted by the company”**.

For 2014 the annual sponsorship report will be published within 30 days from the date this Order is conveyed.

Starting with the report due for 2015 such report will be elaborated in January of the following year and will be published on the company’s webpage on the last day of January the latest.

Art. 3 The Office of State Ownership and Privatisation in Industry (O.P.S.P.I.) shall execute the provisions of this order.

Bucharest, March the 9th, 2015.

MINISTER
Mihai TUDOSE

Translation from Romanian