



## CONVENING OF THE ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS SUPPLEMENTED (according to the request of the Ministry of Economy as majority shareholder of the National Gas Transmission Company "Transgaz" S.A.)

The Board of Administration of the National Gas Transmission Company "TRANSGAZ" S.A., headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Trade Register Office near Sibiu Court under number J/32/301/2000, tax identification code RO13068733, according to Law no.31/1990 on the trading companies, as further amended and supplemented, and to the provisions of art.16 paragraph 1.1 of the Articles of Incorporation of SNTGN "Transgaz" SA updated, at the request of the Ministry of Economy as majority shareholder (the 73.5097 of the share capital), by Letter 2035 / 19.03.2013, **under article 117<sup>1</sup> of Law 31/1990** on the trading companies, as further amended and supplemented, supplements the agenda of the Ordinary General Assembly of the Shareholders, as initially published in the Official Journal of Romania 1348/13.03.2013, Part IV, and in the Bursa newspaper no.49 as of 14.03.2013 as follows:

1. The election of the members of the Board of Administration of the National Gas Transmission Company "Transgaz" S.A., selected according to the provisions of Government Emergency Ordinance 109/2011 on the corporate governance of the public enterprises, by cumulative voting.

The Ordinary General Assembly of the Shareholders to take place on **29 April 2013**, at **10<sup>00</sup> a.m.**, in „Motaș Hall”, at the headquarters of the company located in Mediaș, 1 C.I Motaș Square, Sibiu County, in which only the persons being shareholders, meaning that they are registered with the registry of the company's shareholders at the end of the day of **15 April 2013**, shall be entitled to participate and to vote, shall have the following

### AGENDA:

1. The approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN "Transgaz" SA of Mediaș, for financial year 2012, drawn according to the International Financial Reporting Standards adopted by the European Union and approved by OMPS1286/2012.
2. The approval of the Report of the Administrators of SNTGN "Transgaz" SA of Mediaș on the activity performed in 2012.
3. The presentation of the Financial Audit Report on the SNTGN "Transgaz" SA Mediaș annual financial statements as of 31 December 2012.
4. Approval of the breaking down proposition regarding the net profit of financial year 2012.
5. Approval of gross dividend per share in amount of 21.29 lei/share for financial year 2012, of dividend payment date as of 28 June 2013, and of the maintaining of the paying agent BRD-Groupe Societe Generale.

6. Presentation of notification on fulfilment as of 31 December 2012 of the performance criteria and objectives set in Annex 1 of the Contract of Mandate of the Director-General of SNTGN „Transgaz” SA of Mediaş.
7. The election of the members of the Board of Administration of the National Gas Transmission Company “Transgaz” S.A., selected according to the provisions of Government Emergency Ordinance 109/2011 on the corporate governance of the public enterprises, by cumulative voting.
8. Setting the date of **14 June 2013** as registration date for the shareholders subject to the Resolution of the Ordinary General Assembly of the Shareholders.
9. Empowerment of Mr. Schmidt Victor Alexandru, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Assembly of the Shareholders and of Mr. Rusu Ioan, as Director-General of S.N.T.G.N. “TRANSGAZ” S.A, to sign the necessary documents for the registration and publication of the Resolution and of the documents necessary for the submitting of the financial statements at the Trade Register Office attached to Sibiu Law Court.

The documents necessary to the natural persons for the submission of the applications for the position of administrator are the following: certified copy of the holder's identity card, curriculum vitae, statutory declaration for a clear criminal record, statutory declaration for non-registration on the list of the administrators whose mandate was revoked from reasons attributable to them, statutory declaration regarding the exclusion of the conflict of interests, statutory declaration regarding the “independent” status under article 138<sup>2</sup> of Law 31/1990 on the trading companies, as further amended and supplemented.

The documents necessary to the legal persons for the submission of the applications for the position of administrator are the following: the detailed presentation of the company, the presentation of the representative to be appointed, accompanied with the related documents foreseen for natural persons the submission of the application for the position of administrator, the confirmation of company details or similar specifying the company's object of activity, the duration of the company, and the fact that the company is operating, statutory declaration regarding the exclusion of the conflict of interests, statutory declaration for a clear criminal record or for a clear fiscal record, or, for the foreign legal persons not fiscally registered in Romania, statutory statement of the representative of the legal person proving lacking taxes payable.

The applications for the position of administrator and the documents requested shall be sent / submitted in hard copy, by registered mail, into a closed and sealed envelope stating “proposals for the election of members for the Board of Administration of SNTGN “Transgaz” S.A.”, at the headquarters of SNTGN “Transgaz” S.A. of Mediaş, 1 C. I. Motas Square, the first floor, room 14, **not later than 2 April 2013, 12:00 a.m.**

The shareholders may consult the list of information regarding the name, residence and profession of the persons to submit their applications for the position of administrator, and of the persons in the position of administrator, at the headquarters of the company and / or on the company's website, as of **3 April 2013**.

**Chairman of the Board of Administration**  
**Schmidt Victor Alexandru**