



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

Capital social: 117 738 440,00 LEI
ORC: J32/301/2000; C.I.F.: RO13068733
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CONVENING

The Board of Administration of the National Natural 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, to Law no.297/2004 on the capital market, as further amended and supplemented, to Regulation no.6/2009 and to Regulation no.7/2010 of the National Securities Commission, on the exercise of some rights of the shareholders within the general assemblies of the trading companies, as further amended and supplemented, and to the provisions of art.16 paragraph 1.1 of the updated Articles of Incorporation of SNTGN "Transgaz" SA, convened for the meeting on 8 March 2013,

CONVENES

The ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS on 29 April 2013, 10⁰⁰ a.m., to take place 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, the **agenda** being as follows:

THE ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

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 Mediaș.
7. 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.
8. 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.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Assembly of the Shareholders** will be held on **30 April 2013, 10⁰⁰ a.m.**, in „Motaş Hall”, at the headquarters of the company located in Medias, 1 C.I Motaş Square, Sibiu County, with the same agenda

The registration date of the shareholders subject to the **Resolution of the Ordinary General Assembly of the Shareholders** is set by the OGAS as being **14 June 2013**.

The draft resolution of the OGAS, the documents and materials for the meeting are available as of **8 March 2013**, as follows:

- the documents and materials for the meeting and related to points 1,2,3,4,5,6 on the agenda of the **Ordinary General Assembly of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/AGA.

The Special Power of Attorney Form shall be available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/AGA, in Romanian and in English, as of **29 March 2013**.

The shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general assembly, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general assembly, within no more than 15 days from the publication of the convening, that is by **28 March 2013**;
- to present draft resolutions for the points included or proposed to be included on the agenda of the assembly, within no more than 15 days from the publication of the convening, that is by **28 March 2013**;
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412**, or to the e-mail address: bolchis.sorin@transgaz.ro, attention of Mr. Sorin Bolchis.

If the exercising of the right to insert points on the agenda of the general assembly results in the changing of the agenda of the published convening, the company shall make available a revised agenda by republishing the convening with the revised agenda no later than **2 April 2013**.

Every shareholder may address questions related to the points on the agenda of the general assembly, to the General Assembly of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, room 11, attention of Mr. Sorin Bolchis, by courier, to **fax number 0269-803.412**, or to the e-mail address: bolchis.sorin@transgaz.ro. For identification purposes, the persons addressing such questions shall attach requests and copies of the documents that prove their identity.

The answers to the questions shall be sent in writing or shall be published on the company's website (www.transgaz.ro), the link Investor relations/AGA.

The shareholders registered by the reference date may vote by correspondence, prior to the general assembly, by using the form of vote by correspondence available as of **29 March 2013**, on the company's website at www.transgaz.ro, the link Investor relations/AGA, in Romanian and in English.

The Forms of vote by correspondence (filled in and signed by the shareholders natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder legal person, accompanied by the official document that certifies their quality of legal representative – example: the articles of incorporation, the excerpt/confirmation of company's details from the Trade Register Office and the copy of the registration certificate) shall be sent in original, by mail or by courier, in Romanian or in English, to the headquarters of the company in Mediaş, 1 C.I. Motaş Square, at the General Assembly of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, attention of Mr. Sorin Bolchis, by **27 April 2013, 10⁰⁰ a.m.**

Only the shareholders registered by the reference date of **15 April 2013** may attend and vote during the assembly, in person or by their representatives, based on a Special Power of Attorney, according to the applicable laws. The Special Power of Attorney shall be submitted in original by **27 April 2013, 10⁰⁰ a.m.**, in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address bolchis.sorin@transgaz.ro under the sanction provided in art. 125 paragraph 3 of Law no. 31/1990, as further amended and supplemented.

For additional information please contact us at **telephone 0269-803.055 or 0269-803.056, fax 0269-803.412**, or e-mail address: bolchis.sorin@transgaz.ro.

Chairman of the Board of Administration
Schmidt Victor Alexandru