



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

Capital social: 117 738 440,00 LEI

ORC: J32/301/2000; C.I.F.: RO13068733

P-ța C. I. Motaș nr. 1, cod: 551130, Mediaș, Jud. Sibiu

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CONVENING

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 under number J/32/301/2000, VAT 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 of the updated Articles of Incorporation of SNTGN Transgaz SA, convened for the meeting on 27 May 2013,

CONVENES

The **EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS** and the **ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS** on **9 July 2013, 10⁰⁰ a.m., 11⁰⁰ a.m.** respectively 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 **27 June 2013**, shall be entitled to participate, the **agenda** being as follows:

I. THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

1. Approval of the amending of article 8, points 1 and 3, of the updated Articles of Incorporation of SNTGN Transgaz SA, as follows:

Amendment of point 1:

"The share capital of Transgaz S.A. is of 117,738,440.00 RON, completely subscribed and paid up by the shareholders of the company"

Amendment of point 3:

"The shareholding structure is as follows:

- The Romanian State, represented by the Ministry of the Public Finances (or its legal successors), a number of 6,888,840 shares, having a total value of 68,888,840.00 RON, representing 58.5097 % of the share capital;
- S.C. Fondul Proprietatea S.A., a number of 1,764,620 shares, having a total value of 17,646,200.00 RON, representing 14.9876 % of the share capital;
- free-float shareholders, Romanian and foreign natural and legal persons, representing 26.5027% of the share capital."

The syntagms "Ministry of Economy, Trade and Business Environment" and "ministry of economy, trade and business environment" in the entire Articles of Incorporation shall be substituted with the "Ministry of the Public Finances" and the "ministry of the public finances".

2. Setting the date of **26 July 2013** as registration date for the shareholders subject to the Resolution of the Extraordinary General Assembly of the Shareholders.

3. Empowerment of the Chairman of the Board of Administration to sign the Resolution of the Extraordinary General Assembly of the Shareholders and of the Director-General of S.N.T.G.N. Transgaz S.A to sign the necessary documents for the registration and publication of the Extraordinary General Assembly of the Shareholders Resolution at the Trade Register Office attached to Sibiu Law Court, and the updated Articles of Incorporation for registration at the Trade Register Office attached to Sibiu Law Court.

II. THE ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

1. Election of the members of the Board of Administration of SNTGN Transgaz SA by cumulative voting.
2. Appointing of the Chairman of the Board of Administration of SNTGN Transgaz SA Medias.
3. Setting of the monthly fixed fee for the Chairman and the members of the Board of Administration of SNTGN Transgaz SA.
4. Setting the maximum cap of the professional liability insurance premium of the SNTGN Transgaz SA Board of Administration members and bearing of the insurance premium costs by the company.
5. Approval of the form of the administration contract to be concluded with the members of the Board of Administration of SNTGN Transgaz SA.
6. Empowerment of a representative of the shareholders to sign the administration contract with the appointed members.
7. Setting the date of **26 July 2013** as registration date for the shareholders subject to the Resolution of the Ordinary General Assembly of the Shareholders.
8. Empowerment of the Chairman of the Board of Administration to sign the Resolution of the Ordinary General Assembly of the Shareholders and of the Director-General of S.N.T.G.N. Transgaz S.A to sign the necessary documents for the registration and publication of the Ordinary General Assembly of the Shareholders Resolution at the Trade Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Extraordinary General Assembly of the Shareholders and the Ordinary General Assembly of the Shareholders** will be held on **10 July 2013, 10⁰⁰ a.m., 11⁰⁰ a.m.** respectively, 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 Extraordinary General Assembly of the Shareholders and to the Resolution of the Ordinary General Assembly of the Shareholders** is set by the EGAS and by the OGAS as being **26 July 2013**.

The draft resolution of the EGAS and of the OGAS, the documents and materials for the meeting are available as of **7 June 2013**, as follows:

- the documents and materials for the meeting and related to point 1 on the agenda of the **Extraordinary General Assembly of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investor relations/AGA.
- 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 **7 June 2013**.

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 138² 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 Medias, 1 C. I. Motas Square, the first floor, room 14, not later than **21 June 2013**.

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 **24 June 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;
- 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;
- 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 take all necessary actions to republish the convening with the revised agenda before the reference date of **27 June 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, the first floor, room 14, 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 **7 June 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, the first floor, room 14, attention of Mr. Sorin Bolchis, by **8 July 2013, 10⁰⁰ a.m.**

Only the shareholders registered by the reference date of **27 June 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 **8 July 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, the first floor, room 14, 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.

Member of the Board of Administration

Sterian Ion