



**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
Tel.: 0040 269 803333, 803334; Fax: 0040 269 839029
<http://www.transgaz.ro>; E-mail: cabinet@transgaz.ro



CURRENT REPORT

According to provisions of art. 224 under Law 297/2004

Date of report: **April 29th, 2016**

Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAS**

Premises: Mediaș, No. 1 Constantin I. Motaș Square, county of Sibiu

Phone/Fax: **0269803333/ 0269839029**

Tax code: **RO 13068733**

Registration no. with the Trade Register: **J32/301/2000**

Subscribed and paid-up share capital: **117,738.440 RON**

The regulated market shares are traded on: **Bucharest Stock Exchange.**

EVENTS TO REPORT:

According to the applicable legal provisions regarding the share issuers' obligation to report to capital market institutions, SNTGN TRANSGAZ SA hereby informs the shareholders and the investors that on April 29th, 2016 were held, upon a second summons, the Ordinary and the Extraordinary Shareholders' Meetings, as convened based on the provisions of art. 117 under Law 31/1990 on trade companies, as republished and further amended and supplemented, and based on the provisions of art. 16 under the updated Articles of Association.

Please find attached to this Current Report:

- Decision no. 2/ April 29th, 2016 of the General Ordinary Shareholders' Meeting of SNTGN Transgaz SA;
- Decision no. 3/ April 29th, 2016 of the General Extraordinary Shareholders' Meeting of SNTGN Transgaz SA.

Director General

Petru Ion Văduva



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RESOLUTION NO. 2

of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 29 April 2016

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, and under article 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 29 April 2016, second convening, at the headquarters of the National Gas Transmission Company Transgaz S.A. of Mediaș, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art. 1. Approves the annual financial statements (statement of financial position, statement of comprehensive income, statement on changes in equity, statement on cash flows, notes to financial statements) of Transgaz for financial year 2015, prepared compliant with the International Financial Reporting Standards and approved by Order 1286/2012 of the Ministry of Public Finance.

Art. 2. Takes note of the Report issued by the Board of Administration of SNTGN Transgaz SA on the activity performed in 2015.

Art.3. Approves the 2015 gross dividend per share amounting to 27.61 RON/share, and the date of 13 July 2016 for the start of the dividend pay-outs.

Art.4. Takes note of the Financial Audit Report on Transgaz' annual financial statements ended on 31 December 2015 and of its opinion expressed in the report to the independent auditor, DELOITTE AUDIT SRL.

Art.5. Approves the allocation of the net profit for financial year 2015 and the establishing of the dividend as follows:

• Gross result of financial year:	607.100.675,00 RON
• Current income tax, of which:	118.371.673,00 RON
○ Deferred tax on profit:	2.350.359,00 RON
• Net result of financial year:	488.729.002,00 RON
○ Legal reserves	-
○ Other reserves	-
○ Coverage of accounting loss from previous years	-
○ Establishing of own financing sources for projects co-financed from external loans	-
• Net profit not allocated:	488.729.002,00 RON
○ Employees' participation in the profit:	11.236.161,00 RON

○ Dividends due to the shareholders (65.0197%)	325.075.832,84 RON
○ Gross dividend per share	27,61 RON
○ Profit for establishing own financing sources	163.653.169,16 RON

Art.6. Takes note of the Advisory Nomination and Remuneration Committee's Report on remuneration and other benefits granted to the administrators and managers in financial year 2015.

Art.7. Approves the administrator's discharge from administration for the activity performed in 2015 in the conditions of the GMS's approval of the financial statements ended 31.12.2015, based on the Report issued by the Board of Administration and on the independent financial auditor's opinion expressed in its report, compliant with Art. 126, Art. 155, Art. 144¹ – 144⁴ and Art. 186 of Law 31/1990 on the companies, republished, as further amended and supplemented.

Art.8. Does not approve the changes to the Rules of Procedure and Organization of Transgaz' Board of Administration, this issue following to be inserted in the agenda of the next OGMS, date until which it will become applicable the amended Articles of Incorporation accordingly.

Art.9. Does not approve the policy for the management of the conflicts of interest, date until which it will become applicable the amended Articles of Incorporation accordingly.

Art.10. Does not approve the policy for the remuneration of Transgaz' Director - General and of the members of the Board of Administration, this issue following to be inserted in the agenda of the next OGMS date until which it will become applicable the amended Articles of Incorporation accordingly.

Art.11. Does not, approve the procedure for the appointment of the members of the Board of Administration, this issue following to be inserted in the agenda of the next OGMS date until which it will become applicable the amended Articles of Incorporation accordingly.

Art.12. Approves the prescription of the dividends for financial year 2012 established by the OGMS Resolution 5/30.04.2013, not claimed until 28.06.2016, and the recording of their value in the revenue account of the Company.

Art.13. Takes note of the Transgaz Q IV 2015 Report on the procured assets, services and works having a value higher than EUR 500,000/procurement (for the procurement of assets and works) and EUR 100,000/procurement (for services).

Art. 14. Sets the date of **22 June 2016** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

Art.15. Sets the date of **21 June 2016** as ex-date.

Art.16. Sets the date of **13 July 2016** as payment date.

Art. 17. Empowers Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, 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 of the Ordinary General Meeting of the Shareholders at the Trade Register Office near Sibiu Law Court.

Chairman of the Board of Administration Ion Sterian

by representative Văduva Petru Ion



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RESOLUTION no. 3
of the Extraordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Medias,
issued on 29 April 2016

The Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, and under article 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 29 April 2016, the second convening, at the headquarters of the National Gas Transmission Company Transgaz S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. Approves the amending of Transgaz's Articles of Incorporation as follows:

1. Chapter IV, Art. 15, point 3, letter (a) is amended and shall have the following content:
'(a) to approve the overall development, refurbishment, modernization, financial and economic restructuring strategy, the policies of Transgaz S.A., prepared according to the regulations in force.'
2. Chapter V, Art. 20, point 1, letter (a) is amended and shall have the following content:
'(a) to establish the main directions of activity and development of the company, to draw up the policies of Transgaz S.A., according to the regulations in force.'

Empowers the Director-General of Transgaz to sign the Company's updated Articles of Incorporation for publication according to Companies' Law no. 31/1990, republished, as further amended and supplemented.

Art.2. Approves the proposal to close down the secondary offices without legal personality within Transgaz SA, according to Annex 1 of this Resolution, and the empowerment of Mr Petru Ion Vaduva, Director-General of Transgaz SA to fulfil all the formalities for the registration of the changes in the structure of the Regional Offices in Annex 1 to this Resolution at the Trade Register Office, near Sibiu Court.

Art.3. Approves the proposal to terminate the association for the achievement of the Nabucco project, approved by EGMS Decision 4/2005, and the empowerment of the Board of Administration to approve the conditions for the distribution of the assets remaining after the liquidation of the Nabucco companies. At the same time, requests the executive and administrative management to take the necessary measures in accordance with the applicable laws, preventing the incurring of any prejudice for Transgaz SA and its shareholders by the termination of the association and the distribution of the remaining assets, considering the costs generated by this project.

Art.4. Sets the date of **22 June 2016** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.

Art.5. Empowers Mr Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and Mr Petru Ion Văduva, as Director-General of Transgaz, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office, near Sibiu Law Court.

Chairman of the Board of Administration Ion Sterian
by representative Văduva Petru Ion

**SECONDARY OFFICES
PROPOSED FOR CLOSING DOWN**

No.	NAME	NACE Code	ADDRESS
0	1	2	4
CRAIOVA REGIONAL OFFICE			
1	GOVORA SECTOR	4950	126 Drumul Gării Street, Râmnicu-Vâlcea, Vâlcea County
2	HUREZANI SECTOR	4950	Hurezani, Busuioci village, no. 91 Gorj County
3	TURNU MAGURELE SECTOR	4950	2 Portului Street, Turnu Măgurele, Teleorman County
CONSTANȚA REGIONAL OFFICE			
1	NĂVODARI SECTOR	4950	28 Luminei Street, Năvodari, Constanța County
2	IMPORT ISACCEA II GAS METERING STATION	4950	91 Câmpia Libertății Street, Isaccea, Tulcea County
CLUJ REGIONAL OFFICE			
1	SATU MARE SECTOR	4950	86 Aurel Vlaicu Street, Satu Mare, Satu Mare County
BUCHAREST REGIONAL OFFICE			
1	BUCHAREST WEST SECTOR	4950	2- 4 Lacul Ursului Street, 060594, District 6, Bucharest