

DRAFT RESOLUTION

Resolution No. 9 of the Ordinary General Assembly of TRANSGAZ' Shareholders held on 23 September 2013

The Ordinary General Assembly of the Shareholders of the National Gas Transmission Company "Transgaz SA", open company, headquartered in Medias, no. 1, C.I. Motas Square, Sibiu County registered with the Register of Commerce Sibiu under no. J32/301/2000, VAT no. RO13068733, convened based on Article 117, Law no. 31/1990 on trading companies, amended from time to time and Article 16 of the Articles of Incorporation, issues the following resolution today, 23 September 2013, at the headquarters of the National Gas Transmission Company "Transgaz SA", no. 1, C.I. Motas Square, Sibiu County:

RESOLUTION

The Ordinary General Assembly of TRANSGAZ Shareholders:

- Article 1** Approves TRANSGAZ Plan of Administration for 2013-2016 as prepared by the Board of Administrators according to GEO no. 109/2011 on the corporate governance of public enterprises.
- Article 2** Approves the form of the mandate contract to be signed with the members of TRANSGAZ Board of Administrators.
- Article 3** Empowers Mr./Mrs....., residing in....., holder of ID card no....., issued by....., on....., Personal No..... to sign the mandate contract with the members of TRANSGAZ Board of Administrators.
- Article 4** Approves the appointment of PriceWaterHouseCoopers SRL Bucharest as auditor of TRANSGAZ annual financial statements, the entering into the financial audit contract for a period of two years and the financial statements for 2013 and 2014 following the expiration of the audit contract after the financial statements for 2012 have been audited.
- Article 5** Sets the date of **11 October 2013** as a registration date for the shareholders subject to the Decision of the Ordinary General Assembly of the Shareholders.
- Article 6** Empowers Mr. Ion STERIAN, the Chairman of the Board of Administrators, to sign the Decision of the Ordinary General Assembly of the Shareholders and Mr. Petru Ion VADUVA, as Director General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for publication and registration thereof with the Office of Trade Register under the Law Court Sibiu.

Ion STERIAN
Chairman of the Board