



RESOLUTION NO. 7

of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, as of 3 December 2018

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, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 3 December 2018, at the first convening, in which shareholders representing 68.6349% of the share capital and 68.6349% of the total voting rights participated, 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. With 8080942 votes *For*, representing 99.999750% of the total number of expressed votes, with 20 votes *Abstention*, representing 0.000250% of the total number of expressed votes, approves the appointment of BDO AUDIT S.R.L. as the financial auditor of SNTGN Transgaz S.A. Mediaș for the period 2018-2023.

The administrative and executive management bears the entire responsibility for the selection and conclusion of the contract with the financial auditor BDO AUDIT SRL for the period 2018 – 2023, in economic efficiency conditions, according to the applicable laws, avoiding the occurrence of any possible damage for the Company.

Art.2. With 7904421 votes *For*, representing 97.815350% of the total number of expressed votes, with 176521 votes *Against*, representing 2.184410% of the total number of expressed votes, and with 20 votes *Abstention*, representing 0.000250% of the total number of expressed votes, approves the distribution/re-distribution of the amounts recorded in the accounts 'retained earnings' and/or 'other reserves' in the amount of lei 13,472,486.

Art.3. With 7904421 votes *For*, representing 97.815350% of the total number of expressed votes, with 176521 votes *Against*, representing 2.184410% of the total number of expressed votes, and with 20 votes *Abstention*, representing 0.000250% of the total number of expressed votes, approves the gross dividend per share in the amount of 1.14 lei/share and of the date of 28.12.2018 as dividend pay-out date.

Art.4. With 7360036 votes *For*, representing 96.697350% of the total number of expressed votes, with 20 votes *Abstention*, representing 0.000260% of the total number of expressed votes and with 251358 votes *Cancelled* representing 3.302380% of the total number of expressed votes, sets the date of **19 December 2018** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.5. With 8079542 votes *For*, representing 99.982430% of the total number of expressed votes, with 1400 votes *Against*, representing 0.017320% of the total number of expressed votes, and with 20 votes *Abstention*, representing 0.000250% of the total number of expressed votes, sets the date of **18 December 2018** as an ex-date, according to the applicable laws.

Art.6. With 8080942 votes *For*, representing 99.999750% of the total number of expressed votes and with 20 votes *Abstention*, representing 0.000250% of the total number of expressed votes, empowers Mr Nicolae Minea, as Chairman of the meeting, or his deputy, Mr Remus Gabriel Lăpușan, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr Grigore Târsac, as Deputy 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 attached to Sibiu Law Court.

Chairman of the meeting

Nicolae Minea