



RESOLUTION NO. 3
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Mediaș,
dated 19 June 2017

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 19 June 2017, 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. Takes note of the Report issued by the Board of Administration of Transgaz on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q I 2017.

Art.2. Approves the appointment of Mr. Minea Nicolae and of Mr. Lăpușan Remus-Gabriel as interim administrators.

Art.3. Sets the 4 months duration of the interim members' mandate, with the possibility of extension, for duly justified reasons, for an additional period of two months, but no later than the completion of the procedure for the selection of the members of Transgaz' Board of Administration in line with GEO no 109/2011, provided it is completed during such interval. The mandate contracts of the interim members will enter into force as of 11.07.2017.

Art.4. Approves the following:

1. The setting of the maximum value of the fixed monthly gross remuneration of the interim administrators in the amount of RON 4,970;
2. The setting of the template of the Mandate contract to be signed with Transgaz' interim administrators, according to annex no 2 to the Order of the Ministry of Economy no.624/16.06.2017.
3. Empowering Mrs Viorica ILIE, to sign the mandate contracts with the interim administrators.

Art.5. **Does not approve** the distribution under the form of dividends of the amounts existing in the accounting books to other reserves and the retained earnings on 31.12.2016.

Art.6. Sets the date of **7 July 2017** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.7. Sets the date of **6 July 2017** as an ex-date, according to the applicable law.

Art.8. Sets the date of **18 July 2017** as payment date.

Art.9. Empowers Mr. Ion Sterian, as Chairman of the meeting, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of 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

Ion Sterian