



**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



DRAFT RESOLUTION

RESOLUTION NO. 1

**of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Mediaș,
as of 27 April 2015**

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 27 April 2015, 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 documents related to the procurement of the land ownership certificates for the lands associated to the premises of the Sf. Gheorghe GMS, Rasnov GMS, Predeal GMS, Fieni GMS and Covasna GMS owned by SNTGN TRANSGAZ SA Mediaș, according to the provisions of Government Resolution No. 834/1991 on the establishment and evaluation of lands owned by state owned companies, as further amended and supplemented.

Art. 2. Approves the Rules of procedure and organization of TRANSGAZ's Board of Administration.

Art. 3. Approves of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2014, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 1286/2012.

Art. 4. Acknowledges the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2014.

Art. 5 Acknowledges the annual report on the sponsorship granted by the company in 2014.

Art. 6 Approves the gross dividend per share in amount of RON 21.80/share for financial year 2014, and of the date of 15 July 2015 as date for the beginning of dividend payment.

Art. 7 Acknowledges the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2014.

Art. 8 Approves the 2014 net profit allocation proposal.

Art. 9 Acknowledges the Report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2014.

Art. 10 Approves the administration discharge of the administrators for the activity performed in 2014.

Art. 11 Approves the income and expense budget of SNTGN Transgaz SA in the form and with the content approved by Government Resolution 237/2015 on the approval of the 2015 income and expense budget of SNTGN Transgaz SA, under the authority of the Ministry of Economy, Trade and Tourism.

Art. 12 Sets the date of **24 June 2015** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art. 13 Sets the date of **23 June 2015** as ex date.

Art. 14 Sets the date of **15 July 2015** as payment date.

Art. 15 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 attached to Sibiu Law Court.

Chairman of the Board of Administration

Ion Sterian