

DRAFT RESOLUTION

RESOLUTION NO. 7 of the Extraordinary General Assembly of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, as of 9 July 2013

The Extraordinary General Assembly 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 Trade Register Office under number J/32/301/2000, tax identification code RO13068733, convened under article 117 of Law 31/1990 on the trading companies, as further amended and supplemented, and under article 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 9 July 2013 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 art.8, points 1 and 3 of the updated Articles of Incorporation of Transgaz SA as follows:

Amendment of point1:

"The share capital of Transgaz S.A. is of 117,738,440.00 lei, completely subscribed and paid up by the shareholders of the company"

Amendment of point 3:

"The shareholding structure is as follows:

- The Romanian State, represented by the Ministry of the Public Finances (or its legal successors), a number of 6,888,840 shares, having a total value of 68,888,840.00 RON, representing 58.5097 % of the share capital;
- S.C. Fondul Proprietatea S.A., a number of 1,764,620 shares, having a total value of 17,646,200.00 RON, representing 14.9876 % of the share capital;
- free-float shareholders, Romanian and foreign natural and legal persons, representing 26.5027% of the share capital."

The syntagms "Ministry of Economy, Trade and Business Environment" and "ministry of economy, trade and business environment" in the entire Articles of Incorporation shall be substituted with the "Ministry of the Public Finances" and the "ministry of the public finances".

Art.2. Sets the date of **26 July 2013** as registration date for the shareholders subject to the Resolution of the Extraordinary General Assembly of the Shareholders.

Art.3. Empowers the Chairman of the Board of Administration to sign the Resolution of the Extraordinary General Assembly of the Shareholders and of the Director-General of S.N.T.G.N. Transgaz S.A to sign the necessary documents for the registration and publication of the Extraordinary General Assembly of the Shareholders Resolution at the Trade Register Office attached to Sibiu Law Court, and the updated Articles of Incorporation for registration at the Trade Register Office attached to Sibiu Law Court.

Chairman of the Board of Administration