



DRAFT RESOLUTION

RESOLUTION NO. 1 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, as of 28 April 2014

The Ordinary General Meeting 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 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 28 April 2014, 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 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 S.N.T.G.N. TRANSGAZ S.A. for financial year 2013, drawn according to the International Financial Reporting Standards adopted by the European Union and approved by Order No. 1286/2012 of the Minister of the Public Finance.

Art.2. Acknowledges the Report of the Administrators of S.N.T.G.N. TRANSGAZ S.A. on the activity performed in 2013.

Art.3. Approves the gross dividend per share in amount of 17.58 RON/share for financial year 2013, the dividend payment date as of 29 July 2014, and the maintaining of the paying agent BRD-Groupe Societe Generale.

Art.4. Acknowledges the Financial Audit Report on the S.N.T.G.N. TRANSGAZ S.A. annual financial statements as of 31 December 2013.

Art.5. Approves:

1. the breaking down of the net profit of financial year 2013 as follows:
 - a. dividends to shareholders – 206,984,177.52 RON;
 - b. profit for own financing sources – 127,507,237.48 RON.
2. Employee profit share according to article 141 of the Collective Labour Contract of S.N.T.G.N. TRANSGAZ S.A. in force, in amount of 10,342,266.00 RON.

Art.6. Acknowledges the advisory Nomination and Remuneration Committee report on the remuneration and other benefits granted to the administrators and directors during the financial year 2013.

Art.7. Sets the date of **19 May 2014** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.8. Empowers Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders and 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