



**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

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DRAFT RESOLUTION

RESOLUTION NO. 5 of the Ordinary General Assembly of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 29 April 2013

The Ordinary General Assembly 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 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 29 April 2013, 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 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 of Mediaș, for financial year 2012, drawn according to the International Financial Reporting Standards adopted by the European Union and approved by OMFP 1286/2012.

Art.2. Approves the Report of the Administrators of SNTGN TRANSGAZ SA of Mediaș on the activity performed in 2012.

Art.3. Acknowledges the Financial Audit Report on the SNTGN TRANSGAZ SA Mediaș annual financial statements as of 31 December 2012.

Art.4. Approves the breaking down of the net profit of financial year 2012.

Art.5. Approves the gross dividend per share in amount of 21.29 lei/share for financial year 2012, the dividend payment date as of 28 June 2013, and the maintaining of the paying agent BRD-Groupe Societe Generale.

Art.6. Acknowledges the fulfilment as of 31 December 2012 of the performance criteria and objectives set in Annex 1 of the Contract of Mandate of the Director-General of SNTGN TRANSGAZ SA of Mediaș.

Art.7. Elects the following persons members of the Board of Administration of the National Gas

Transmission Company TRANSGAZ S.A., by cumulative
voting: _____

Art.8. Sets the date of 14 June 2013 as registration date for the shareholders subject to the Resolution of the Ordinary General Assembly of the Shareholders.

Art.9. Empowers the Chairman of the Board of Administration to sign the Resolution of the Ordinary General Assembly of the Shareholders and Mr. Rusu Ioan, as Director-General of SNTGN TRANSGAZ SA of Mediaş, to sign the necessary documents for the registration and publication of the Resolution of the Ordinary Assembly of the Shareholders and of the documents necessary for the submitting of the financial statements at the Trade Register Office attached to Sibiu Law Court.

Chairman of the Board of Administration
Schmidt Victor Alexandru