



**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. 6 of the Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 2 October 2014

The Extraordinary 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 2 October 2014, 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 amending of the Articles of Incorporation of SNTGN Transgaz SA according to Annex 1 of this Resolution, and empowers the Director - General of SNTGN Transgaz SA to sign the Company's updated Articles of Incorporation, for achieving the publicity forms under Trading Companies Law 31/1990, republished, as further amended and supplemented.

Art.2. Approves:

- the establishing within the Constanța Regional Office of the following subsidiary offices, without legal personality: Isaccea GMS, Import Isaccea II GMS, Negru-Vodă GMS (Annex 2);
- the establishing at Bucharest of the subsidiary office, without legal personality, "TRANSGAZ ROMANIA REPRESENTATIVE OFFICE" (Annex 2);
- the changing of the name of the subsidiary office "S.N.T.G.N. TRANSGAZ S.A. Bucharest Representative Office" into "The European Funds and International Relations Division" (Annex 3);
- the empowerment of the Director - General of S.N.T.G.N. TRANSGAZ S.A., Mr. Petru Ion Văduva, to fulfil all the formalities for the registration of the secondary offices above at the Trade Register Office attached to Sibiu Court.

Art.3. Sets the date of **20 October 2014** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.

Art.4. Empowers Mr. Ion Sterian, as Chairman of the Board of Administration to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and Mr. Petru Ion Văduva, as the General - Director of S.N.T.G.N. TRANSGAZ S.A. to sign the necessary documents for the registration and publication of the Extraordinary General Meeting of the Shareholders Resolution at the Trade Register Office attached to Sibiu Law Court.

Chairman of the Board of Administration

Ion Sterian

The Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A. Mediaș, updated on 17.07.2014, shall be amended as follows:

1) Chapter I, Article 2 shall have the following content:

"TRANSGAZ S.A. is a Romanian legal person, having the legal form of public limited liability company, organized and existing under the laws of Romania and these Articles of Incorporation."

2) Chapter II, Article 6 shall have the following content:

1 "TRANSGAZ S.A. gives effect to the national strategic goals regarding gas transmission, international transit, cross - border transmission, dispatching, research and design, by performing trading acts related to its object of activity approved by these Articles of Incorporation, in line with the Romanian laws."

3) Chapter IV, Article 14, paragraph 3 shall have the following content:

"Following admission to trading of TRANSGAZ S.A. shares on a regulated market, shareholders, other than the State, may also be represented in the general meeting of the shareholders by other persons than the shareholders, directors and employees of TRANSGAZ S.A., by special power of attorney, according to the capital market laws."

4) Chapter IV, Article 15, paragraph 3 is supplemented with a new letter (b¹) having the following content:

"b¹) sets the criteria for the election of the Board of Administration members when two or more persons proposed obtain the same number of cumulated votes, expressed by the same number of shareholders."

5) Chapter IV, Article 15, paragraph 3, letter (d) shall have the following content:

"(d) sets the remuneration of the Board of Administration members in accordance with the structure and limits established by the law, approves the contract of mandate concluded with the Board of Administration members and with the Director – General."

6) Chapter IV, Article 16, point 2.1, letter (i) is amended and shall have the following content: "the modality of distribution of the documents and information regarding the issues on the agenda of the general meeting, the date as of which and the website where such documents and information will be available."

7) Chapter IV, Article 16, point 2.1 is supplemented with letter (j¹) having the following content:

"(j¹) the modality of obtaining the form of vote by correspondence."

8) Chapter IV, Article 16, point 2.1, letter (k) shall have the following content:

"(j) the deadline and the location for the submission / receipt of the special powers of attorney and the forms of vote by correspondence."

9) Chapter IV, Article 16, point 3.1 shall have the following content:

"3.1 Through the Board of Administration's diligence the documents to be considered and approved by the General Meeting of the Shareholders, the special powers of attorney, the forms of vote by correspondence and the information materials related to each issue on the agenda shall be made available to the shareholders concerned."

10) Chapter IV, Article 16, point 3.2 shall have the following content:

"3.2 The date as of which the documents, the information materials, the special powers of attorney and the forms to be used for the vote by correspondence related to the issues on the agenda and which will be made available to the shareholders shall be at least 30 days prior to the general meeting convening date, unless stipulated differently by the law."

11) Chapter IV, Article 16, point 3.3 shall have the following content:

"3.3 The documents, information materials, special power of attorneys and forms of vote by correspondence shall be made available to the shareholders on TRANSGAZ S.A.'s website or at the company's headquarters, and in other locations which may be established by the Board of Administration and mentioned in the convening."

12) Chapter IV, Article 16, point 3.5 shall have the following content:

"The special power of attorney and the form of vote by correspondence shall be valid only for the General Meeting

of the Shareholders for which such power of attorney or form of vote by correspondence have been requested, and the content of the special power of attorney form shall be in accordance with the law and shall be made available to the shareholders concerned in 3 (three) counterparts: one for the shareholder, one for the representative and one for the issuer.”

13) Chapter IV, Article 18, paragraph 1 shall have the following content:

“1 The resolutions of the General Meeting of the Shareholders shall be taken by show of hands, unless stipulated differently by the law.”

14) Chapter IV, Article 18, is supplemented with 1¹ and 1², having the following content:

“1¹ Shareholders may vote in the General Meeting of the Shareholders in person, by proxy, by correspondence or electronically.

1² For voting by proxy, the power of attorney may be submitted at the headquarters of the company, in original, 24 hours before the Meeting or may be sent electronically, having the electronic signature enclosed, attached or associated logically.”

15) Chapter V, Article 19, paragraph 5 – Passing decisions - shall have the following content:

“A valid resolution of the Board of Administration shall require 3 (three) members of the number of members, and such resolution shall be made with the majority of the members which are present or represented by proxy.”

16) Chapter V, Article 19, paragraph 8, is supplemented with two new paragraphs, (8¹) and (8²), having the following content:

“8¹ The Board of Administration shall inform within the first General Meeting of the Shareholders following the conclusion of the legal document of:

- any transaction with the administrators or with the directors, employees, shareholders controlling the company or with a company controlled by them;
- transactions concluded with the spouse, relatives or in-laws up to the fourth degree, including for the persons foreseen above;
- any transaction concluded between TRANSGAZ S.A. and another public enterprise or public supervisory body, if the transaction has a value of at least the RON equivalent of EUR 100,000, individually or in a series of transactions.

8² The Board of Administration shall make available to the General Meeting of the Shareholders and to the financial auditors TRANSGAZ S.A. documents and activity reports according to the law.”

17) Chapter V, Article 19 is supplemented with paragraph 11 entitled “Advisory committees”, having the following content:

“11 Advisory committees

11.1 At the level of the Board of Administration and compliant with the laws in force, the Nomination and Remuneration Committee and the Audit and Rating Committee shall be constituted. The Board of Administration may decide on the constitution of other advisory committees for the analysis of issues under the laws in force or chosen by the Board of Administration, for advisory purposes regarding the issues selected.

11.2 The Nomination and Remuneration Committee and the Audit and Rating Committee consist of non-executive administrators, and at least one of the members of each committee is independent. For other advisory committees to be constituted at the level of the Board of Administration, their constitution shall be established by the Board of Administration.

11.3 The Board of Administration assesses the independence of its non-executive members, the assessment criteria being based on the analysis of the following situations:

- (a) a non-executive administrator is not a director of the company or of a company controlled by it or did not hold such position over the last five years;
- (b) is not an employee of the company or of a company controlled by it and did not have such employment relationship over the last five years;
- (c) does not receive and did not receive from the company or from a company controlled by it an additional remuneration or other benefits, other than related to its position of non-executive administrator;
- (d) is not and does not represent in any way an important shareholder of the company;

- (e) does not have and did not have over the last financial year any personal business relationship with the company or with a company controlled by it, or a business relationship as an associate, shareholder, administrator, director or employee of a company which has such relationship with the company, if, by their substantive nature, they may affect its objectivity. Business relationships include, without limitation, the position of: important provider of goods and services (including financial, legal, advisory services, etc) and/or important client of the company or of the organizations which receive significant contributions from the company or its group, as appropriate;
- (f) is not and was not over the last three years an associate or employee of the current or past financial auditor of the company or of a company controlled by it;
- (g) is not an administrator / a director in another company in which an administrator / a director of the company is a non-executive administrator and does not have significant connections with the administrators / directors of the company, considering the position held in other companies or entities;
- (h) was not a non-executive member of the Board of Administration of the company for more than three mandates;
- (i) is not a member of the close family – spouse or relative until the fourth degree included – of one of the Board of Administration members or directors of the company or of the persons referred to at letters a) to h) above.

11.4. Operation and passing of resolutions

- (a) the advisory committees operate based on the internal rules on the organization and operation of the advisory committees constituted at the level of the Board of Administration;
- (b) the committees shall submit to the Board of Administration regularly reports of their activity regarding the monitorisation, analysis and assessment of the directors' activity and compliance with the Board of Administration orders."

18) Chapter V, Article 20, paragraph 1, is supplemented with (a¹), (a²) and (d¹) having the following content:

"(a¹) prepares the plan of administration, which includes the administration strategy over the duration of the mandate for achieving the objectives and performance criteria set by the contract of mandate;
 (a²) approves the internal rules on the organization and operation of the advisory committees constituted at the level of the Board of Administration and their constitution; "
 "(d¹) approves the management plan over the duration of the mandate and for the first year of the mandate of the Director – General of TRANSGAZ S.A."

19) Letter (v) of Chapter V, Article 20, paragraph 1 shall be removed.

20) Chapter V, Article 20, point 2.2 is supplemented with letter (a¹) having the following content:

"(a¹) prepares and submits for approval to the Board of Administration the management plan over the duration of the mandate and for the first year of the mandate."

21) Chapter V, Article 20, is supplemented with points 2.3 and 2.4 having the following content:

2.3 The Director – General prepares and submits to the Board of Administration the reports required by the law.
 2.4 The Director – General submits to the Board of Administration for approval any transaction foreseen by the law if such transaction has a value of at least the RON equivalent of EUR 50, individually or in a series of transactions."

DIRECTOR - GENERAL
Petru Ion Văduva

Legal Division Director
 Olga Idu

SUBSIDIARY OFFICES PROPOSED FOR ESTABLISHMENT

NO.	NAME	NACE CODE	ADDRESS
0	1	2	4
CONSTANȚA REGIONAL OFFICE			
1	ISACCEA GMS	4950	91 Câmpia Libertății Street Isaccea, Tulcea County
2	IMPORT ISACCEA II GMS	4950	91 Câmpia Libertății Street Isaccea, Tulcea County
3	NEGRU-VODĂ GMS	4950	Negru Vodă, FN Constanța County
S.N.T.G.N. TRANSGAZ S.A.			
1	TRANSGAZ ROMANIA REPRESENTATIVE OFFICE	4950	55 Primăverii Blvd. Sector 1, Bucharest

TRANSGAZ SUBSIDIARY OFFICE NAME CHANGE

The name of the subsidiary office S.N.T.G.N. TRANSGAZ SA Bucharest Representative Office, in Bucharest, Sector 1, 155 Victoriei Road, block D1, floor 3, shall be changed into “The European Funds and International Relations Division”.

NO.	NAME	NACE CODE	ADDRESS
0	1	2	4
S.N.T.G.N. TRANSGAZ S.A.			
1	THE EUROPEAN FUNDS AND INTERNATIONAL RELATIONS DIVISION	4950	155 Victoriei Road, block D1, floor 3 Code 010073, Sector 1, Bucharest