

## ORDINARY GMS VOTING REPORT

GMS date: 27/04/2017

**1. Approval 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 2016, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	38.000000	0.000000	2.000000	0.000000
Number of votes	8566598.000000	0.000000	2507.000000	0.000000
Number of votes % of the total number of votes	72.759570	0.000000	0.021290	0.000000
Number of votes % of the total number of votes expressed	99.970740	0.000000	0.292260	0.000000
Number of votes % of the total number of valid votes	99.970740	0.000000	0.292260	0.000000

**2. Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2016.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	37.000000	0.000000	3.000000	0.000000
Number of votes	1677758.000000	0.000000	6891347.000000	0.000000
Number of votes % of the total number of votes	14.249870	0.000000	58.530990	0.000000
Number of votes % of the total number of votes expressed	19.579150	0.000000	80.420850	0.000000
Number of votes % of the total number of valid votes	19.579150	0.000000	80.420850	0.000000

**3. Approval of the gross dividend per share in the amount of RON 46,33/share for the financial year 2016, and of the date of 18 July 2017 as date for the beginning of dividend payment.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	0.000000	1.000000	0.000000
Number of votes	8569098.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	72.780800	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999920	0.000000	0.000080	0.000000
Number of votes % of the total number of valid votes	99.999920	0.000000	0.000080	0.000000

**4. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2016.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	37.000000	0.000000	3.000000	0.000000
Number of votes	1677758.000000	0.000000	6891347.000000	0.000000
Number of votes % of the total number of votes	14.249870	0.000000	58.530990	0.000000
Number of votes % of the total number of votes expressed	19.579150	0.000000	80.420850	0.000000
Number of votes % of the total number of valid votes	19.579150	0.000000	80.420850	0.000000

**5. Approval of the 2016 net profit distribution proposal.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	0.000000	1.000000	0.000000
Number of votes	856098.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	72.780800	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999920	0.000000	0.000080	0.000000
Number of votes % of the total number of valid votes	99.999920	0.000000	0.000080	0.000000

**6. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in the financial year 2016.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	36.000000	1.000000	3.000000	0.000000
Number of votes	1388772.000000	16939.000000	7163394.000000	0.000000
Number of votes % of the total number of votes	11.795400	0.143870	60.841590	0.000000
Number of votes % of the total number of votes expressed	16.206730	0.197680	83.595590	0.000000
Number of votes % of the total number of valid votes	16.206730	0.197680	83.595590	0.000000

**7. Approval of the administration discharge of the administrators for the activity performed in 2016.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	38.000000	0.000000	2.000000	0.000000

Number of votes	8566598.000000	0.000000	2507.000000	0.000000
Number of votes % of the total number of votes	72.759570	0.000000	0.021290	0.000000
Number of votes % of the total number of votes expressed	99.970740	0.000000	0.029260	0.000000
Number of votes % of the total number of valid votes	99.970740	0.000000	0.029260	0.000000

**8. Approval of prescription of 2013 financial year dividends established under OGMS Resolution 1/28.04.2014, left unclaimed until 29 July 2017, and registration of their value in the revenue account of the company.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	0.000000	1.000000	0.000000
Number of votes	8569098.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	72.780800	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999920	0.000000	0.000080	0.000000
Number of votes % of the total number of valid votes	99.999920	0.000000	0.000080	0.000000

**9. Report on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q IV 2016.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	33.000000	0.000000	7.000000	0.000000
Number of votes	1394455.000000	0.000000	7174650.000000	0.000000
Number of votes % of the total number of votes	11.843670	0.000000	60.937190	0.000000
Number of votes % of the total number of votes expressed	16.273050	0.000000	83.726950	0.000000
Number of votes % of the total number of valid votes	16.273050	0.000000	83.726950	0.000000

**10. Start of Transgaz Board of Administration member selection procedure, according to Art. 29 (3) of Government Emergency Ordinance 109/2011 on corporate governance of public enterprises, approved as further amended and supplemented by Law 111/2016**

**The version proposed by the majority shareholder the Ministry of Economy by letter no 30051/PIN/14.03.2017**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	27.000000	9.000000	4.000000	0.000000
Number of votes	7731647.000000	418672.000000	418786.000000	0.000000

Number of votes % of the total number of votes	65.667990	3.555950	3.556920	0.000000
Number of votes % of the total number of votes expressed	90.227010	4.885830	4.887160	0.000000
Number of votes % of the total number of valid votes	90.227010	4.885830	4.887160	0.000000

**11. Approval of the request for renewal of Transgaz Board of Administration members' mandates:**

**1. STERIAN ION**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	35.000000	4.000000	1.000000	0.000000
Number of votes	8117112.000000	451986.000000	7.000000	0.000000
Number of votes % of the total number of votes	68.941900	3.838900	0.000060	0.000000
Number of votes % of the total number of votes expressed	94.725320	5.274600	0.000080	0.000000
Number of votes % of the total number of valid votes	94.725320	5.274600	0.000080	0.000000

**2. VADUVA PETRU ION**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	35.000000	4.000000	1.000000	0.000000
Number of votes	8117112.000000	451986.000000	7.000000	0.000000
Number of votes % of the total number of votes	68.941900	3.838900	0.000060	0.000000
Number of votes % of the total number of votes expressed	94.725320	5.274600	0.000080	0.000000
Number of votes % of the total number of valid votes	94.725320	5.274600	0.000080	0.000000

**3. ILIESCU BOGDAN GEORGE**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	33.000000	6.000000	1.000000	0.000000
Number of votes	8010055.000000	559043.000000	7.000000	0.000000
Number of votes % of the total number of votes	68.032620	4.748180	0.000060	0.000000
Number of votes % of the total number of votes expressed	93.475980	6.523940	0.000080	0.000000
Number of votes % of the total number of valid votes	93.475980	6.523940	0.000080	0.000000

**4. CERNOV RADU STEFAN**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	28.000000	7.000000	5.000000	0.000000
Number of votes	1109959.000000	7447883.000000	11263.000000	0.000000
Number of votes % of the total number of votes	9.427330	63.257870	0.095660	0.000000
Number of votes % of the total number of votes expressed	12.953030	86.915530	0.131440	0.000000
Number of votes % of the total number of valid votes	12.953030	86.915530	0.131440	0.000000

**5. RIZOIU ANDREI**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	28.000000	7.000000	5.000000	0.000000
Number of votes	1109959.000000	7447883.000000	11263.000000	0.000000
Number of votes % of the total number of votes	9.427330	63.257870	0.095660	0.000000
Number of votes % of the total number of votes expressed	12.953030	86.915530	0.131440	0.000000
Number of votes % of the total number of valid votes	12.953030	86.915530	0.131440	0.000000

**12. Appointment of Transgaz Board of Administration members**  
**The version proposed by the Board of Administration.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	35.000000	1.000000	3.000000	1.000000
Number of votes	8134014.000000	274547.000000	160507.000000	37.000000
Number of votes % of the total number of votes	69.085460	2.331840	1.363250	0.000310
Number of votes % of the total number of votes expressed	94.922560	3.203920	1.873090	0.000430
Number of votes % of the total number of valid votes	94.922970	3.203930	1.873100	0.000430

**1. STERIAN ION**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	1.000000	0.000000
Number of votes	6888840.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000060	0.000000

Number of votes % of the total number of votes expressed	99.999900	0.000000	0.000100	0.000000
Number of votes % of the total number of valid votes	99.999900	0.000000	0.000100	0.000000

## 2. VADUVA PETRU ION

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	1.000000	0.000000
Number of votes	6888840.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999900	0.000000	0.000100	0.000000
Number of votes % of the total number of valid votes	99.999900	0.000000	0.000100	0.000000

## 3. ILIESCU BOGDAN GEORGE

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	1.000000	0.000000
Number of votes	6888840.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999900	0.000000	0.000100	0.000000
Number of votes % of the total number of valid votes	99.999900	0.000000	0.000100	0.000000

**13. Approval of the mandate contract with the fix component of remuneration for the period 30.04.2017 – 29.04.2021, and empowerment of a public supervisory body representative to sign the mandate contract with the new administrators.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	29.000000	0.000000	9.000000	1.000000
Number of votes	975639.000000	0.000000	704589.000000	37.000000
Number of votes % of the total number of votes	8.286500	0.000000	5.984360	0.000310
Number of votes % of the total number of votes expressed	11.385540	0.000000	8.222430	0.000430
Number of votes % of the total number of valid votes	11.385590	0.000000	8.222470	0.000430

**In the form presented in Annex no 4 to the Order for Mandating no 382/26.04.2017**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	0.000000	0.000000
Number of votes	6888840.000000	0.000000	0.000000	0.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000000	0.000000
Number of votes % of the total number of votes expressed	80.391590	0.000000	0.000000	0.000000
Number of votes % of the total number of valid votes	80.391590	0.000000	0.000000	0.000000

**1. Frasin Mihai-Eduard**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	1.000000	0.000000
Number of votes	6888840.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999900	0.000000	0.000100	0.000000
Number of votes % of the total number of valid votes	99.999900	0.000000	0.000100	0.000000

**14. The approval of the revenue and expenditure budget of SNTGN Transgaz SA for 2017 and of the estimations for 2018-2019.**

**The version proposed by the Board of Administration.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	30.000000	3.000000	4.000000	2.000000
Number of votes	1391625.000000	277340.000000	11256.000000	44.000000
Number of votes % of the total number of votes	11.819630	2.355560	0.095600	0.000370
Number of votes % of the total number of votes expressed	16.239940	3.236490	0.131350	0.000510
Number of votes % of the total number of valid votes	16.240110	3.236530	0.131360	0.000510

**The version proposed by the majority shareholder the Ministry of Economy by letter no 1337/06.04.2017**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	1.000000	0.000000	0.000000	2.000000

Number of votes	6888840.000000	0.000000	0.000000	44.000000
Number of votes % of the total number of votes	58.509690	0.000000	0.000000	0.000370
Number of votes % of the total number of votes expressed	80.391180	0.000000	0.000000	0.000510
Number of votes % of the total number of valid votes	80.392010	0.000000	0.000000	0.000510

**15. Setting the date of 27 June 2017 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	0.000000	1.000000	0.000000
Number of votes	8569098.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	72.780800	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999920	0.000000	0.000080	0.000000
Number of votes % of the total number of valid votes	99.999920	0.000000	0.000080	0.000000

**16. Setting the date of 26 June 2017 as ex date, according to the applicable laws.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	0.000000	1.000000	0.000000
Number of votes	8569098.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	72.780800	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999920	0.000000	0.000080	0.000000
Number of votes % of the total number of valid votes	99.999920	0.000000	0.000080	0.000000

**17. Setting the date of 18 July 2017 as payment date.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	0.000000	1.000000	0.000000
Number of votes	8569098.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	72.780800	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999920	0.000000	0.000080	0.000000

Number of votes % of the total number of valid votes	99.999920	0.000000	0.000080	0.000000
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**18. Empowerment of 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.**

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	0.000000	1.000000	0.000000
Number of votes	8569098.000000	0.000000	7.000000	0.000000
Number of votes % of the total number of votes	72.780800	0.000000	0.000060	0.000000
Number of votes % of the total number of votes expressed	99.999920	0.000000	0.000080	0.000000
Number of votes % of the total number of valid votes	99.999920	0.000000	0.000080	0.000000

GMS Secretary  
Head of the Board of Administration  
and GMS Secretariat

Oana Monica Ștefan

Committee

Suciu Nicolae  
Claudia Elena Florea