

ORDINARY GMS VOTING REPORT

GMS date: 29/04/2016

1. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement on changes in equity, statement on cash flows, notes to financial statements) of SNTGN Transgaz SA for financial year 2015, prepared compliant with the International Financial Reporting Standards adopted by the European Union and approved by Order 1286/2012 of the Ministry of Public Finance

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	45.000000	0.000000	2.000000	0.000000
Number of votes	8882951.000000	0.000000	2520.000000	0.000000
Number of votes % of the total number of votes	75.446480	0.000000	0.021400	0.000000
Number of votes % of the total number of votes expressed	99.971640	0.000000	0.028360	0.000000
Number of votes % of the total number of valid votes	99.971640	0.000000	0.028360	0.000000

2. Presentation of the Report issued by the Board of Administration of SNTGN Transgaz SA on the activity performed in 2015

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	45.000000	0.000000	2.000000	0.000000
Number of votes	8882951.000000	0.000000	2520.000000	0.000000
Number of votes % of the total number of votes	75.446480	0.000000	0.021400	0.000000
Number of votes % of the total number of votes expressed	99.971640	0.000000	0.028360	0.000000
Number of votes % of the total number of valid votes	99.971640	0.000000	0.028360	0.000000

3. Approval of the 2015 gross dividend per share amounting to 21.24 RON/share, and the date of 13 July 2016 for the start of the dividend pay-outs.

The version proposed by the Board of Administration

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	32.000000	0.000000	1.000000	1.000000
Number of votes	1410367.000000	0.000000	20.000000	44.000000
Number of votes % of the total number of votes	11.978820	0.000000	0.000170	0.000370
Number of votes % of the total number of votes expressed	99.995460	0.000000	0.001420	0.003120
Number of votes % of the total number of valid votes	99.998580	0.000000	0.001420	0.003120

The version proposed by the majority shareholder according to the Draft resolution - proposal of the Ministry of Economy, Trade and Relations with the Business Environment (Letter no.1478/C6B/06.04.2016) .

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	13.000000	0.000000	1.000000	1.000000
Number of votes	7475040.000000	0.000000	20.000000	44.000000
Number of votes % of the total number of votes	63.488530	0.000000	0.000170	0.000370
Number of votes % of the total number of votes expressed	99.999140	0.000000	0.000270	0.000590
Number of votes % of the total number of valid votes	99.999730	0.000000	0.000270	0.000590

4. Presentation of the Financial Audit Report on Transgaz' annual financial statements ended on 31 December 2015.

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	44.000000	0.000000	2.000000	1.000000
Number of votes	8882914.000000	0.000000	2520.000000	37.000000
Number of votes % of the total number of votes	75.446170	0.000000	0.021400	0.000310
Number of votes % of the total number of votes expressed	99.971220	0.000000	0.028360	0.000420
Number of votes % of the total number of valid votes	99.971640	0.000000	0.028360	0.000420

5. Approval of the proposal to allocate the net profit for financial year 2015

The version proposed by the Board of Administration

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	32.000000	0.000000	1.000000	2.000000
Number of votes	1393879.000000	0.000000	20.000000	16569.000000
Number of votes % of the total number of votes	11.838780	0.000000	0.000170	0.140730
Number of votes % of the total number of votes expressed	98.823870	0.000000	0.001420	1.174720
Number of votes % of the total number of valid votes	99.998570	0.000000	0.001430	1.188680

The version proposed by the majority shareholder according to the Draft resolution - proposal of the Ministry of Economy, Trade and Relations with the Business Environment (Letter no.1478/C6B/06.04.2016) .

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	12.000000	0.000000	1.000000	2.000000
Number of votes	7475003.000000	0.000000	20.000000	16569.000000
Number of votes % of the total number of votes	63.488210	0.000000	0.000170	0.140730
Number of votes % of the total number of votes expressed	99.778570	0.000000	0.000270	0.221170
Number of votes % of the total number of valid votes	99.999730	0.000000	0.000270	0.221660

6. Presentation of the Advisory Nomination and Remuneration Committee's Report on remuneration and other benefits granted to the administrators and directors in financial year 2015.

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	39.000000	3.000000	5.000000	0.000000
Number of votes	8752286.000000	120856.000000	12329.000000	0.000000
Number of votes % of the total number of votes	74.336690	1.026480	0.104720	0.000000
Number of votes % of the total number of votes total expressed	98.501090	1.360150	0.138750	0.000000
Number of votes % of the total number of valid total votes	98.501090	1.360150	0.138750	0.000000

7. Approval of the administrators' discharge from administration for the activity performed in 2015

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	45.000000	0.000000	2.000000	0.000000
Number of votes	8882951.000000	0.000000	2520.000000	0.000000
Number of votes % of the total number of votes	75.446480	0.000000	0.021400	0.000000
Number of votes % of the total number of votes expressed	99.971640	0.000000	0.028360	0.000000
Number of votes % of the total number of valid votes	99.971640	0.000000	0.028360	0.000000

8. Approval of the changes to the Rules of Procedure and Organization of Transgaz' Board of Administration.

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	41.000000	1.000000	5.000000	0.000000
Number of votes	1984302.000000	6888840.000000	12329.000000	0.000000
Number of votes % of the total number of votes	16.853480	58.509690	0.104720	0.000000
Number of votes % of the total number of votes expressed	22.331980	77.529260	0.138750	0.000000
Number of votes % of the total number of valid votes	22.331980	77.529260	0.138750	0.000000

9. Approval of the policy for the management of the conflicts of interest

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	41.000000	1.000000	5.000000	0.000000
Number of votes	1984302.000000	6888840.000000	12329.000000	0.000000
Number of votes % of the total number of votes	16.853480	58.509690	0.104720	0.000000
Number of votes % of the total number of votes expressed	22.331980	77.529260	0.138750	0.000000
Number of votes % of the total number of valid votes	22.331980	77.529260	0.138750	0.000000

10. Approval of the policy for the remuneration of Transgaz' Director-General and of the members of the Board of Administration.

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	18.000000	21.000000	8.000000	0.000000
Number of votes	1165826.000000	7429831.000000	289814.000000	0.000000
Number of votes % of the total number of votes	9.901830	63.104550	2.461510	0.000000
Number of votes % of the total number of votes expressed	13.120590	83.617750	3.261660	0.000000
Number of votes % of the total number of valid votes	13.120590	83.617750	3.261660	0.000000

11. Approval of the procedure for the appointment of the members of the Board of Administration

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	41.000000	1.000000	5.000000	0.000000
Number of votes	1984302.000000	6888840.000000	12329.000000	0.000000
Number of votes % of the total number of votes	16.853480	58.509690	0.104720	0.000000
Number of votes % of the total number of votes expressed	22.331980	77.529260	0.138750	0.000000
Number of votes % of the total number of valid votes	22.331980	77.529260	0.138750	0.000000

12. Approval of the prescription of the dividends for financial year 2012 established by the OGMS Resolution 5/30.04.2013, not claimed until 28.06.2016, and the recording of their value in the revenue account of the Company

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	46.000000	0.000000	1.000000	0.000000
Number of votes	8885451.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	75.467710	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999770	0.000000	0.000230	0.000000
Number of votes % of the total number of valid votes	99.999770	0.000000	0.000230	0.000000

13. Transgaz Q IV 2015 Report on the procured assets, services and works having a value higher than EUR 500,000/procurement (for the procurement of assets and works) and EUR 100,000/procurement (for services).

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	46.000000	0.000000	1.000000	0.000000
Number of votes	8885451.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	75.467710	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999770	0.000000	0.000230	0.000000
Number of votes % of the total number of valid votes	99.999770	0.000000	0.000230	0.000000

14. Setting the date of 22 June 2016 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	46.000000	0.000000	1.000000	0.000000
Number of votes	8885451.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	75.467710	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999770	0.000000	0.000230	0.000000
Number of votes % of the total number of valid votes	99.999770	0.000000	0.000230	0.000000

15. Setting the date of 21 June 2016 as ex-date, according to the applicable laws

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	46.000000	0.000000	1.000000	0.000000
Number of votes	8885451.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	75.467710	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999770	0.000000	0.000230	0.000000
Number of votes % of the total number of valid votes	99.999770	0.000000	0.000230	0.000000

16. Setting the date of 13 July 2016 as payment date

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	46.000000	0.000000	1.000000	0.000000
Number of votes	8885451.000000	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	75.467710	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999770	0.000000	0.000230	0.000000
Number of votes % of the total number of valid votes	99.999770	0.000000	0.000230	0.000000

17. 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 near Sibiu Law Court.

	FOR	AGAINST	ABSTENTION	CANCELLED
Number of shareholders	46.000000	0.000000	1.000000	0.000000
Number of votes	8885451.000000 0	0.000000	20.000000	0.000000
Number of votes % of the total number of votes	75.467710	0.000000	0.000170	0.000000
Number of votes % of the total number of votes expressed	99.999770	0.000000	0.000230	0.000000
Number of votes % of the total number of valid votes	99.999770	0.000000	0.000230	0.000000

GMS Secretary
Head of the Board of Administration
and GMS Secretariat

Oana Monica Ștefan

Committee

Nicolae Suciu
Claudia Elena Szasz