



**CURRENT REPORT according to Art. 122 of Law 24/2017**

Date of report: **24 July 2017**

Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**

Headquarters: **Mediaș, 1 Constantin I. Motaș Square, Sibiu County**

Telephone/fax number: **0269 803333/0269 839029**

Tax identification code: **RO 13068733**

Trade Register number: **J32/301/2000**

Subscribed and paid-up capital: **RON 117,738,440**

Regulated market on which issued securities are traded: **Bucharest Stock Exchange.**

**CONVENING  
SUPPLEMENT TO THE CONVENING OF THE EXTRAORDINARY GENERAL  
MEETING OF THE SHAREHOLDERS**

(according to the request of the Ministry of Economy – The Department for Privatization and Administration of the State's assets, as main shareholder of SNTGN „Transgaz” SA)

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under number J/32/301/2000, VAT Code RO13068733, according to Companies` Law no. 31/1990, as further amended and supplemented, to Law no. 297/2004 on the capital market, as further amended and supplemented, to Law no. 24/2017 on the issuers of financial instruments and market operations, to Regulation no. 6/2009 of the National Securities Commission, on the exercise of shareholders` rights within the general meetings of the trading companies, as further amended and supplemented, and to the provisions of art.16 of the updated Articles of Incorporation of Transgaz, updated at the request of the main shareholder, the Ministry of Economy (participation share of 58.5097% of the share capital), through the DPAPS Letter no.3390 / 19.07.2017, **pursuant to art. 117 ^1 of Companies` Law no. 31/1990**, republished, as subsequently amended and supplemented, supplements the agenda of the Extraordinary General Meeting of the Shareholders, initially published in the Official Gazette of Romania, Part - IV, no. 2314/04.07.2017 and in the Stock exchange newspaper no. 119 from 03.07.2017, as follows:

1. Approval of the procurement of legal consultancy, assistance and representation services related to the European Commission`s investigations initiated towards Transgaz and for the litigations which may arise from such investigations between Transgaz and the European Commission as parties.
2. Approval of the amendment of Transgaz` Articles of Incorporation as follows:
  - 2.1 Art 15, point 3, (a<sup>1</sup>) “approves the management plan prepared by Transgaz` Board of Administration”  
Is amended and will read as follows:  
“(a<sup>1</sup>) negotiates and approves the financial and non-financial indicators, substantiated by the expectation letter and by the management plan approved by the Board of Administration.”
  - 2.2 Art. 15, point 3 “(b) to elect and revoke members of the board of administration and auditors; to appoint and revoke the chairman of the Board of Administration of TRANSGAZ SA;”  
Is amended and will read as follows:  
“(b) appoints and revokes the members of the board of administration and the company`s auditors.”
  - 2.3 Art. 15, point 3,“(d) to set the remuneration of the Board of Administration members in accordance with the structure and limits established by the law, to approve the contract of

mandate concluded with the Board of Administration members and with the Director – General;”

Is amended and will read as follows:

"(d) determines the remuneration of the members of the Board of Administration and approves the general limits of the directors' remuneration, within the structure and limits prescribed by law; Approves the form of the mandate contract to be concluded with the members of the Board of Administration and appoints the person empowered to sign the mandate contracts with them."

**2.4.** Art 18, point 1<sup>2</sup> "In case of the vote by representation, the power of attorney may be submitted to the company headquarters, in original, 24 hours before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature."

Is amended and will read as follows:

"In case of the vote by representation, the power of attorney may be submitted to the company headquarters, at least an hour before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature."

**2.5.** Art. 19 point 2.3 "The board of administration is led by a chairman appointed by the general meeting of the shareholders from the members of the board of administration. The chairman of the board of administration is not the Director-General of SNTGN "Transgaz" S.A."

Is amended and will read as follows:

2.3 "The board of administration is led by a chairman appointed by such board from its members. The chairman of the board of administration is not the Director General of SNTGN "Transgaz" S.A."

3. Empowerment of the Director General of SNTGN "Transgaz" S.A. to sign the updated Articles of Incorporation.

Thus, for the **Extraordinary General Meeting of Shareholders** dated **August 10, 2017, 10:00** o'clock, which will carry out its works in "Motaş Hall", at the headquarters of the company in Mediaş, Piatra Ci Motaş, no.1, Sibiu County and to which only the persons who are shareholders are entitled to participate and vote, ie they are registered in the shareholder register of the company at the end of **28 July 2017**, has the following:

### **AGENDA:**

1. Approval of the procurement of consultancy, assistance and legal representation services related to the investigations and/or litigation by and/or involving the European Commission through DG Competition.

2. Approval of the procurement of legal consultancy, assistance and representation services related to the European Commission's investigations initiated towards Transgaz and for the litigations which may arise from such investigations between Transgaz and the European Commission as parties.

3. Approval of the amendment of Transgaz' Articles of Incorporation as follows:

- 3.1** Art 15, point 3, (a1) "approves the management plan prepared by Transgaz' Board of Administration"

Is amended and will read as follows:

"(a1) negotiates and approves the financial and non-financial indicators, substantiated by the expectation letter and by the management plan approved by the Board of Administration."

- 3.2** Art. 15, point 3 "(b) to elect and revoke members of the board of administration and auditors; to appoint and revoke the chairman of the Board of Administration of TRANSGAZ SA,"

Is amended and will read as follows:

"(b) appoints and revokes the members of the board of administration and the company's auditors."

- 3.3** Art. 15, point 3, "(d) to set the remuneration of the Board of Administration members in accordance with the structure and limits established by the law, to approve the contract of mandate concluded with the Board of Administration members and with the Director – General;”

Is amended and will read as follows:

"(d) determines the remuneration of the members of the Board of Administration and approves the general limits of the directors' remuneration, within the structure and limits prescribed by law; Approves

the form of the mandate contract to be concluded with the members of the Board of Administration and appoints the person empowered to sign the mandate contracts with them."

**3.4.** Art 18, point 1<sup>2</sup> "In case of the vote by representation, the power of attorney may be submitted to the company headquarters, in original, 24 hours before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature."

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**3.5.** Art. 19 point 2.3 "The board of administration is led by a chairman appointed by the general meeting of the shareholders from the members of the board of administration. The chairman of the board of administration is not the Director-General of SNTGN "Transgaz" S.A."

Is amended and will read as follows:

2.3 "The board of administration is led by a chairman appointed by such board from its members. The chairman of the board of administration is not the Director General of SNTGN "Transgaz" S.A."

**4.** Empowerment of the Director General of SNTGN "Transgaz" S.A. to sign the updated Articles of Incorporation.

**5.** Setting the date of **30 August 2017** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.

**6.** Empowerment of Mr. Văduva Petru Ion as Chairman of the meeting, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr. Grigore Târsac, as Deputy 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 Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

The special power of attorney form, the form of vote by correspondence, the AGEA draft resolution, as well as the documents and meeting materials related to items 2, 3 and 4 included on the agenda of the Extraordinary General Meeting of Shareholders will be available in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors Information/G.M.S., both in Romanian and in English, as of **27 July 2017**.

**Sterian Ion – Administrator**

**Văduva Petru Ion – Administrator**

**Iliescu Bogdan George – Administrator**

**Minea Nicolae – Administrator**

**Lăpușan Remus Gabriel – Administrator**