



**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. Motăș nr. 1, cod: 551130, Mediaș, Jud. Sibiu  
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## CONVENING

The Board of Administration of the National Natural Gas Transmission Company "TRANSGAZ" S.A. headquartered in Mediaș, 1 C.I. Motas Square, the county of Sibiu, registered with the Commercial Register Office under number J/32/301/2000, VAT Code RO13068733, according to Law no.31/1990 on the trading companies, as further amended and supplemented, to Law no.297/2004 on the capital market, as further amended and supplemented, and to Regulation no.6/2009 and to Regulation no.7/2010 of the National Securities Commission, on the exercise of some rights of the shareholders within the general assemblies of the trading companies, as further amended and supplemented, and to the provisions of art.16 paragraph 1.1 of the updated Articles of Incorporation of SNTGN "Transgaz" SA, convened for the meeting on 18 December 2012,

## CONVENES

**The ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS and the EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS on 29 JANUARY 2013, 10<sup>00</sup> a.m., 11<sup>00</sup> a.m.** respectively to take place in „Motas Hall”, at the headquarters of the company located in Mediaș, 1 C.I. Motas Square, the county of Sibiu, to be attended by all the shareholders registered with the registry of the company's shareholders at the end of the day of **16 January, 2013**, with the following **agenda**:

### I. THE ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

1. Approval of the Nabucco Gas Pipeline International GmbH Austria company consolidated budget for the first quarter of year 2013;
2. Setting the date of **15 February 2013** as registration date for the shareholders subject to the Decision of the Ordinary General Assembly of the Shareholders;
3. Empowerment of the Chairman of the Board of Administration to sign the Decision of the Ordinary General Assembly of the Shareholders and of Mr. Rusu Ioan, as Director-General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for the publication and registration thereof with the Commercial Register Office attached to Sibiu Law Court.

### II. EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS

1. Approval of the modification of the SNTGN "Transgaz" SA share in the Nabucco Gas Pipeline International GmbH (NIC) company from 17,38% to 17,48%;
2. Approval of the closing down of the following sectors within the National Gas Transmission Company "TRANSGAZ" S.A. Mediaș:
  - Campia Turzii within the Cluj Regional Office;
  - Buzau within the Braila Regional Office;
  - Manesti within the Bucuresti Regional Office.
3. Approval of the closing down of the Constanta Transit Regional Office and the overtaking of its assets and staff by the Constanta Regional Office;
4. Setting the date of **15 February 2013** as registration date for the shareholders subject to the Decision of the Extraordinary General Assembly of the Shareholders;

5. Empowerment of the Chairman of the Board of Administration to sign the Decision of the Extraordinary General Assembly of the Shareholders and of Mr. Rusu Ioan, as Director-General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for the publication and registration thereof with the Commercial Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Assembly of the Shareholders and the Extraordinary General Assembly of the Shareholders** will be held on **30 January 2013, 10<sup>00</sup> a.m., 11<sup>00</sup> a.m.** respectively, in „Motas Hall”, at the headquarters of the company located in Medias, 1 C.I Motas Square, the county of Sibiu, with the same agenda.

The registration date of the shareholders subject to the **Decision of the Ordinary General Assembly of the Shareholders and of the Extraordinary General Assembly of the Shareholders** is set by the OGAS and the EGAS as being **15 February 2013**.

The draft decisions of the OGAS and EGAS, the documents and materials for the meeting are available as of **28 December 2012**, as follows:

- the documents and materials related to point 1 on the agenda of the **Ordinary General Assembly of the Shareholders** are available and can be consulted by the shareholders at the headquarters of the company located in Medias, 1 C. I. Motas Square, the 1<sup>st</sup> floor, room 14, between **8<sup>00</sup>– 15<sup>00</sup>**;
- the documents and materials related to point 1 on the agenda of the **Extraordinary General Assembly of the Shareholders** are available and can be consulted by the shareholders at the headquarters of the company located in Medias, 1 C. I. Motas Square, the 1<sup>st</sup> floor, room 14, between **8<sup>00</sup>– 15<sup>00</sup>**;
- the documents and materials related to points 2,3 on the agenda of the **Extraordinary General Assembly of the Shareholders** are available in soft copy, on the company website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investor relations/AGA;

The Special Power of Attorney Form shall be available in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investor relations/AGA, as of **28 December 2012**.

The shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general assembly, provided that every point is supported by reasoning or by a draft decision proposed to be adopted by the general assembly, within no more than 15 days from the publication of the convening, i.e. **11 January 2013**;
- to present draft decisions for the points included or proposed to be included on the agenda of the assembly, within no more than 15 days from the publication of the convening, i.e. **11 January 2013**;
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412**, or to the e-mail address: [bolchis.sorin@transgaz.ro](mailto:bolchis.sorin@transgaz.ro), attention of Mr. Sorin Bolchis.

Every shareholder may address questions related to the points on the agenda of the general assembly, to the General Assembly of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motas Square, the 1<sup>st</sup> floor, room 14, attention of Mr. Sorin Bolchis, by courier, to **fax number 0269-803.412**, or to the e-mail address: [bolchis.sorin@transgaz.ro](mailto:bolchis.sorin@transgaz.ro). For identification purposes, the persons addressing such questions shall attach requests and copies of the documents that prove their identity.

The answers to the questions shall be sent in writing or shall be published on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investor relations/AGA.

The shareholders registered by the reference date may vote by correspondence, prior to the general assembly, by using the form of vote by correspondence available as of **28 December 2012**, on the company's website at [www.transgaz.ro](http://www.transgaz.ro), the link Investor relations/AGA.

The Forms of vote by correspondence (filled in and signed by the shareholders natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder legal person, accompanied by the official document that certifies their quality of legal representative – example: the articles of incorporation, the

excerpt/confirmation of company's details from the Commerce Registry Office and the copy of the registration certificate) shall be sent in original, by mail or by courier, to the headquarters of the company in Medias, 1 C.I. Motaş Square, at the General Assembly of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, room 11, attention of Mr. Sorin Bolchis, by **28 January 2013, 9<sup>00</sup> a.m.**

Only the shareholders registered by the reference date of **16 January 2013** may attend and vote during the assembly, in person or by their representatives, based on a Special Power of Attorney, according to the applicable laws. The Special Power of Attorney shall be submitted in original by **28 January, 2013, 9<sup>00</sup> a.m.** at the headquarters of the company located in Medias, 1 C.I. Motaş Square, the county of Sibiu, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address [bolchis.sorin@transgaz.ro](mailto:bolchis.sorin@transgaz.ro) under the sanction provided in art. 125 paragraph 3 of Law no. 31/1990, as further amended and supplemented.

For additional information please contact us at telephone **0269-803.055** or **0269-803.056**, fax **0269-803.412**, or e-mail address: [bolchis.sorin@transgaz.ro](mailto:bolchis.sorin@transgaz.ro).

**Chairman of the Board of Administration  
Schmidt Victor Alexandru**