



DECISION No. 5 Of TRANSGAZ Ordinary General Shareholders' dated 30 April 2013

The Ordinary Meeting of the Shareholders of the National Gas Transmission Company "Transgaz SA", opened company, headquartered in Mediaș, no. 1, C.I. Motas Square, Sibiu County registered with the Register of Commerce Sibiu under no. J32/301/2000, VAT registration no. RO13068733, convened based on Article 117, Law no. 31/1990 on trading companies, issued from time to time and Article 16 of the Incorporation Act, issues the following decision today, 30 April 2013, the second convening at the headquarters of the National Gas Transmission Company "Transgaz SA", no. 1, C.I. Motas Square, Sibiu County:

DECISION

Art.1. Approves the annual financial statements (statement of financial standing, statement of aggregate income, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA of Mediaș, for financial year ended as at 31.12.2012 based on the Management Report on the financial statements ended as at 31.12.2013 and the Independent Auditor Report on the annual financial statements for 2012;

Art.2. Approves the TRANSGAZ Management Report on the activity performed in 2012.

Art.3. Acknowledges the Financial Audit Report on TRANSGAZ annual financial statements as at 31 December 2012;

Art.4. Approves the appropriation of the profit for fiscal year 2012 according to the proposal of the Board set forth in Transgaz Management Report and according to the G.D. no. 64/2001 as amended from time to time, precisely:

Indicators	Achieved (lei)
Net outcome of the fiscal year,	329,305,243.00
of which appropriated as follows:	
a) Legal reserves	-
b) Other reserves standing for fiscal facilities contemplated by law:	-
c) Coverage of the accounting loss of the	

previous years:	44,453,055.00
c ¹) Creation of equity funding for projects co-financed by external loans:	-
d) Further appropriation according to the law:	-
Remaining net profit:	284.852.188,00 lei,
e) Net profit increased by the employees' profit sharing:	294,876,836.00
f) Employees' profit sharing:	10,024,648.00
g) Dividends due to shareholders:	250,665,138.76
h) Profit for the creation of equity funding sources:	34,187,049.24
Total appropriation:	284,852,188.00

Art.5. Approves the gross dividend per share amounting to 21.29 lei/share for fiscal year 2012 and the dividend payment due date as of 28 June 2013.

Art.6. Acknowledges the Report on the achievement of performance criteria and objectives as at 31 December 2012 under the Mandate Contract of Transgaz Director General.

Art.7. Elects as members of Transgaz Board, by cumulative vote, the following persons:

- Vaduva Petru Ion, Romanian citizen, residing in the United States of America, born on 16.06.1960, Passport no. 11594220, issued on 15.05.2006, Constanta, Personal Nr. 1600616135069;
- Cernov Radu Stefan, Romanian citizen, residing in Galati, St. Armata Poporului no. 12, bl.16, entrance 2, flat 70, Galati county, born on 16.05.1977, ID no. GL 741961, issued on 14.06.2011 by Galati Police Department, Personal no. 1770516170368;
- Sterian Ion, Romanian citizen, residing in Braila, Cal. Calarasilor no. 54, bl.10, entrance 2, floor 4, flat 412, Braila county, born on 18.06.1959, ID no. XR 370523, issued on 11.03.2011 by Braila Police Department, Personal no. 1590618090088;
- Preda Mihaela, Romanian citizen, residing in Otopeni, St. D Ferme no. 5A1, Ilfov county, born on 13.07.1956, ID no. IF no. 023793, issued on 24.06.2003, Otopeni Police Department, Personal no. 2560713400432;
- Rusu Ioan, Romanian citizen, residing in Medias, St. Fagului, no. 32A, Sibiu county, born on 11.07.1954, ID no. SB382348, issued on 9.04.2008 by Medias Police Department, Personal no. 1540711322248, reconfirmed by cumulative voting.

As a result of the cumulative voting the following persons are dismissed from their positions as managers of S.N.T.G.N. "Transgaz" S.A.:

- Schmidt Victor Alexandru
- Albulescu Mihai Adrian
- Raicu Ionica
- Truta Oana Valentina

Art.8. Sets the date of **14 iunie 2013** as a registration date for the shareholders subject to the Decision of the Ordinary Meeting of the Shareholders.

Art.9. Empowers the Chairman of the Board of Directors, to sign the Decision of the Ordinary Meeting of the Shareholders and Mr. Ioan Rusu, as Director General of S.N.T.G.N. "TRANSGAZ" S.A, to sign the necessary documents for publication and registration thereof with the Office of Trade Register under the Law Court Sibiu.

Victor Alexandru Schmidt
Chairman of the Board