



**SOCIETATEA NAȚIONALĂ DE TRANSPORT
GAZE NATURALE "TRANSGAZ" SA MEDIAS**

Capital social: 117 738 440,00 LEI

ORC: J32/301/2000; C.I.F.: RO13068733

P-ța C. I. Motaș nr. 1, cod: 551130, Mediaș, Jud. Sibiu

Tel.: 0040 269 803333, 803334; Fax: 0040 269 839029

http://www.transgaz.ro; E-mail: cabinet@transgaz.ro



CURRENT REPORT

according to the provisions of Article 224 of Law 297/2004

Date of report: **10 July 2013**

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

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

Telephone/fax number: **0269803333/0269839029**

Tax identification code: **RO 13068733**

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

Subscribed and paid-up capital: **117.738.440 RON**

Regulated market trading issued securities: **Bucharest Stock Exchange**

Reported event :

According to the law on the reporting to the capital market institutions, SNTGN Transgaz SA of Mediaș informs its shareholders and investors that the Ordinary and Extraordinary General Assemblies of the Company's Shareholders were held on 10 July 2013, at the second date of the convening, under art. 117 of Law 31/1990 on the trading companies, as further amended and supplemented, and under art.16 of the updated Articles of Incorporation.

We hereby enclose:

- Decision no. 7/10.07.2013 of the Extraordinary General Assembly of the Shareholders of SNTGN Transgaz SA;
- Decision no. 8/10.07.2013 of the Ordinary General Assembly of the Shareholders of SNTGN Transgaz SA.

**Director-General
Petru Ion Văduva**



DECISION no. 7 of TRANSGAZ General Extraordinary Shareholders' Meeting held on 10 July 2013

The General Extraordinary Shareholders' Assembly of the National Gas Transmission Company "Transgaz SA", public 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 updated Incorporation Act, issues the following decision today, 10 July 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 amendment of article 8, item 1 and 3 of TRANSGAZ updated Incorporation Act as follows:

Amendment of item 1:

"TRANSGAZ share capital fully paid-up and subscribed by the company's shareholders is Lei 117,738,440.00"

Amendment of item 3:

"TRANSGAZ share capital is held by:

- The Romanian State, represented by the Ministry of Public Finance (or their successors according to the laws) holding 6,888,840 shares amounting to Lei 68,888,400.00, representing 58.5097 % of the share capital;
- S.C. Fondul Proprietatea S.A. holding 1,764,620 shares amounting to Lei 17,646,200.00, representing 14.9876 % of the share capital;
- Other shareholders (free-float), Romanian and foreign natural and legal entities, representing 26.5027% of the share capital."

The phrase "the Ministry of Public Finance" shall supersede the phrase "The Ministry of Economy, Trade and Business Environment" and "the ministry of economy, trade and business environment" over the entire wording of the Incorporation Act.

Art.2. Sets the date of **26 July 2013** as a registration date for the shareholders subject to the Decision of the General Extraordinary Shareholders' Assembly.

Art.3. Empowers the Chairman of the Board of Administrators to sign the Decision of the General Extraordinary Shareholders' Assembly and TRANSGAZ' Director General to sign the necessary documents for publication and registration thereof with the Office of Trade Register under the Law Court Sibiu and the updated Incorporation Act to be registered with the Office of Trade Register under the Law Court Sibiu.

Ion STERIAN
Chairman of the Board



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**DECISION no. 8
of TRANSGAZ General Ordinary Shareholders' Meeting
held on 10 July 2013**

The General Ordinary Shareholders' Assembly of the National Gas Transmission Company "Transgaz SA", public 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, 10 July 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. a. Elects the following persons as members of TRANSGAZ Board of Administrators, by cumulative voting:

- Radu Stefan CERNOV, Romanian citizen, residing in Galati, no. 12, Armata Poporului St., bl.16, entrance.2, flat 70, Galati county, born on 16.05.1977, Identity Card GL no. 741961, issued on 14.06.2011, by Galati Police Department, Personal No. 1770516170368;
- Bogdan-George ILIESCU, Romanian citizen, residing in Bucharest, Sector 1, no. 22U Bucharest-Targoviste highway, born on 20.04.1975, Identity Card DP no. 149291, issued on 23.05.2012, by the Directorate for Personal Records and Database Management, Personal no. 1750420034985;
- Vlad-Nicolae NEACSU, Romanian citizen, residing in Afumati Village (Afumati), no. 34 Ganeasa highway, Ilfov County, born on 30.06.1981, Identity Card IF no. 242317, issued on 14.12.2009, by Voluntari Police Department, Personal no. 1810630410031.

b. Recertifies the following persons as members of TRANSGAZ Board of Directors, by cumulative voting:

- Petru Ion VADUVA, Romanian citizen, residing in the United States of America, born on 16.06.1960, Passport no. 11594220, issued in Constanta, on 15.05.2006, Personal no. 1600616135069;
- Ion STERIAN, Romanian citizen, residing in Braila, no. 54 Calarasilor St., bl.10, entrance 2, floor 4, flat 412, Braila county, born on 18.06.1959, Identity Card XR no. 370523, issued on 11.03.2011, by Braila Police Department, Personal no. 1590618090088;

Following the cumulative voting procedure, Mr. Ioan RUSU is dismissed from his position as Transgaz administrator.

Art.2. Approves the appointment of Mr. Ion STERIAN, Romanian citizen, residing in Braila, no. 54 Calarasilor St., bl.10, entrance 2, floor 4, flat 412, Braila county, born on 18.06.1959, Identity Card

XR no. 370523, issued on 11.03.2011, by Braila Police Department, Personal no. 1590618090088 as Chairman of the Board of Administrators.

- Art.3.** Approves a fixed monthly allowance of RON 4,037.33 for each member of the Board and for the Chairman of the Board; the variable component due to the administrators as of the beginning of their mandate is to be approved by the General Shareholders' Assembly based on the performance indicators under the administration plan to be approved by the latter according to GEO no. 109/2011.
- Art.4.** Approves the cap of the annual professional insurance bonus for the members of the Board of Administrators amounting to the Lei equivalent of EURO 50,000. The related expenses will be borne by the company.
- Art.5.** Rejects the form of the mandate contract to be entered into by the members of the Board of Administrators and postpones approving it until the administration plan has been approved.
- Art.6.** As a consequence of the decision under Art. 5, the General Ordinary Shareholders' Assembly does not approve a shareholders' representative to be empowered to sign the mandate contract with the appointed members.
- Art.7.** Approves the determination of TRANSGAZ revenue and expense budget according to GD no. 302/29.05.2013 on the approval of the revenue and expense budget for 2013 of TRANSGAZ which is subordinated to the Ministry of Public Finance.
- Art.8.** Sets the date of **26 July 2013** as a registration date for the shareholders subject to the Decision of the General Ordinary Shareholders' Assembly.
- Art.9.** Empowers the Chairman of the Board of Administrators to sign the Decision of the General Ordinary Shareholders' Assembly and TRANSGAZ' Director-General to sign the necessary documents for publication and registration thereof with the Office of Trade Register under the Law Court Sibiu.

Ion STERIAN
Chairman of the Board