

DRAFT RESOLUTION**RESOLUTION NO. 2**
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Medias,
as of 23 April 2019

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 23 April 2019, at the first/second convening, in which shareholders representing ___% of the share capital and ___% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the annual financial statements (statement of financial position, statement of comprehensive result, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2018, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 2844/2016.

Art.2. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, takes note of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA for the activity performed in 2018.

Art.3. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and

with ___votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the gross dividend per share in the amount of lei 21.66 /share for financial year 2018, and of the date of 16 July 2019 as date for the beginning of dividend payout.

Art.4. With ___votes *For*, representing ___% of the total number of expressed votes, with ___votes *Against*, representing ___% of the total number of expressed votes, and with ___votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the gross dividend per share in the amount of lei 37.89 /share for financial year 2018, and of the date of 16 July 2019 as date for the beginning of dividend payout.

Art.5. With ___votes *For*, representing ___% of the total number of expressed votes, with ___votes *Against*, representing ___% of the total number of expressed votes, and with ___votes *Abstention*, representing ___% of the total number of expressed votes, takes note of the content of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2018 and of the BDO AUDIT Ltd. the independent auditor`s report expressed in its report.

Art.6.

1. The version proposed by the Board of Administration:

With ___votes *For*, representing ___% of the total number of expressed votes, with ___votes *Against*, representing ___% of the total number of expressed votes, and with ___votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the 2018 financial year net profit distribution as follows:

1. The distribution of the net profit as follows:

- dividends to the shareholders 255,021,461.04 lei
- profit for the establishment own financing sources 240,653,646.96 lei

2. employee participation in profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, in amount of lei 14,278,572.

2. The version proposed by the majority shareholder, the Ministry of Economy, by DPAPS Letter 1786/05.04.2019:

With ___votes *For*, representing ___% of the total number of expressed votes, with ___votes *Against*, representing ___% of the total number of expressed votes, and with ___votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the 2018 financial year net profit distribution as follows:

1. The distribution of the net profit as follows:

- dividends to the shareholders 446,107,597 lei
- profit for the establishment own financing sources 49,567,511 lei

2. employee participation in profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, in amount of lei 14,278,572.00 lei.

Art.7. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, takes note of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2018.

Art.8. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the administration discharge of the administrators for the activity performed in 2018.

Art.9. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the prescription of 2015 financial year dividends established under OGMS Resolution 2/29.04.2016, left unclaimed until 13 July 2019, and registration of their value in the revenue account of the company.

Art.10. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, takes note of Report on the procurement of assets, services and works having a value higher than 500,000 Euro/procurement (for the procurement of assets and works) and 100,000 Euro/procurement (for services) by Transgaz in Q IV 2018.

Art.11. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, sets the date of **25 June 2019** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.12. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, sets the date of **24 June 2019** as ex-date, according to the applicable laws.

Art.13. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, sets the date of **16 July 2019** as payout date.

Art.14. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, 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 attached to Sibiu Law Court.

President of the Board of Administration

Remus Gabriel Lăpușan