

**DRAFT RESOLUTION****RESOLUTION NO. 3**  
**of the Ordinary General Meeting of the Shareholders**  
**of the National Gas Transmission Company TRANSGAZ S.A. Medias,**  
**as of 15 May 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 15 May 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 revision of the key financial performance indicators in the Transgaz 2017 – 2021 Plan of Administration.

**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, approves/does not approve the form of the addendum to the contract of mandate signed with the non-executive members of the Board of Administration of Transgaz, including the revised indicators, and the empowering of the representative of the Ministry of Economy in the GMS, Mr./Mrs. \_\_\_\_\_, to sign the addenda to the contracts of mandate of the non-executive members of the Board of Administration of Transgaz on behalf of the Company.

**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 assessment of the achievement of the key financial and non-financial performance indicators, annex to the contracts of mandate of the non-executive administrators, according to GEO 109/2011 on the corporate governance of the public enterprises, as further amended and supplemented .

**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 Transgaz 2019 revenue and expense budget and of the 2020 – 2021 forecasts.

**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, sets the date of **3 June 2019** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

**Art.6.** 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**