

ORDINARY GMS VOTING REPORT

GMS date: 24/04/2019

1. Approval of 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

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|-------------|-----------|
| Number of shareholders | 39.000000 | 0.000000 | 2.000000 | 0.000000 |
| Number of votes | 9056600.000000 | 0.000000 | 2520.000000 | 0.000000 |
| Number of votes % of the total number of votes | 76.921350 | 0.000000 | 0.021400 | 0.000000 |
| Number of votes % of the total number of votes expressed | 99.972180 | 0.000000 | 0.027020 | 0.000000 |

2. Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA for the activity performed in 2018

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|----------------|-----------|
| Number of shareholders | 30.000000 | 0.000000 | 3.000000 | 0.000000 |
| Number of votes | 2167760.000000 | 0.000000 | 6891360.000000 | 0.000000 |
| Number of votes % of the total number of votes | 18.411660 | 0.000000 | 58.531100 | 0.000000 |
| Number of votes % of the total number of votes expressed | 23.929040 | 0.000000 | 76.070960 | 0.000000 |

3. Approval of the gross dividend per share in the amount lei 21.66/share, for financial year 2018, and of the date of 16 July 2019 as date for the beginning of dividend payout

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------------|------------|-----------|
| Number of shareholders | 32.000000 | 7.000000 | 1.000000 | 0.000000 |
| Number of votes | 1674187.000000 | 7364113.000000 | 20.000000 | 0.000000 |
| Number of votes % of the total number of votes | 14.219540 | 62.546380 | 0.000170 | 0.000000 |
| Number of votes % of the total number of votes expressed | 18.523210 | 81.476570 | 0.000220 | 0.000000 |

4. Approval of the gross dividend per share in the amount lei 37.89 /share, for financial year 2018, and of the date of 16 July 2019 as date for the beginning of dividend payout

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

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------------|---------------|-----------|
| Number of shareholders | 15.000000 | 21.000000 | 5.000000 | 0.000000 |
| Number of votes | 1450925.000000 | 7136514.000000 | 471681.000000 | 0.000000 |
| Number of votes % of the total number of votes | 12.323290 | 60.613290 | 4.006180 | 0.000000 |
| Number of votes % of the total number of votes expressed | 16.016180 | 78.777120 | 5.206700 | 0.000000 |

5. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2018

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|-----|---------|------------|-----------|
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|--|----------------|----------|----------------|----------|
| Number of shareholders | 38.000000 | 0.000000 | 3.000000 | 0.000000 |
| Number of votes | 2167760.000000 | 0.000000 | 6891360.000000 | 0.000000 |
| Number of votes % of the total number of votes | 18.411660 | 0.000000 | 58.531100 | 0.000000 |
| Number of votes % of the total number of votes expressed | 23.929040 | 0.000000 | 76.070960 | 0.000000 |

6. Approval of the 2018 net profit distribution proposal

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------------|------------|---------------|
| Number of shareholders | 12.000000 | 5.000000 | 1.000000 | 21.000000 |
| Number of votes | 1343724.000000 | 7179079.000000 | 20.000000 | 472078.000000 |
| Number of votes % of the total number of votes | 11.412790 | 60.974810 | 0.000170 | 4.009550 |
| Number of votes % of the total number of votes expressed | 14.938730 | 79.812760 | 0.000220 | 5.248280 |

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

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|---------------|----------------|---------------|---------------|
| Number of shareholders | 5.000000 | 5.000000 | 5.000000 | 21.000000 |
| Number of votes | 311039.000000 | 6894094.000000 | 471681.000000 | 472078.000000 |
| Number of votes % of the total number of votes | 2.641780 | 58.554320 | 4.006180 | 4.009550 |
| Number of votes % of the total number of votes expressed | 3.816950 | 84.601610 | 5.788280 | 5.793160 |

7. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2018

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|----------------|-----------|
| Number of shareholders | 35.000000 | 0.000000 | 6.000000 | 0.000000 |
| Number of votes | 2142611.000000 | 0.000000 | 6916509.000000 | 0.000000 |
| Number of votes % of the total number of votes | 18.198060 | 0.000000 | 58.744700 | 0.000000 |
| Number of votes % of the total number of votes expressed | 23.651430 | 0.000000 | 76.348570 | 0.000000 |

8. Approval of the administration discharge of the administrators for the activity performed in 2018

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|-------------|-----------|
| Number of shareholders | 39.000000 | 0.000000 | 2.000000 | 0.000000 |
| Number of votes | 9056600.000000 | 0.000000 | 2520.000000 | 0.000000 |
| Number of votes % of the total number of votes | 76.921350 | 0.000000 | 0.021400 | 0.000000 |
| Number of votes % of the total number of votes expressed | 99.972100 | 0.000000 | 0.027820 | 0.000000 |

9. Approval of 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

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|------------------------|----------------|----------|------------|-----------|
| Number of shareholders | 40.000000 | 0.000000 | 1.000000 | 0.000000 |
| Number of votes | 9059100.000000 | 0.000000 | 20.000000 | 0.000000 |

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|--|-----------|----------|----------|----------|
| Number of votes % of the total number of votes | 76.942590 | 0.000000 | 0.000170 | 0.000000 |
| Number of votes % of the total number of votes expressed | 99.999780 | 0.000000 | 0.000220 | 0.000000 |

10. 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

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|----------------|-----------|
| Number of shareholders | 36.000000 | 0.000000 | 5.000000 | 0.000000 |
| Number of votes | 2163411.000000 | 0.000000 | 6895709.000000 | 0.000000 |
| Number of votes % of the total number of votes | 18.374720 | 0.000000 | 58.568030 | 0.000000 |
| Number of votes % of the total number of votes expressed | 23.881030 | 0.000000 | 76.118970 | 0.000000 |

11. Setting the date of 25 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

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|------------|-----------|
| Number of shareholders | 40.000000 | 0.000000 | 1.000000 | 0.000000 |
| Number of votes | 9059100.000000 | 0.000000 | 20.000000 | 0.000000 |
| Number of votes % of the total number of votes | 76.942590 | 0.000000 | 0.000170 | 0.000000 |
| Number of votes % of the total number of votes expressed | 99.999780 | 0.000000 | 0.000220 | 0.000000 |

12. Setting the date of 24 June 2019 as ex-date, according to the applicable laws

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|------------|-----------|
| Number of shareholders | 39.000000 | 0.000000 | 1.000000 | 0.000000 |
| Number of votes | 8775710.000000 | 0.000000 | 20.000000 | 0.000000 |
| Number of votes % of the total number of votes | 74.535640 | 0.000000 | 0.000170 | 0.000000 |
| Number of votes % of the total number of votes expressed | 99.999770 | 0.000000 | 0.000230 | 0.000000 |

13. Setting the date of 16 July 2019 as payout date

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--|----------------|----------|------------|-----------|
| Number of shareholders | 40.000000 | 0.000000 | 1.000000 | 0.000000 |
| Number of votes | 9059100.000000 | 0.000000 | 20.000000 | 0.000000 |
| Number of votes % of the total number of votes | 76.942590 | 0.000000 | 0.000170 | 0.000000 |
| Number of votes % of the total number of votes expressed | 99.999780 | 0.000000 | 0.000220 | 0.000000 |

14. Empowerment of 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

The version proposed by the Board of Administration

| | FOR | AGAINST | ABSTENTION | CANCELLED |
|--------------------------|----------------|----------|------------|-----------|
| Number of shareholders | 40.000000 | 0.000000 | 1.000000 | 0.000000 |
| Number of votes | 9059100.000000 | 0.000000 | 20.000000 | 0.000000 |
| Number of votes % of the | 76.942590 | 0.000000 | 0.000170 | 0.000000 |

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|--|-----------|----------|----------|----------|
| total number of votes | | | | |
| Number of votes % of the total number of votes expressed | 99.999780 | 0.000000 | 0.000220 | 0.000000 |

Chairman of GMS Committee

Elisabeta Ghidiu

Secretary of GMS Committee

Ana Pinte