

Translation form Romanian

MINISTRY OF ECONOMY

Department for Privatisation and State Ownership Administration (DPAPS)

To: ***The National Gas Transmission Company TRANSGAZ SA***

Attn: ***The Board of Administration***

CC: ***The Director General***

(stamp
Exit no. 1786
date: 05.04.2019)

Dear Sirs,

Considering the agenda of the ordinary shareholders' meeting to be held on 23/24.04.2019 the convening of which was published according to the applicable legal provisions,

Pursuant to art. 117¹ of the republished Company Law no. 31/1990 as amended and to Law no. 24/2017 on the issuers of financial instruments and market operations,

Considering the Memorandum on "*the mandate granted to the state representatives in the General Shareholders' Assembly/Board of Administration, as appropriate, of the national companies and fully or majority state-owned companies, autonomous administrations for taking the actions necessary for the distribution of a share of minimum 90% of the net profit for 2018 as dividends/payments to the state budgets*".

Please find below the request related to the supplementing of the agenda of the above mentioned meeting as follows:

"Approval of the gross dividend per share in the amount of 37.89 lei/share for the financial year 2018, of the date of 16 July 2019 as a dividend pay-out date"

As well as the draft Resolution proposal related to points 3 and 5 on the Agenda of the above mentioned Convening, as follows:

"3. With _____ votes For representing _____% of the total number of cast votes, with _____ votes Against representing _____% of the total number of cast votes and with _____ of Abstention votes representing _____% of the total number of cast votes approves/does not approve the gross dividend per share in the amount if 37.89 lei/share related to the financial year 2018, of the date of 16 July as the dividends pay-out date".

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“5. With _____ votes For representing _____% of the total number of cast votes, with _____ votes Against representing _____% of the total number of cast votes and with _____ of Abstention votes representing _____% of the total number of cast votes approves/does not approve the distribution of the net profit for the financial year 2018, as follows:

1. the distribution of the net profit as follows:

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

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

The procedure for the publication thereof will be followed in compliance with the applicable regulations on the capital market.

Yours sincerely,

Victor Vlad CAZANA

President

Seal and illegible signature