

Translation from 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. 2534

date: 16.05.2018)

Dear Sirs,

Considering the agenda of the ordinary shareholders' meeting to be held on 07/08.06.2018 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 2017 as dividends/payments to the state-budgets"*.

Therefore, we would like to propose the agenda of the ordinary shareholders' meeting to be held on 07/08.06.2018 to be supplemented by one point namely:

"Approval of the gross dividend per share in the amount of 45.38lei/share for the financial year 2017, the date of 16 July 2018 as a deadline for the dividend pay-out initiation".

At the same time considering the subject proposed to be added to the agenda please also find herein the proposal for supplementing Art 2 of the Draft Resolution no 4, published on the company's webpage as follows:

"Art 2. Approves/does not approve the distribution of the net profit for the financial year 2017, as follows:

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1. the distribution of the net profit as follows:

- dividends to the shareholders** **lei 534,297,040.72**
- net profit for the establishment of own financing sources** **lei 47,764,002.28**

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 11,579,208.00.

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