

THE GENERAL SECRETARIAT OF THE GOVERNMENT

SNTGN TRANSGAZ SA
ENTRY NO 6784
OF 25.01.2024

11.36

No 20/2602/M.A.
DATE 25.01.2024

To: THE NATIONAL GAS TRANSMISSION COMPANY "TRANSGAZ" S.A. MEDIAŞ

**Attn.: Mr. Văduva Petru Ion, Chairman of the Board of Administration
Mr. Sterian Ion, Director General**

Ref: *Convening of the Ordinary General Meeting of the Shareholders of S.N.T.G.N TRANSGAZ S.A., in order to extend the mandates of the provisional administrators due to expire on 16 March 2024 within the legal term.*

Dear Sirs,

For the application of the provisions of art. of **art. 105 paragraph 23 of Law no. 24/2017** on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented and with the provisions of **art.119 paragraph (1) of Law no. 31/1990** on companies, republished, as subsequently amended and supplemented,

Please note the provisions of **Art. II, paragraph (3) and (5) of Law no. 187/2023** on the amendment of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, according to which, *in case of vacancy of one or more positions of administrator, the shareholders, including the State - shareholder, through the public supervisory authority, may convene a general meeting of shareholders to appoint one or more interim administrators, until new administrators are appointed, according to the law. Shareholders, including the State shareholder, through the public supervisory authority, may submit to the general meeting of shareholders proposals for candidates*

*If the vacancy provided for in paragraph (3) determines the decrease in the number of administrators under the minimum threshold under the law, **the shareholders, including the State - shareholder, through the public supervisory authority, alone or together, shall immediately convene a general meeting of shareholders** for the purpose of supplementing the number of members of the board of administration with interim administrators until new administrators are appointed. **To this end, shareholders, including the State shareholder, through the public supervisory authority, may submit proposals for candidates to the general meeting of shareholders.***

*In the situations mentioned above, **the duration of the mandate is of a maximum of 5 months,***

with the possibility of extension, once, for a further 2 months, for justified reasons, the provisions of art. 28 par. (3) of GEO no. 109/2011 on the corporate governance of public enterprises, as amended, shall apply accordingly

We would like to kindly ask you to take the necessary steps to convene the Ordinary General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., in order to extend the mandates of the provisional administrators due to expire on **16 March 2024** within the legal term, which will mainly have the following points:

1. Approval of the extension of the term of office of the provisional members of the Board of Administration of SNTGN Transgaz SA by two months from the date of expiry, i.e. 17 March 2024.
2. Approval of the form of the amendment to the mandate contracts extending the term of office of the provisional members of the Board of Administration by two months.
3. Empowerment of the representative of the majority shareholder, the General Secretariat of the Government, to sign, on behalf of the company, the amendments to the mandate contracts of the provisional members of the Board of Administration of SNTGN Transgaz SA.

Draft resolution:

- 1- With ___ votes **For**, representing ___% of the total number of expressed votes, and with ___ votes **Against**, representing ___% of the total number of expressed votes, **approves/does not approve** the extension of the term of office of the provisional members of the Board of Administration of SNTGN Transgaz SA by two months from the date of expiry, i.e. 17 March 2024.
- 2- With ___ votes **For**, representing ___% of the total number of expressed votes, and with ___ votes **Against**, representing ___% of the total number of expressed votes, **approves/does not approve** the form of the amendment to the mandate contracts extending the term of office of the provisional members of the Board of Administration by two months, according to the annex.
- 3- With ___ votes **For**, representing ___% of the total number of expressed votes, and with ___ votes **Against**, representing ___% of the total number of expressed votes, **approves/does not approve** the empowerment of the representative of the majority shareholder, the General Secretariat of the Government, in the person of Mr./Mrs. ___ to sign, on behalf of the company, the amendments to the mandate contracts of the provisional members of the Board of Administration of SNTGN Transgaz SA.

Please find attached:

The draft the amendments to the mandate contracts.

Yours sincerely,

for GENERAL SECRETARY OF THE GOVERNMENT

DEPUTY GENERAL SECRETARY

Adrian TUTUIANU

Illegible signature and stamp

AMENDMENT No. _____ , to the MANDATE CONTRACT No. _____

Whereas:

- The provisions of Art. II, para. (5) of GEO no.187/2023 on the amendment of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;
- The provisions of art. ____ of the Resolution No. ____ of the Ordinary General Meeting of Shareholders of SNTGN Transgaz SA, which approved the extension of the mandate of provisional administrator for Mrs/Mr. _____;
- The fact that, between the Company and the Administrator, the Mandate Contract no. _____ was concluded,

Contracting Parties:

(1) The National Gas Transmission Company "Transgaz" S.A., with registered office in the Municipality of Mediaş, no. 1, C. I. Motaş Square, Sibiu county, tel./fax/....., e-mail:, registered at the Trade Register Office attached to Sibiu Court under number J32/301/2000, Sole Tax Registration Code RO/13068733, by the General Meeting of Shareholders, represented by Mr/Mrs., appointed by Resolution No of the Ordinary General Meeting of Shareholders, hereinafter referred to as the **COMPANY / MANDATOR**,

And

(2) Mr./Mrs. Romanian citizen, born on, residing in Romania, str. no....., bldg....., entrance..., apt....., county....., bearer of ID series no..... issued by SPCLEP on, CNP, tel./fax. /, e-mail:, as provisory member of the Board of Administration (hereinafter referred to as „**Provisional Administrator**”) as **MANDATARY**,

Mutually agreed as follows:

Sole article

The duration of mandate contract No. _____ is extended by two (2) months, starting on _____ and ending on _____ .

This amendment was drawn up on _____, in two (2) counterparts, the parties declaring that they have each received one original copy on signature.

SNTGN TRANSGAZ S.A.

By: Mr./Mrs.

Provisional Administrator

Mr./Mrs.

Empowered by the Resolution of The General Meeting of the Shareholders no. ____ dated _____