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Submitted for approval in the EGMS of 27.04.2020

## REPORT

### on the approval of Transgaz`s quality of Associate Member in the Romanian Stock Exchange Romanian Investors Relations Association (ARIR)

## SUMMARY

The Romanian Stock Exchange Romanian Investors Relations Association is a non-governmental and non-profit organization that was set-up to provide current and potential issuers a platform for the development of Investor Relations (IR) professionals and contribute to the implementation of best practices in investor communication and corporate governance. The founding members of the association are listed companies, those with potential to become listed companies, fund managers and Investor Relations professionals.

The Association's actions are to take place in the general interest of members and investors, without political or religious implications. The association is non-patrimonial, non-profit its purpose being informative, aiming to create a debate forum, depending on the specifics of the Association's work.

The objectives of the Association are:

- Regular evaluation of the progress of the implementation of best investor relations practices at the level of the market and of the companies;
- Improving the presentation and communication of the companies listed at the stock exchange, in the stock exchange listing process or those issuing bonds in the relation with the investors;
- Monitoring of legislative processes with an impact on companies listed at the stock exchange, in the stock exchange listing process or those issuing

**bonded companies, promoting changes of interest for the members, impact assessment and the application of the law;**

- **Strengthen links and improve dialogue with investors and analysts;**
- **Promoting and awarding companies, which implement the best practices.**

**For Transgaz, admission to trading on the regulated market managed by the Bucharest Stock Exchange was both a recognition of its efficient activity, its value and position in the domestic and international business environment as well as an additional, reliable source of financing of investment and development plans.**

**SNTGN TRANSGAZ SA, a dynamic company, able to align its activity with the requirements of the current domestic and international context in which it operates, operated on the capital market ranking 10 in Top 10 2019 trading after the value traded on the Bucharest Stock Exchange.**

**The establishment of the Romanian Stock Exchange Romanian Investors Relations Association (ARIR) and Transgaz`s becoming an Associate Member of the Association is an opportunity to improve and strengthen the relationship with both investors and regulators and public authorities, as well as to implement the best investor relations practices at the market as well as the company level.**

## **PROPOSAL**

**Based on Art. 15 (4) (i), corroborated with Art. 32 of the Articles of Incorporation of SNTGN TRANSGAZ SA, we submit for the approval of the Extraordinary General Meeting of the Shareholders of Transgaz`s joining the Romanian Stock Exchange Romanian Investors Relations Association as an Associate Member and the empowerment of a person in the relation with the Association.**

## **DETAILED CONTENT**

The Romanian Stock Exchange Romanian Investors Relations Association is a non-governmental and non-profit organization that was set-up to provide current and potential issuers a platform for the development of Investor Relations (IR) professionals and contribute to the implementation of best practices in investor communication and corporate governance. ARIR was founded by listed companies, those with potential to become listed companies, fund managers and Investor Relations professionals. The founding members of ARIR are listed companies, those with potential to become listed companies, fund managers and Investor Relations professionals. The founding members are: BVB, ALRO, Franklin Templeton Management – Bucharest Branch, Electromagnetica, Hidroelectrica, Nuclearelectrica, Teraplast, Transelectrica, Daniela Șerban, Cosmin Răduță and Tony Romani.

The main objective of ARIR is to contribute to the recognition of the importance with investor relations in Romania by:

- promoting the implementation by the listed companies of the best practices in the relation with the investors;
- supporting the professional development of the members;
- representing the interests of members in front of the regulators, the investor community and public authorities;
- operating as a discussion forum for the listed companies and the investor community.

The objectives of ARIR are:

- Regular evaluation of the progress of the implementation of best investor relations practices at the level of the market and of the companies;
- Improving the presentation and communication of the companies listed at the stock exchange, in the stock exchange listing process or those issuing bonds in the relation with the investors;
- Monitoring of legislative processes with an impact on companies listed at the stock exchange, in the stock exchange listing process or those issuing bonded companies, promoting changes of interest for the members, impact assessment and the application of the law;
- Strengthen links and improve dialogue with investors and analysts;
- Promoting and awarding companies, which implement the best practices.

The Members of the Association are legal persons, listed companies, those which intend to become listed or which issue bonds and become members of the Association after its founding.

The Members of the Association have the following obligations:

- to comply with the provisions of the Bylaws, the Articles of Association and the Code of Ethics, as well as the decisions of the Association management;
- to contribute to the achievement of the objective of the Association;
- to pay the contributions to the Association, according to the terms and conditions established under;
- to inform the Board of Directors on substantial changes in their situation in relation to the capital market, such as listings or depressiveness;
- not to take actions which, by their nature, might be against the purposes or interests of the Association.

The Associate Member of ARIR has the right to:

- vote in the General Meeting;
- choose and be elected in the management and working committees of the Association;
- participate in the projects, initiatives, events and activity of the Association;
- make proposals for supplementing and amending the Bylaws, the Article of Incorporation and/or the Code of Ethics;
- consult the annual balance sheet;
- have full access to the Association's resources in the dedicated section of the Association's website;

- use the logo and the mention the membership in the Association in press releases, presentation materials and on its website.

In this respect, it is necessary the appointment of a person from Transgaz, empowered to participate and vote in the General Meeting, as well as to represent Transgaz's interests within ARIR.

The Associate Member fees are:

- Associate Member access fee – 1,000 Euro
- Associate Member annual fee – 2,500 Euro\*

\*The annual fee must be paid pro rata based on the month of adhering to the Association.

Considering the above, we submit for the **approval of the Extraordinary General Meeting of the Shareholders** the adhering to the Stock Exchange Romanian Investors Relations Association (ARIR) as an Associate Member, and the empowerment of a person in the relationship with the Association, according to Art. 15 (4) (i), corroborated with Art. 32 of the updated Articles of Incorporation.

We enclose to this Report the following:

1. The Articles of the Incorporation of the Romanian Investors Relations Association
2. The Bylaws the Incorporation of the Romanian Investors Relations Association
3. The Resolution of the members of the Romanian Investors Relations Association of 15 April 2019

**Chairman of the Board of Administration**  
**Remus Gabriel Lăpușan**

ARTICLES OF ASSOCIATION OF  
THE ROMANIAN INVESTOR RELATIONS ASSOCIATION

We:

- (1) **Bucharest Stock Exchange SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40 / 12328/2005, unique registration code 17777754, having its registered office in Bdul. Carol I no. 34-36, District 2, Bucharest;
- (2) **Daniela Serban**, natural person, Romanian citizen, identified with CI RD series no. 838305, issued by SPCEP S1 office no. 1 on 28 March 2017 and PCN 2860623410158, domiciled in Str. Promoroaca no. 7, ap. 19, District 1, Bucharest;
- (3) **Societatea Nationala Nuclearelectrica SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40/7403/1998, unique registration code 10874881, having its registered office in Str. Polona no. 65, District 1, Bucharest;
- (4) **Franklin Templeton Investment Management Limited UK, Bucharest Branch**, registered with the Bucharest Trade Register under no. J40/8587/2009, unique registration code 25851096, with registered office in Premium Point, Str. Buzesti no. 78-80, floors 7-8, 011017, District 1, Bucharest;
- (5) **ALRO SA**, a company established according to the Romanian laws, registered with the Olt Trade Register under no. J28 / 8/1991, unique registration code 1515374, having its registered office in Str. Pitesti no. 116, Slatina, Olt County;
- (6) **Societatea de Producere a Energiei Electrice in Hidrocentrale Hidroelectrica SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40/7426/2000, unique registration code 13267213, having its registered office in Bd. Ion Mihalache no. 15-17, floors 11-14, District 1, Bucharest;
- (7) **Electromagnetica SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40/19/1991, unique registration code 414118, having its registered office in Calea Rahovei no. 266-268, District 5, Bucharest;
- (8) **CNTEE Transelectrica SA**, a company established according to the Romanian laws, registered with the Trade Register under no. J40/8060/2000, unique registration code 13328043, having its registered office in Bulevardul Gheorghe Magheru no. 33, District 1, Bucharest;
- (9) **Romani Tony-Avramescu-Gruia**, natural person, Romanian citizen, identified with CI RD series no. 874380, issued by SPCEP District 1 on 14 July 2017 and CNP 1750816410012, domiciled in Str. Piata Amzei no. 10-22, sc. E, et. Mezanin, ap. 4, District 1, Bucharest;
- (10) **Teraplast SA**, a company established according to the Romanian laws, registered with the Bistrita-Nasaud Trade Register under no. J6/735/1992, unique registration code 3094980, having its registered office in National Road 15A (KM 45 + 500), Saratel, Bistrita-Nasaud County;

**(11) Cosmin Raduta-Petrescu**, natural person, Romanian citizen, identified with CI series RX no. 858070, issued by SPCEP District 6 on February 16, 2016 and CNP1711011292071, domiciled in Str. Serban Bogdan Stan no. 7, bl. 305, sc. 1, et. 1, ap. 3, District 6, Bucharest;

**(12) SOCIETATEA ENERGETICA ELECTRICA SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40/7425/10.08.2000, unique registration code 13267221, having its registered office in Bucharest, District 1, str. Grigore Alexandrescu, no. 9;

**(13) INNOVA PROJECT CONSULTING SRL**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40 /12006/26.09.2013, unique registration code 32291927, having its registered office in Bucharest, District 3, Unirii Boulevard, no. 70, block 14, entrance 4, floor 5, ap. 115 (affiliate member);

as members (hereinafter referred to as "**Members**") in accordance with the provisions of Government Ordinance no. 26/2000 regarding associations and foundations, with the subsequent modifications and completions, hereby express our will to associate in order to set up the Association for Investor Relations on the Romanian Stock Exchange, a Romanian legal person of private law, without patrimonial, non-governmental and non-governmental purpose. -profit, sharing, without the right of refund, our contribution materials, specialized knowledge and our contribution to work to achieve the purpose described below.

**Art. 1.** The name of the association is the **Romanian Investor Relations Association** (hereinafter referred to as "**the Association**", abbreviated "**AR IR**" and named, in English, "*Romanian Investor Relations Association*"), according to the availability of name certificate no. 168577 from 31.05.2018, issued by the Ministry of Justice and the Approval of the General Secretariat of the Government no. 20/8675 as of 31.05.2018.

**Art. 2.** The headquarters of the Association is located in SKYTOWER Building, Calea Floreasca no. 246C, floor 15, room 22, District 1, Bucharest, postal code 014476. The headquarters of the Association may be modified by the decision of the General Assembly or by the decision of the Board of Directors.

**Art. 3.** The duration of the Association is indefinite.

**Art. 4.** The initial patrimony of the Association is 200 lei and consists of the cash contribution of the Founding Members.

**Art. 5.** The association will be registered in the National Register of Legal Persons without Patrimonial Purpose and in the Register of Associations and Foundations located at the Registry of the Local Court District 1, Bucharest.

**Art. 6.** The association will adopt its own Code of Ethics. The association will ensure the representation of its members within similar associations or relevant working groups at local or international level.

**Art. 7.** The association will carry out its activity according to the Articles of Association, the Statute and the Code of Ethics, having full organizational and financial autonomy. The association will be able to affiliate with other associations, in order to achieve the purpose and objectives provided in the present Articles of Association.

**Art. 8.** The members of the Association may be legal persons and natural persons, Romanian or foreign, who acknowledge and accept the Statute, the Articles of Association and the Code of Ethics of the Association, agree with its purpose and agree to contribute to its achievement. The members of the Association are divided into members with voting rights and members without voting rights.

**Art. 9.** Within the Association, the members are divided as follows:

(i) Voting members:

- a) Founding Member;
- b) Associate Member;
- c) Professional Member.

(ii) Non-voting members:

- a) Affiliate Member.

**Art.10.** The main purpose of the Association is to contribute to the recognition of the importance of investor relations, by promoting the implementation, by the listed companies, in the process of being listed or those that issue bonds, of the best practices, supporting the professional development of the members, representing the interests of the members in front of regulators, investor community and public authorities, functioning as a discussion forum for listed companies, which are in the process of being listed or those that issue bonds and the investor community.

The actions of the Association are to be carried out in the general interest of the members and investors, without political or religious implications. The association has a non-patrimonial purpose, with a non-profit, informative character, to create a debate forum, depending on the specific activity of the Association.

**Art.11.** The management, administration and control bodies of the Association are the General Assembly, the Board of Directors and the Censor.

At the time the Association is set up, the following associates are part of the General Assembly, together with the Founding Members:

- (1) Bucharest Stock Exchange SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40 / 12328/2005, unique registration code 17777754, having its registered office in Bdul. Carol I no. 34-36, District 2, Bucharest;
- (2) Daniela Serban**, natural person, Romanian citizen, identified with CI RD series no. 838305, issued by SPCEP S1 office no. 1 on 28 March 2017 and PCN 2860623410158, domiciled in Str. Promoroaca no. 7, ap. 19, District 1, Bucharest;
- (3) Societatea Nationala Nuclearelectrica SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40/7403/1998, unique registration code 10874881, having its registered office in Str. Polona no. 65, District 1, Bucharest;
- (4) Franklin Templeton Investment Management Limited UK, Bucharest Branch**, registered with the Bucharest Trade Register under no. J40/8587/2009, unique registration code 25851096, with registered office in Premium Point, Str. Buzesti no. 78-80, floors 7-8, 011017, District 1, Bucharest;

- (5) **ALRO SA**, a company established according to the Romanian laws, registered with the Olt Trade Register under no. J28 / 8/1991, unique registration code 1515374, having its registered office in Str. Pitesti no. 116, Slatina, Olt County;
- (6) **Societatea de Producere a Energiei Electrice in Hidrocentrale Hidroelectrica SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40/7426/2000, unique registration code 13267213, having its registered office in Bd. Ion Mihalache no. 15-17, floors 11-14, District 1, Bucharest;
- (7) **Electromagnetica SA**, a company established according to the Romanian laws, registered with the Bucharest Trade Register under no. J40/19/1991, unique registration code 414118, having its registered office in Calea Rahovei no. 266-268, District 5, Bucharest;
- (8) **CNTEE Transelectrica SA**, a company established according to the Romanian laws, registered with the Trade Register under no. J40/8060/2000, unique registration code 13328043, having its registered office in Bulevardul Gheorghe Magheru no. 33, District 1, Bucharest;
- (9) **Romani Tony-Avramescu-Gruia**, natural person, Romanian citizen, identified with CI RD series no. 874380, issued by SPCEP District 1 on 14 July 2017 and CNP 1750816410012, domiciled in Str. Piata Amzei no. 10-22, sc. E, et. Mezanin, ap. 4, District 1, Bucharest;
- (10) **Teraplast SA**, a company established according to the Romanian laws, registered with the Bistrita-Nasaud Trade Register under no. J6/735/1992, unique registration code 3094980, having its registered office in National Road 15A (KM 45 + 500), Saratel, Bistrita-Nasaud County;
- (11) **Cosmin Raduta-Petrescu**, natural person, Romanian citizen, identified with CI series RX no. 858070, issued by SPCEP District 6 on February 16, 2016 and CNP1711011292071, domiciled in Str. Serban Bogdan Stan no. 7, bl. 305, sc. 1, et. 1, ap. 3, District 6, Bucharest.

Mrs. Daniela Serban was appointed as President of the Board of Directors.

The Board of Directors consists of: **Mrs. Daniela Serban** (Founding Member), **Mr. Adrian Tanase** (representative of Bucharest Stock Exchange SA), **Mrs. Ioana Birsu** (representative of Franklin Templeton Investment Management Limited UK, Bucharest Branch), **Mr. Viorel VasIU** (representative of CNTEE Transelectrica SA) and **Mr. Tony-Avramescu -Gruia Romani** (Founding Member), appointed from or by the Founding Members.

Considering the fact that at the time the Association was established, the number of the founding members is less than 15 (*fifteen*), there is no obligation to appoint a Censor or, and consequently, one was not designated, following that, when the number of members of the Association will reach the threshold provided by law, the General Assembly will proceed to appoint one. Following the appointment, the Censor will carry out its activity in accordance with the law and the provisions of the Articles of Association and the Statute.

Until the date of appointment of a Censor, each of the Founding Members and Associate Members that are not a member of the Board of Directors may exercise the right of control, in accordance with the provisions of Government Ordinance no. 26/2000 regarding associations and foundations.

**Art. 12.** The way of organizing and functioning of the Association and its organs of management, administration and control is regulated by the Statute.



**Art.13.** The Founding members empower each of the following:

- (i) **Daniela Serban**, natural person, Romanian citizen, identified with CI series RD no. 838305, issued by SPCEP S1 office no. 1 on 28 March 2017, CNP 2860623410158, domiciled in Str. Promoroaca no. 7, ap. 19, District 1, Bucharest;
- (ii) **Mihaela Ispas-Petrescu**, natural person, Romanian citizen, identified with CI series RD no. 942519, issued by SPCEP S1 on 2 November 2017, domiciled in Str. Constantin Dobrogeanu Gherea no. 150, et. 3, ap. 7, District 1, Bucharest;
- (iii) **Ioana-Codrina Simionescu**, natural person, Romanian citizen, identified with CI series XC no. 867271, issued by SPCLEP Bacau on 28 June 2018, domiciled in Str. Ecaterina Varga no. 10, Bacau, Bacau County;

to carry out all necessary, useful or timely acts in order to acquire the legal personality of the Association, with full power to represent the Founding Members and the Association and with the possibility of sub-delegation, in front of all public institutions and authorities competent with the formalities for the establishment, respectively the registration of the Association in the National Register of Legal Persons without Patrimonial Purpose and in the Register of Associations and Foundations located at the Registry of the Local Court District 1, Bucharest, in the records of the tax authorities, before courts, public notaries and any other authorities whose competition would be necessary for the establishment of the Association. The present Articles of Association was drafted in 6 (six) original copies today, 15.04.2019, the date of signature.

Daniela Serban, Attorney

Calin-Dinu Anda-Laura, Attorney

BY-LAWS

OF THE ROMANIAN EXCHANGE INVESTOR RELATIONS ASSOCIATION

We, the undersigned:

- (1) **Bucharest Stock Exchange S.A.**, a company established according to the Romanian laws, registered with the Trade Register Bucharest under no. J40/12328/2005, tax identification no. 17777754 with the head office in Bucharest, sector 2no. 34-36, Carol I Blvd.;
- (2) **Daniela Serban**, natural person, Romanian citizen, ID card RD no. 838305, issued by the Local Community Personal Register Public Service office no. 1 on 28 March 2017 and Personal No. 2860623410158, residing in Bucharest, Sector 1, no. 7, Promoroaca St., ap. 19;
- (3) **National Company Nuclearelectrica S.A.**, a company established according to the Romanian laws, registered with the Trade Register Bucharest under no. J40/7403/1998, tax identification no. 10874881, with the head office in Bucharest, Sector 1, no. 65. Polona St.;
- (4) **Franklin Templeton Investment Management Limited UK, Sucursala Bucuresti**, registered with the Trade Register Bucharest under no. J40/8587/2009, tax identification no. 25851096, with the head office in Bucharest, Sector 1, no. 78-80 Buzesti St., floors 7-8, 011017;
- (5) **ALRO S.A.**, a company established according to the Romanian laws, registered with the Trade Register Olt under no. J28/8/1991, tax identification no. 1515374, with the head office in Slatina, no. 116 Pitesti St., Olt County;
- (6) **Power Production Company by Hydro Power Plants Hidroelectrica S.A.**, a company established according to the Romanian laws, registered with the Trade Register Bucharest under no. J40/7426/2000, tax identification no. 13267213, with the head office in Bucharest, Sector 1, no. 15-17 Ion Mihalache Blvd., floors 11-14;
- (7) **Electromagnetica S.A.**, company established according to the Romanian laws, registered with the Trade Register Bucharest under no. J40/19/1991, tax identification no. 414118, with the head office in Bucharest, Sector 5, no. 266-268 Calea Rahovei;
- (8) **C.N.T.E.E. Transelectrica S.A.**, company established according to the Romanian

laws, registered with the Trade Register under no. J40/8060/2000, tax identification no. 13328043, with the head office in Bucharest, Sector 1, no. 33 Blvd. Gheorghe Magheru;

- (9) **Romani Tony-Avramescu-Gruia**, natural person, Romanian citizen, ID card RD no. 874380, issued by the Local Community Personal Register Public Service Sector 1 on 14 July 2017 and Personal No. 1750816410012, residing in Bucharest, Sector 1, no. 10-22, Piata Amzei St. entrance E, floor Mezzanine, ap. 4;
- (10) **Teraplast S.A.**, a company established according to the Romanian laws, registered with the Trade Register Bistrita-Nasaud under no. J6/735/1992, tax identification no. 3094980, with head office in Saratel, Bistrita-Nasaud County, National Road 15A (KM 45+500);
- (11) **Cosmin Raduta-Petrescu**, natural person, Romanian citizen ID card RX no. 858070, issued by the Local Community Personal Register Public Service Sector 6 on 16 February 2016 and Personal No. 1711011292071, residing in Bucharest, Sector 6, no. 7, block 305, entrance 1, ap. 3;
- (12) **ELECTRICA S.A. Power Company**, a company established according to the Romanian laws, registered with the Trade Register Bucharest under no. J40/7425/10.08.2000, tax identification no. 13267221, with head office in Bucharest, Sector 1, no. 9 Grigore Alexandrescu;
- (13) **INNOVA PROJECT CONSULTING SRL**, a company established according to the Romanian laws, registered with the Trade Register Bucharest under no. J40/12006/26.09.2013, tax identification no. 32291927, with head office in Bucharest, Sector 3, no. 70 Unirii blvd., bloc 14, entrance 4, floor 5, ap. 115 (affiliated member);

as members (hereinafter referred to as "Members") in accordance with the provisions of Government Ordinance no. 26/2000 regarding associations and foundations, as amended, we express our wish to get associated in order to set up the Romanian Stock Exchange Investor Relations Association, a non-governmental and non-profit Romanian legal private law entity, without patrimonial purpose, sharing, with no right of refund, our material contribution, expert knowledge and our input of work to achieve the object described below.

#### **Art. 1. Name. Legal form. Head Office. Duration**

1.1. The association name is Romanian Stock Exchange Investor Relations Association (hereinafter referred to as "the **Association**", abbreviated "ARIR" and in English "*Romanian Investor Relations Association*"), according to the name availability no. 168577 dated 31.05.2018, issued by the Ministry of Justice and with the agreement of the General Secretariat of the Government no. 20/8675 as of May 31, 2018.

1.2. The association will be established under Ordinance no. 26/2000 regarding associations and foundations, as amended, being a Romanian legal person of private law, without patrimonial purpose. It will carry out its activity under this By-Laws, in compliance with the applicable Romanian legislation.

1.3. The headquarters of the Association is in SKYTOWER Building, no. 246C Calea Floreasca, floor 15, room 22, Sector 1, Bucharest, postal code 014476. The Association may change its headquarters based on the decision of the Generated Assembly or the decision of the Board of Directors.

1.4. The association is established for an indefinite period.

1.5. The initial patrimony of the Association is 200 lei and consists of the cash inflow of the Founding Members.

1.6. The association will be registered with the National Register of Legal Persons without Patrimonial Purpose and with the Register of Associations and Foundations located at the Registry of the District Court 1, Bucharest.

## **Art. 2. Scope and objectives**

2.1. The association has a non-patrimonial purpose. The main purpose of the Association is to contribute to the recognition of the importance of investor relations:

- a) promoting the implementation of the best practices regarding the relations with the investors by the companies listed on the stock exchange, to be listed on the stock exchange, issuing bonds;
- b) supporting the professional development of the members;
- c) representation of the interests of the members in front of the regulators, the investor community and the public authorities;
- d) functioning as a discussion forum for companies listed on the stock exchange or to be listed and the investor community.

2.2. The association will adopt its own code of ethics (hereinafter, the "Code of Ethics").

2.3. The association will ensure the representation of members in similar associations or relevant working groups at local or international level.

2.4. The objectives of the Association are:

- Periodic evaluation of the implementation of the best investor relations practices at the market and company level;
- Improving the way of introduction and communication of the companies listed on the

stock exchange, to be listed on the stock exchange and issuing bonds in relation with the investors;

- Monitoring the legislative processes with impact on the companies listed to the stock exchange, to be listed or issuing bonds, promoting the changes of interest for the members, the impact assessment and the application of the laws;
- Strengthening the links and improving the dialogue with investors and analysts;
- Promoting and rewarding companies that implement best practices.

### **Art. 3. Members of the Association. Rights and obligations**

3.1. The members of the Association may be legal persons and natural persons, Romanian or foreign, who acknowledge and accept the Statute, the Articles of Incorporation and the Code of Ethics of the Association, agree with its purpose and agree to contribute to its achievement. The members of the Association are divided into members with voting rights or without voting rights.

3.2. Within the Association, the members are divided as follows:

- (i) Members with voting rights:
  - (a) Founding member;
  - (b) Associate member;
  - (c) Professional member;
- (ii) Members without voting rights:
  - (a) Affiliate member.

3.3. The founding members are:

- a) legal persons, Estate companies, who intend to be listed on the stock exchange or who issue bonds or
- b) natural persons, specialists in the field of investor relations, with relevant expertise in the field, participating in the founding of the Association.

Associate members are legal persons, Estate companies, who intend to be listed on the stock exchange or who issue bonds and acquire the membership of the Association after its founding.

Professional members are natural persons, specialists in the field of investor relations, with relevant expertise in the field, who acquire the membership of the Association after its founding.

3.4. The members of the Association without the right to vote are other legal persons or natural persons, hereinafter referred to as "**Affiliate Members**".

3.5. The membership of the Association can be acquired on the basis of a written request sent to the Association's Board of Directors, which will analyze the request and decide on it within a maximum of 15 working days from the date of receipt of the request. At the same time, by this decision, the Board of Directors will establish the category of member in which the applicant belongs, as provided for in art. 3 of this Bylaws.

3.6. The membership of the Association ceases in the following cases:

- (i) voluntary withdrawal - members are free to withdraw from the Association at any time based on a written request sent to the Association's Board of Directors;
- (ii) the exclusion, decided by the General Assembly in the cases provided for in this Bylaws;
- (iii) in case of death (in the case of the member - the natural person) / dissolution-liquidation (in the case of the member - the legal person);
- (iv) in case of dissolution of the Association.

3.7. The exclusion of the members may take place as a sanction at the proposal of the Board of Directors, by the decision of the General Assembly, in the following cases: (i) the production of moral or material damages to the Association; (ii) engaging the respective member in activities that contravene the Bylaws, the Articles of Incorporation, the Code of Ethics and/or the decisions of the governing bodies of the Association; (iii) engaging the respective member in activities that contravene the law and/or the law order; (iv) the conviction for criminal acts incompatible with the membership of the Association; (v) has repeatedly violated the obligations undertaken by this Bylaws; (vi) the causes that led to the suspension of the membership of the Association according to the present Bylaws have not ceased within 1 month from the date of suspension.

Art. 3.7<sup>1</sup>. The General Assembly may decide<sup>1</sup> to suspend a member of the Association in one of the following cases:

- (i) non-payment of the contribution within 3 months from the date of issue of the invoice;
- (ii) a member no longer meets the qualification conditions for membership of the Association.

3.8. The modification of the type of membership can be made based on a written request sent to the Association's Board of Directors and an analysis of the justification provided by the respective member.

3.9. The members of the Association have the following obligations:

- to comply with the provisions of the Bylaws, the Articles of incorporation

and the Code of Ethics, as well as the decisions of the governing bodies of the Association;

- to contribute to the achievement of the Association's purpose;
- to pay the fees to the Association, in the terms and conditions established in this Bylaws and/or by the General Assembly;
- to inform the Board of Directors about the substantive changes to their situation in relation to the capital market, such as listings or delistings;
- not to take actions that, by their nature, can harm the scope or interests of the Association.

3.10. The founding members, Associate and Professional members have the following rights:

- to vote within the General Assembly;
- to elect and be elected within the governing bodies and working committees of the Association;
- to participate in the projects, initiatives, events and activities of the Association;
- to make proposals for supplementing and modification of the Bylaws, the Articles of Incorporation and/or the Code of Ethics;
- to consult the annual balance sheet;
- have full access to the resources of the Association, in the dedicated section of the Association's website;
- to use the logo and the mention of the quality of member of the Association in the public communications, presentation materials and on its own website.

3.11. The affiliated members of the Association have the following rights:

- to participate in the working committees of the Association;
- to participate in the projects, initiatives, events and activity of the Association;
- to make proposals for supplementing and modification of the Bylaws, the Articles of incorporation and/or the Code of Ethics;
- to consult the annual balance sheet;
- to have full access to the resources of the Association, in the dedicated section of the Association's website;
- to use the logo and the mention of the quality of member of the Association in the public communications, presentation materials and on its own website.

#### **Art. 4 Organization and duties**

4.1. The management, administration and control bodies of the Association are the General Assembly, the Board of Directors and the Censor.

4.2. The General Assembly is the governing body of the Association, being made up of all the members. The right to vote in the General Assembly belongs to the members with the right to vote, according to the categories provided in art. 3.2. - 3.4 of the present Bylaws, each member with voting rights benefiting by one (1) vote in the General Assembly, which can be exercised provided the financial obligations towards the Association are fulfilled.

4.3. The General Assembly has the following responsibilities:

- establishes the general strategy and objectives of the Association;
- appoints and dismisses the members of the Board of Directors and the Censor;
- approves the annual activity report of the Association;
- approves the revenue and expenditure budget and the balance sheet;
- establishes the benefits and contributions to which the members of the Association will be subject to;
- approves the establishment of subsidiaries;
- approves the modification of the Articles of incorporation, the Bylaws and the Code of Ethics;
- approves the discharge of the administration of the members of the Board of Directors and the Censor;
- approves the dissolution and liquidation of the Association, as well as establishing the destination of the assets left after the liquidation;
- decides on the exclusion of members, based on the notification of the Board of Directors.

4.4. All the powers that are not assigned by this Bylaws or by the Articles of incorporation to the Board of Directors or the Censor belong to the General Assembly, which will be exercised according to this Bylaws.

4.5. The General Assembly meets at least once a year upon the convening of the Chairman of the Board of Directors and/or when 20% of the members of the Association with voting rights request this through the Board of Directors, by sending written requests to the Chairman of the Board of Directors. The convocation of the members will be addressed 10 calendar days before the date of the meeting through the electronic means of communication to the correspondence address indicated by the members (e-mail, fax) with the date, place and agenda. The General Assembly may also meet in the absence of completing the convening formalities, if all the members are present or represented.



Art. 4.6. The General Assembly is statutory established in the presence or with the representation of half of the number of members with voting rights, and if this presence cannot be achieved at the first meeting, a new convocation shall be made within 7 (seven) calendar days from the previous convocation, according to the same procedure, when the General Assembly will be statutory established in the presence or with the representation of 33% of the number of voting members. In both cases, the decisions of the General Assembly are taken with the simple majority of the votes present or represented.

The members may be represented at the General Assembly by its members on the basis of a written power of attorney granted for this purpose.

Participation in the General Assembly can also take place by means of distance communication (video conference, telephone conference, etc.). The vote of the members with the right to vote can also be expressed by electronic mail (e-mail) after their full information on the topics on the agenda.

The meetings of the General Assembly are chaired by the Chairman of the Board of Directors or, in his absence, by another member of the Association with the right to vote previously designated by the Chairman of the Board of Directors, at the latest before the date of the meeting of the General Assembly and if it is not possible, the General Assembly will be chaired by any of the voting members of the Association.

The debates and decisions of the General Assembly are recorded in a register kept at the headquarters of the Association by a secretary appointed by the Chairman of the Board of Directors and are certified by the signature of the Chairman of the Board of Directors. Interested third parties can obtain a copy of the document with the related decisions, based on a written and reasoned letter sent to the Chairman of the Board of Directors.

4.6<sup>1</sup>. The decisions taken by the General Assembly of the Association within the limits of the law, the Articles of Incorporation and the Bylaws are mandatory also for the members who did not take part in the General Assembly or voted against, as well as for the members without voting rights.

4.7. **The Chairman of the Board of Directors** is elected by secret vote by the General Assembly, for a period of 1 year, with the possibility of renewing the mandate. The first Chairman of the Association, appointed by this Bylaws, is Mrs. Daniela Serban.

4.8. The Chairman of the Board of Directors has the following tasks:

- Convenes and chairs the work of the General Assembly and the Board of Directors;
- Represents the Association, including before the courts;
- Concludes legal acts on behalf and on account of the Association;
- Represents the Association in relation with the central or local public authorities, the press, governmental or non-governmental organizations in the country and abroad, as well as with international organizations;
- Exercises its authority to achieve the Association's goals;

- Decides on various operational problems in relation to the Association, in accordance with this Bylaws and the Articles of Incorporation;
- Responds to the General Assembly for the activity performed by the Board of Directors.

4.8'. The Chairman of the Board of Directors may delegate part of the assigned duties to one of the Vice-Presidents or to another member of the Board of Directors in order to ensure the current management of the Association's activity and of the staff employed in the absence of the Chairman of the Board of Directors.

4.9. **The Board of Directors** is the collective administrative body of the Association, which ensures the implementation of the decisions of the General Assembly. The members of the Board of Directors are appointed by secret vote for a period of one year, with the possibility of renewing the mandate and may be Romanian or foreign natural or legal persons.

4.10. The Board of Directors has the following general tasks:

- Elaborates and monitors the implementation of an annual action plan in accordance with the objectives of the Association;
- It monitors the fulfillment of the revenue and expense budget;
- It presents to the General Assembly the activity report for the previous period, the execution of the revenue and expense budget, the balance sheet, the project of the revenue and expense budget and the draft action plan of the Association;
- Approves the association of new members of the Association;
- Establishes the personnel policy of the Association, appoints the executive staff and establishes its remuneration, organization chart and establishes the remuneration of the Censors, as the case may be;
- It notifies the General Assembly with a view to excluding or suspending members, in the cases established in this Bylaws or by the General Assembly;
- Performs any other duties established by the General Assembly.

4.11. The Board of Directors will minimum 3 (three) and maximum 9 (nine) members, the number of members in the Board of Directors will always be less than the number of associated members with voting rights. The members of the Board of Directors were appointed from or on behalf of the Members: Ms Daniela Șerban (Founding Member), Mr Adrian Tanase (representative of the Bucharest Stock Exchange S.A.), Ms Ioana Birsu (representative of Franklin Templeton Investment Management Limited UK, the Bucharest Branch), Mr Tony-Avramescu-Gruia Romani (Founding Member), Mr Adrian Șuta (representative of C.N.T.E.E. Transelectrica SA) and Ms Valentina Elena Dinu (representative of the National Company Nuclearelectrica S.A.).

4.12. The Board of Directors shall appoint two Vice-Chairmen and one Secretary-General from its members. These functions will be performed voluntarily, on the basis of a free warrant.

4.14. The Board of Directors usually meets at least 3 times a year or whenever necessary, at the written and reasoned request of the Chairman of the Board of Directors or at the request of any member. The Board of Directors is legally convened in the presence of half plus one of the members. If this majority cannot be achieved at the first convening, a new convening is made within 5 (five) calendar days after the previous convocation, according to the same procedure, when the Board of Directors will consider itself legally convened, regardless of the number of members present. In both cases, the decisions of the Board of Directors are taken by a majority of the votes present or represented, and in case of parity of votes the Chairman of the Board of Directors will decide.

Members may be represented in the Board of Directors by other members of the Board of Directors on the basis of a written empowerment.

The convening of the Board of Directors shall be made by the Chairman in writing, by e-mail or letter with acknowledgement of receipt, at least 48 hours before the proposed date for its convening and includes information on the date, time and place of the meeting, as well as the agenda.

The Board of Directors will be able to convene validly and in the conditions of the absence of the convening formalities, if all members are present or represented.

Participation in meetings can also take place through remote communication means (videoconference, conference call, etc.). The vote of the members of the Board of Directors can also be expressed by electronic correspondence (e-mail) after their full information on the topics on the agenda.

4.15. The quality of member of the Board of Directors may be lost in the following cases:

- (a) death;
- (b) renunciation to the mandate, submitted in writing to the Chairman of the Board of Directors;
- (c) revocation by the General Meeting.

In case of vacancy in the Board of Directors, following one of the situations mentioned above, the Chairman proposes a temporary BoD member, until the first General Meeting, which will appoint a member of the Board, for the purpose of the occupation of the vacancy as soon as possible.

4.16. The Board of Directors may designate a natural or legal person with an executive role, in order to execute the current activities of the Association or decisions of the General Meeting.

4.17. The censor ensures the internal control of the activity of the Association. The responsibilities of the Censor include:

- Verification of the way in which the patrimony of the Association is managed;
- Preparation of reports and their presentation to the General Meeting;

- Possibility to attend meetings of the Board of Directors, without voting rights;
- Perform any other tasks established by the General Meeting.

4.18. The censor will submit an annual report, which will be discussed and approved by the General Meeting. The censor is obliged to convene the General Meeting if she/he finds serious violations of the decisions of the Board of Directors, the Bylaws, the Code of Ethics or the law, by the Chairman of the Board of Directors, and if she/he finds the loss of 20% of the value of the assets in the last approved balance sheet. For the activity carried out by the censor, the Board of Directors may establish a monthly allowance.

Given that at the time of the founding of the Association, the number of Founding Members is less than 15 (fifteen), there is no obligation to appoint a Censor, and, consequently, the Censor was not designated, following that when the number of members of the Association will reach the threshold established by the law, the General Meeting to proceed to the designation. Following the designation, the Censor will carry out his activity according to the law and the provisions above.

#### **Article. 4. Association member fees**

4.1. Each member of the Association will pay an annual fee, the amount of which is determined by the General Meeting for each category of members.

4.2. The General Meeting may also establish other member fees, such as the access fee.

4.3. The fees of the members of the Association shall be paid in a single instalment, within a maximum of 2 months from acquiring the quality of member.

4.4. If a member acquires this quality during one year, the amount of the access fee will be paid in full and the amount of the annual fee will be calculated in proportion to the remaining period from the date of the acquisition membership quality until the end of the year.

4.5. If a member loses this quality, except in cases of exclusion, she/he will have the right to be reimbursed only the annual fee paid, proportional to the period remaining from the date of loss of the quality of member until the end of the year.

#### **Article. 5. Public communication**

5.1. If the Association decides to publish an official document or press release, decisions shall be taken by a majority of the members of the Board of Directors.

5.2. The members of the Board of Directors shall decide within 36 hours from the notification of the need and content of a public release, and otherwise their agreement will be implied.

5.3. Public statements may be made by the Chairman of the Board of Directors or Vice-Chairmen.

5.4. The Association's positions do not imply the responsibility of the companies whose employees or collaborators are also members of the Association. This shall be duly specified

whenever the Association decided to express an opinion or establish a press release, based on this provision.

#### **Article. 6. Assets and income of the Association**

6.1. At the time of the establishment of the Association, its assets consist of the Founding Members fee, amounting to 200 lei, cash.

6.2. The association's income may come from the benevolent contributions of the members, interest and dividends resulting from the placement of the available amounts, according to the law, the dividends of companies established by the Association within the limits of the law, income from direct economic activities, donations, sponsorships or related to these, resources obtained from the state budget or from the local budgets or other income stipulated by law.

6.3. The Association may carry out activities for profit, only if and in the conditions in which they are ancillary in nature and are closely related to its main purpose, stated in these Bylaws.

6.4. Dividends obtained from the activities of companies in which the Association is a shareholder/associate are used to achieve the stated purpose of these Bylaws, if they are not reinvested in the same companies.

#### **Article. 7. Termination of legal personality**

7.1. The Association may cease in the following situations: by law, in the cases stipulated by law, voluntarily, by decision of the General Meeting, by court, by decision of the court or tribunal.

7.2. In the event of a voluntary dissolution, the General Meeting shall appoint a liquidator, establish its competences and indicates the allocation to be granted to assets in the Association's patrimony. In case of dissolution of the Association, the assets remaining after the liquidation cannot be transmitted to natural persons. These assets may be transmitted to legal persons governed by private law or public law for identical or similar purpose, the methodology for transmission being established by the General Meeting, on the basis of the act deciding the cessation of the activity.

#### **Art. 8. Final provisions**

The provisions of these Bylaws shall be supplemented by the provisions of Ordinance No 26/2000, as further amended and supplemented, and with the other normative acts in force.

Amendments to these Bylaws Statute can be made by Addenda, which will become part of the Bylaws.

The Bylaws shall become applicable as of the date of obtaining the legal personality of the Association and its registration in the Register of Associations and Foundations.

The Bylaws was prepared in 6 (six) counterparts today, 15 April 2019, the date of signature.

Daniela Serban, empowered

Călin-Dinu Anda-Laura, empowered

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**The Resolution of the Members of the Association for Investor Relations at the Romanian Stock Exchange  
of 15 April 2019**

The General Assembly of the Association for Investor Relations at the Romanian Stock Exchange, a Romanian legal person with no patrimonial purpose, established and organized in accordance with the provisions of the Government Ordinance no. 26/2000 regarding associations and foundations, registered in the Special Registry at the Registry of the District Court of Bucharest, under no. 140 from 13.11.2018, having its headquarters established in SKYTOWER Building, Calea Floreasca, no. 246C, floor 15, room 22, Sector 1, Bucharest, according to the provision of art. 4.5. from the Articles of Association, („**Association**”) met today, April 15, 2019, in the presence of all members of the Association, and who

**HAVE UNANIMOUSLY DECIDED:**

**1. Ratification of the annual membership participation fee for the Association for 2018**

The members hereby ratify the amount of the annual contributions for the participation of the members within the Association, applicable for the year 2018. The contributions are established in accordance with the effective period of operation of the Association, from the date of establishment of the Association and until December 31, 2018. The contributions related to the year 2018 are the following:

- The access and membership contribution for the founding members is 1,500 EUR.
- The access fee for the associated members is 2,500 EUR.
- The access and membership fee for professionals - founding members is 200 EUR.
- The Access fee for the affiliated members is 3,000 EUR.

**2. Approval of membership fees for the members of the Association as of 2019**

The Founding members hereby approve the amount of the contributions for the participation of the members within the Association, applicable for the year 2019, starting with January 1, 2019. The annual contributions are the following:

- The annual contribution for the founding members is 2,500 EUR.
- The access fee for associate members is EUR 1,000.
- The annual contribution for the associated members is 2,500 EUR.
- The access fee for affiliated members is 500 EUR.
- The annual contribution for the affiliated members is EUR 1.5000.
- The access fee and annual contribution for professional members is 200 EUR.

**BEARING IN MIND THE ABOVE**, this decision of the General Assembly of the Association was signed today, April 15, 2019, in an original copy, in Romanian.

**Bucharest Stock Exchange S.A.**

By Mr. Adrian Tănăsescu, Director General



**C.N.T.E.E. Transelectrica S.A.**

**Dna. Daniela Șerban**



**The National Company Nuclearelectrica S.A.**

By Dinu Elena Valentina, proxy

**Franklin Templeton Investment Management Limited UK, Sucursala București**

By Mrs Birsu Ioana, proxy

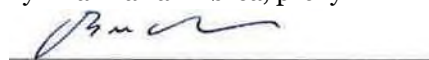
**The Company for the Production of Electric Power in Hydropower Plants Hidroelectrică S.A.**

By Mrs Mihaela Horvath, proxy



**ALRO S.A.**

By Ana-Maria Imbrea, proxy



**Electromagnetica S.A.**

By Radu Dragne



**DI. Romani Tony-Avrămescu-Gruia**



By Mr. Adrian Șuta, proxy



**Guests**

**THE ENERGY COMPANY ELECTRICA S.A. By Alexandra Titan, proxy**

**INNOVA PROJECT CONSULTING SRL**

**Prin Mihaela Silvia Croitoru, împuternicit**