

No. 37187/13.05.2021

Submitted for analysis and approval in the OGMS held on 17/18 June 2021

Report on the approval of the appointment of two provisional members of the Board of Administration with a mandate term of maximum four months, with the possibility of extending the term by another two months, until the completion of the selection procedure

SUMMARY

Considering Letter no. 20/11558/T.H.G./13.05.2021 of the General Secretariat of the Government regarding the termination of the mandates of the interim administrators, Mr Mircea Abrudean and Ms Laura Raluca Alina Dragotă, the representatives of the shareholder the Romanian State, through the General Secretariat of the Government, it is necessary that two provisional members of the Board of Administration of SNTGN Transgaz SA are appointed.

PROPOSAL

Based on Art.64[^]1 (3) of GEO 109/2011 on the corporate governance of public enterprises, as further amended and supplemented, we submit for the approval of the Ordinary General Meeting of the Shareholders the appointment of two provisional members of the Board of Administration with a mandate term of maximum four months, with the possibility of extending the term by another two months, until the completion of the selection procedure.

DETAILED CONTENT OF THE REPORT

According to Letter no. 20/11558/T.H.G./13.05.2021 of the General Secretariat of the Government regarding the termination of the mandates of the interim administrators, Mr Mircea Abrudean and Ms Laura Raluca Alina Dragotă, the representatives of the shareholder the Romanian State, through the General Secretariat of the Government, the supervisory public body requests the conduction of the procedure for the vacating of some positions in the Board of Administration, according to the applicable laws.

At the same time, according to Art.137[^]2 (2) of Law 31/1990 on the companies, as further amended and supplemented, corroborated with Art. 170 of Regulation no. 5/2018 of the Financial Supervising Authority on the issuers of financial instruments

and market operations, as further supplemented, the other members of the Board of Administration of SNTGN Transgaz SA convene immediately the General Meeting of the Shareholders for the supplementation of the number of members of the Board of Administration.

Considering the above, we submit for your approval this Report on the appointment by the General Meeting of the Shareholders of SNTGN Transgaz of two provisional members of the Board of Administration with a mandate term of maximum four months, with the possibility of extending the term by another two months, until the completion of the selection procedure.

We enclose to this Report the following documents:

1. Letter no. 20/11558/T.H.G./13.05.2021 of the Supervisory Public Body – the General Secretariat of the Government, registered at SNTGN Transgaz SA under number 37111/13.05.2021

Nomination and Remuneration Committee

Petru Ion Văduva

Nicolae Minea

Letterhead of the General Secretariat of the Government

To: ***The National Gas Transmission Company Transgaz SA Medias***
Mr. Petru Ion VĂDUVA, Chairman of the Board of Administration

Ref.: vacancy of seats in the Board of Administration

Dear Chairman,

Please acknowledge the termination of the mandates of the interim administrators, i.e. of Mr. Mircea Abrudean and Ms. Laura Raluca Alina Dragota, the representatives of the shareholder the Romanian State, by the General Secretariat of the Government, members of the Board of Administration, and, in compliance with the legal provisions, proceed with the procedure appropriate for vacancy of seats in the Board of Administration.

Tiberiu Horatiu GORUN

Secretary General of the Government