

SNTGN TRANSGAZ SA
ENTRY NO 13383 9.59
OF 21.02.2023

No 20/5490/M.N.
DATE 20.02.2023

THE GENERAL SECRETARIAT OF THE GOVERNMENT

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

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. for 12/13 April 2023, in order to extend the mandates of the provisional administrators due to expire on 16 April 2023 within the legal term

Dear Sirs,

For the application of the provisions of art. 64¹ paragraph (5) of GEO no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, corroborated with the provisions 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,

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. for 12/13 April 2023, in order to extend the mandates of the provisional administrators due to expire on 16 April 2023 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 April 2023.
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, with ___votes Against, representing ___% of the total number of expressed votes,

and with ___votes Abstention, 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 April 2023.

- 2- With ___votes For, representing ___% of the total number of expressed votes, with ___votes Against, representing ___% of the total number of expressed votes, and with ___votes Abstention, 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, with ___votes Against, representing ___% of the total number of expressed votes, and with ___votes Abstention, 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,

GENERAL SECRETARY OF THE GOVERNMENT

Marian NEACSU

Illegible signature and stamp

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

Whereas:

- The provisions of Art. 6¹, para. (5) of GEO no.109/2011 on corporate governance of public companies;
- 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 _____