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Submitted for analysis and approval in the OGMS of 22/23 April 2021

Report on the requests for renewal of the mandates of four members of the Board of Administration of SNTGN Transgaz SA

SUMMARY

This report includes the requests for renewal of the mandates of four members of the Board of Administration of SNTGN Transgaz SA, beginning with 30.04.2021 and the fundamental information regarding the process of renewal of the term of office of four administrators in office of SNTGN Transgaz SA specifying the stages concerning the process in question.

PROPOSAL

Pursuant to the provisions of art. 29, para. (14) of GEO 109/2011 on the corporate governance of public companies, with subsequent amendments and completions, we submit for approval to the Ordinary General Meeting of Shareholders of SNTGN Transgaz SA the requests to renew the mandates of four administrators in office of SNTGN Transgaz SA starting with 30 April 2021 for a period of four years, until 29 April 2025.

DETAILED CONTENT OF THE REPORT

In accordance with the provisions contained in the mandate contracts signed by the four members of the Board of Administration of SNTGN Transgaz SA in office who request the renewal of the mandates, their mandates expire as follows:

1. **Sterian Ion** – Administrator CEO of SNTGN Transgaz SA – **on 29 April 2021** (appointed by the Decision of the Ordinary General Meeting of Shareholders of SNTGN Transgaz SA no. 1 of 27 April 2017),

2. **Minea Nicolae** – Non-executive Administrator of SNTGN Transgaz SA – **on 29 April 2021** (appointed by the Decision of the Ordinary General Meeting of Shareholders of SNTGN Transgaz SA no. 13 of 28 December 2017)
3. **Văduva Petru Ion** – Non-executive Administrator of SNTGN Transgaz SA – **on 29 April 2021** (appointed by the Decision of the Ordinary General Meeting of Shareholders of SNTGN Transgaz SA no. 1 of 27 April 2017),
4. **Iliescu Bogdan George** – Non-executive Administrator of SNTGN Transgaz SA – **on 29 April 2021** (appointed by the Decision of the Ordinary General Meeting of Shareholders of SNTGN Transgaz SA no. 1 of 27 April 2017).

In view of the terms specified above and in accordance with the provisions of GEO 109/2011 on corporate governance of public companies, with subsequent amendments and completions, the four members in office of the Board of Administration of SNTGN Transgaz SA decided to submit to the Ordinary General Meeting of Shareholders SNTGN Transgaz SA the request for renewal of their mandates beginning with 30 April 2021.

For this purpose, the four members in office of the Board of Administration of SNTGN Transgaz SA notified the Public Guardian Authority on their intention by address no. 68623/03.12.2020, registered at the General Secretariat of the Government under no. 20/27217/RC/09.12.2020.

In order to meet the conditions stipulated in art. 28, para. (7) of GEO 109/2011 on the corporate governance of public companies, with subsequent amendments and completions, namely those related to the evaluation stage, the four members of the Board of Administration of SNTGN Transgaz SA will submit to the Public Guardian Authority, activity reports and the requests for the renewal of their mandates.

In view of the above, the four administrators in office of SNTGN Transgaz SA request, through the Nomination and Remuneration Advisory Committee, that the requests for renewal of their mandates, beginning with 30 April 2021, for a period of four years, until of 29 April 2025 be approved.

We attach hereto the following documents:

1. Requests for renewal of the mandates of the four members in office of the Board of Administration of SNTGN Transgaz SA who request the renewal of their mandates;
2. Activity reports of the four members in office of the Board of Administration of SNTGN Transgaz SA who request the renewal of their mandates.

Nomination and Remuneration Advisory Committee

Văduva Petru Ion

Iliescu Bogdan George

Minea Nicolae