

**CURRENT REPORT According to Art.139 of Law no.24/2017, on issuers of financial instruments and market operations, republished, as amended and supplemented**Date of report: **27.10.2022**Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**Headquarters: **Mediaș, 1 Constantin I. Motaș Square, Sibiu County**Telephone/fax: **0269803333/0269839029**Tax number: **RO 13068733**Trade Register number: **J32/301/2000**Subscribed and paid-up capital: **RON 117.738.440**Regulated market on which issued securities are traded: **Bucharest Stock Exchange.****CONVENING**

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Medias, 1 C.I. Motas Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under number J/32/301/2000, VAT Code RO13068733, according to Companies` Law no. 31/1990, republished, as further amended and supplemented, to Law no. 24/2017 on the issuers of financial instruments and market operations, republished, as further amended and supplemented, to Regulation no. 5/2018 of the Financial Supervising Authority on the issuers of financial instruments and market operations, as amended, and to the provisions of Art.16 of the updated Articles of Incorporation of Transgaz, convened for the meeting on **27.10.2022**,

**CONVENES**

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **7 December 2022, 10:00 a.m., respectively 11:00 a.m.**, to take place in Motas Hall, at the headquarters of the company located in Medias, 1 C.I. Motas Square, the county of Sibiu, in which only the persons having the quality of shareholders, meaning they are registered with the registry of the company's shareholders at the end of the day of **24 November 2022**, are entitled to participate and to vote, with the following agenda:

**I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

1. Appointment of two interim members of the Board of Administration with a maximum mandate period of four months, starting with 17.12.2022 with the possibility for the mandate extension by other two months until the completion of the selection procedure.
2. Approval of the form of the mandate contracts for the two interim members, to be appointed in Transgaz' Board of Administration and the empowerment of a

representative of the majority shareholder, the General Secretariat of the Government, to sign the mandate contracts.

3. Approval of the revision of some non-financial performance indicators included in the updated Management Plan of SNTGN Transgaz SA for the period 2021-2025.
4. Approval of the form of the amendment to the mandate contract concluded with the non-executive directors following the review of some non-financial performance indicators and empowerment of the representative of the General Secretariat of the Government in the GMS to sign on behalf of the company the amendments to the mandate contracts of the non-executive members of the Board of Administration of SNTGN "Transgaz" S.A.
5. Setting the date of **23 December 2022** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
6. Empowerment of Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea, Administrator or Mr Csaba Orosz, Administrator, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy Director-General of S.N.T.G.N. TRANSGAZ S.A., or his alternate, Mr Leahu Mihai Leontin, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

## II. THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the increase of the share capital of SNTGN Transgaz SA by incorporating the reserves from the profit of previous financial years, in the amount of 1,766,076,600, by issuing 176,607,660 new shares with a nominal value of 10 lei/share.
2. Approval of the amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA, as per the Annex.
3. Setting the date of **03.05.2023** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.
4. Setting the date of **02.05.2023** as ex-date, according to the legal provisions in force.
5. Setting the date of **04.05.2023** as date of payment.
6. Empowerment of Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea, Administrator or Mr Csaba Orosz, Administrator, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy Director-General of S.N.T.G.N. TRANSGAZ S.A., or his alternate, Mr Leahu Mihai Leontin, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Meeting of the Shareholders** and the **Extraordinary General Meeting of the Shareholders** will be held on **8 December 2022, 10:00 a.m., respectively 11:00a.m.**, in Motaş Hall, at the headquarters of the company located in Medias, no. 1 C.I Motaş Square, Sibiu County, with the same agenda.

The list containing information on the names, place of residence and professional qualifications of the persons proposed for the position of interim administrator will be available to shareholders at the company's registered office in Medias, no. 1 C.I Motaş Square, Sibiu County, ground floor, room 4 and/or on the company's website at ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS, both in Romanian and in English from the date of publication of the convening of the general meeting, and may be consulted and supplemented by them with proposals for candidatures. The list will be updated periodically as and when proposals are received within the period mentioned.

Shareholders of the Company may obtain, upon request, copies of the List containing information on the names, place of residence and professional qualifications of the persons proposed for the position of interim administrator.

Proposals of candidates for the election of interim members of the Board of Administration of SNTGN Transgaz SA must be submitted by the shareholders in writing and be accompanied by the following documents:

1. For the submission of applications in the case of **natural persons**: a copy of the identity card certified by the holder of the identity card, an updated curriculum vitae, European model, a sworn statement that the person has no criminal record, a sworn statement that the person is not on the list of directors whose mandate has been revoked for reasons attributable to them, a sworn statement that there is no conflict of interest, a sworn statement indicating whether or not the person is "independent" within the meaning of Article 138 ^2 of Law 31/1990 on companies republished, with subsequent amendments and additions, a declaration on their own responsibility that the person does not sit on the boards of administration of other companies incompatible with SNTGN Transgaz SA or on more than 3 Boards of Administration.
2. For the submission of applications in the case of **legal persons**: presentation of the company, of the representative to be appointed, accompanied by the appropriate documents required for the submission of applications by natural persons, a certificate or equivalent showing the company's object of activity, the duration of the company and the fact that the company is active, a declaration on their own responsibility that they are not in a conflict of interest, a declaration on their own responsibility that they have no criminal record, a tax record certificate or, in the case of foreign legal entities that are not registered for tax purposes in Romania, a sworn declaration by the representative of the legal entity that they have no tax debts, a sworn declaration that they do not sit on the Boards of Administration of other companies that are incompatible with SNTGN Transgaz SA or on more than 3 Boards of Administration.

3. A declaration of consent to the processing of personal data, according to the model published on the company's website at ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS.

The applications and the required documents shall be submitted a) on paper, in a closed and sealed envelope marked: "proposals for the election of the interim administrators of the Board of Administration of SNTGN "Transgaz" SA to fill the remaining vacancies", to the headquarters of SNTGN "Transgaz" SA in Medias, no. 1 C.I Motaş Square, ground floor, room 4, Sibiu County, for the attention of Ms Florea Claudia Elena or b) by e-mail, with an extended electronic signature incorporated, in accordance with Law no.455/2001 on electronic signature, to the address [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), so that they are received no later than **16 November 2022, 3:00 p.m.** which is the deadline for submitting proposals for candidates for the posts of interim administrators.

Please note that the final list containing information on the names, place of residence and professional qualifications of the persons who will apply for the position of interim administrator can be consulted by the shareholders at the company's headquarters in Medias, no. 1 C.I Motaş Square, ground floor, room 4, Sibiu County and/or on the company's website at the following address ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS, both in Romanian and English, from **17 November 2022, 9:00 a.m.**

The draft resolution of the OGMS is available at the company's headquarters in Medias, no. 1 C.I Motaş Square, ground floor, room 4, Sibiu County and/or on the company's website at the following address ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS, both in Romanian and English, from **2 November 2022.**

The draft resolution of the EGMS is available at the company's headquarters in Medias, no. 1 C.I Motaş Square, ground floor, room 4, Sibiu County and/or on the company's website at the following address ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./EGMS, both in Romanian and English, from **2 November 2022.**

Meeting documents and materials are available as follows:

- documents and meeting materials relating to items 1-4 on the agenda of the **Ordinary General Meeting of Shareholders** are available at the company's headquarters in Medias, no. 1 C.I Motaş Square, ground floor, room 4, Sibiu County and/or on the company's website at the following address ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS, both in Romanian and English, from **2 November 2022.**
- documents and meeting materials relating to items 1,2 on the agenda of the **Extraordinary General Meeting of Shareholders** are available at the company's headquarters in Medias, no. 1 C.I Motaş Square, ground floor, room 4, Sibiu County and/or on the company's website at the following address ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./EGMS, both in Romanian and English, from **2 November 2022.**

The Special Power of Attorney and the General Power of Attorney are available at the company's head-office in Medias, no. 1, C.I. Motas Sq., Sibiu County, ground floor, room 4 and/or on the Company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS/EGMS, in Romanian and in English, as of **2 November 2022.**

The shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general meetings, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meetings, within 15 days from the publication of the convening, namely **16 November 2022, 3:00 p.m.;**
- to present draft resolutions for the points included or proposed to be included on the agenda of the meetings, within 15 days from the publication of the convening, namely **16 November 2022, 3:00 p.m.;**
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412,** or to the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), for the attention of Mrs. Claudia Elena Florea.

If the exercising of the right to insert points on the agenda of the general meetings of the shareholders results in the changing of the agenda of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **24 November 2022.**

Every shareholder may address questions related to the points on the agenda of the general meetings of the shareholders to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, for the attention of Mrs. Claudia Elena Florea, by courier, to **fax number 0269-803.412,** or to the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro). For identification purposes, the persons addressing such questions shall attach requests and copies of the documents proving their identity.

The answers to the questions shall be sent in writing and shall be published on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS/EGMS.

The shareholders registered by the reference date may vote by correspondence, prior to the general meetings, by using the form of vote by correspondence available as of **2 November 2022,** at the company's head-office in Medias, no. 1, C.I. Motas Sq., Sibiu county, ground floor, room 4 and/on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS/EGMS, both in Romanian and English.

The forms of vote by correspondence must be filled in and signed by the shareholders - natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder - legal person, accompanied by the official document that certifies the quality of legal representative. In the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date/registration received from Depozitarul Central or, as applicable for dates different from the reference/registration date, based on the following Depozitarul Central documents submitted by the shareholder to the issuer: account statement proving the quality of shareholder and the number of shares held; documents proving the recording of the information regarding the legal representative at Depozitarul Central.

If the data regarding the quality of legal representative are not updated at Depozitarul Central by the shareholder legal person until the reference date, the legal representative proof is based on a true copy of the findings certificate issued by the

Trade Register or on any other document issued by a competent authority of the country of registration of the shareholder, attesting the quality of legal representative, issued at least 3 months before the date of convening publication.

The forms of vote by correspondence and the supporting legal documents shall be sent in original by courier, in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motas Square by **5 December 2022, 10:00 a.m.** the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, attention of Ms. Claudia Elena Florea, or electronically signed with an extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail at [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), subject to the sanction under Art. 125, paragraph 3 of Companies` Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **24 November 2022**, may attend and vote during the meeting, in person or by their representatives, based on a special or general Power of Attorney, according to the applicable laws. The quality of shareholder and, in the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date / registration received from Depozitarul Central.

If a shareholder is represented by a credit institution providing custody services, such shareholder will be able to vote in the general meetings of the shareholders provided it submits to the issuer the original declaration signed and, if applicable, stamped by the legal representative of the credit institution, clearly stating the surname/name of the shareholder on behalf of which the credit institution participates and votes within the GMS, and the fact that the institution provides custody services for the relevant shareholder, within 48 hours before the general meeting, based on the voting instructions received by electronic means of communication, without the special or general power of attorney from such shareholder. The custodian shall vote in the general meeting of the shareholders only in accordance with and within the limits of the instructions received from its clients being shareholders at the reference date of **24 November 2022**.

The special power of attorney and the statement, in original, signed and stamped, as appropriate, and the general power of attorney, in copy, mentioning, under the representative`s signature that it is a true copy and accompanied by an affidavit in original signed and, where appropriate, stamped, given by the legal representative of the intermediary or by the lawyer who received power of representation by the attorney general, indicating that the power is given by that shareholder as a customer, intermediary or, where appropriate, lawyer's power of attorney signed by the shareholder, including by the attachment of extended electronic signature, if any, and the mandate received by the order of the Ministry of the State Secretary of the Government for the participation of the state`s representatives in the General Meeting of the Shareholders, in original, may be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, at least one hour before the meeting, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 4, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address

[secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro) under the sanction provided in Art. 125 paragraph 3 of Companies' Law no. 31/1990, republished, as further amended and supplemented, or at the date of the general meetings of the shareholders at the BoA and GMS Secretariat Office.

For additional information please contact us at **telephone 0269-803.056, fax 0269-803.412**, or at the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro).

**Chairman**  
**of the Board of Administration**  
**Petru Ion Văduva**

**The updated Articles of Incorporation of SNTGN Transgaz SA are amended as follows:**

Chap. III, art. 8, point 1,2,3,4 shall have the following content:

1. The share capital of TRANSGAZ S.A. is 1,883,815,040.00 lei, fully subscribed and paid up by the shareholders of the company.
2. The share capital is divided into 188,381,504 registered shares, issued in dematerialised form.

The nominal value of one TRANSGAZ S.A. share is 10 lei.

3. The share capital is held as follows:
  - The Romanian State, represented by the General Secretariat of the Government, a number of 110,221,440 shares, with a total value of 1,102,214,400.00 lei representing 58.5097% of the share capital;
  - Other shareholders (free-float), natural and legal persons, Romanian and foreign, a number of 78,160,064 shares, with a total value of 781,600,640.00 lei representing 41.4903% of the share capital.
4. The share capital shall not include assets of the kind referred to in Article 136(3) of the Constitution of Romania, republished.”

Chap. III, art. 9, point 1 subpoint 1.3, 1.4, 1.5, 1.6, 1.9 shall have the following content:

- 1.3. The General Extraordinary Meeting of Shareholders may authorize the Board of Administration of TRANSGAZ S.A. to increase the share capital up to a maximum threshold set by the meeting, which may not exceed half of the subscribed share capital existing at the time of authorization. The period of validity of the delegation granted by the extraordinary general meeting of shareholders on the basis of this article is a maximum of 3 years, and may be renewed for periods not exceeding 3 years for each renewal. The share capital may be increased by:
  - (a) the issue of new shares or by increasing the nominal value of existing shares in exchange for contributions in cash and/or in kind;
  - (b) incorporation of reserves, with the exception of legal reserves, as well as profits or share premiums, or by offsetting liquid and payable claims on TRANSGAZ S.A. against its shares; favourable differences from the revaluation of assets shall be included in reserves, without increasing the share capital;



- 1.4 Unless otherwise provided by law, the lifting of the pre-emptive right of existing shareholders to subscribe for new shares in the event of an increase in share capital by a cash contribution must be decided by an extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital and with the vote of shareholders holding at least  $\frac{3}{4}$  (three-quarters) of the voting rights.
- 1.5 Unless otherwise provided by law, the increase of the share capital by contribution in kind must be approved by an extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital and with the vote of shareholders representing at least  $\frac{3}{4}$  (three quarters) of the voting rights. The provisions of paragraph 1.3 above are not applicable in this situation.
- 1.6 The contribution in kind to increase the share capital of TRANSGAZ S.A. may only consist of new and efficient goods necessary for the achievement of the object of activity of TRANSGAZ S.A.
- 1.9 Decisions taken by the Board of Administration of TRANSGAZ S.A., in the exercise of the powers delegated by the Extraordinary General Meeting of Shareholders, have the same regime as the resolutions of the General Meeting of Shareholders, as regards their publicity and the possibility of appeal in court.

Chap. III, art. 10, point 2 shall have the following content:

2. The records of shares and other securities issued by TRANSGAZ S.A. shall be kept in accordance with the regulations issued by the Financial Surveillance Authority (FSA).

Chap. IV, art. 16, point 1 subpoint 1.4, shall have the following content:

- 1.4 The meeting shall be convened within not more than 30 days, so that the meeting shall be held, on the first or second convening, within 60 days of the date of the request.

Chap. IV, art. 16, point 2 subpoint 2.1 letter (h), 2.2, 2.3, 2.4, 2.5, 2.6 shall have the following content:

- 2.1 (h) the deadline by which proposals for candidates for the positions of administrators may be made, where the agenda includes the election of administrators, the deadline shall be set so that the period within which proposals for candidates for the positions of administrators may be made is at least three working days after the publication of the convening notice/supplement to the convening notice with the election of administrators on the agenda;
- 2.2 One or more shareholders representing, individually or jointly, at least 5% of the share capital shall be entitled to:

- a) introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting;
- b) to submit draft resolutions for items included or proposed for inclusion on the agenda of the general meeting.

The rights set out above may be exercised only in writing and proposals made shall be sent by courier service or by electronic means.

Shareholders may exercise the rights set out above within 15 days from the date of publication of the convening notice. In cases where the exercise of the above right leads to a change in the agenda of the general meeting already communicated to the shareholders, the company shall make available a revised agenda, using the same procedure as that used for the previous agenda, before the reference date of the general meeting of shareholders, as defined by the F.S.A. regulations, and in compliance with the deadline provided for in art. 117<sup>1</sup> para. (3) of Law no. 31/1990, so as to allow the other shareholders to appoint a representative or, if applicable, to vote by correspondence.

- 2.3 The General Meeting of Shareholders shall be held at the headquarters of TRANSGAZ S.A. or at another place indicated in the convening notice.
- 2.4 When the agenda includes proposals to amend the Articles of Incorporation, the convening notice must include the full text of the proposals.
- 2.5 The reference date must not be more than 30 days before the date of the general meeting to which it applies, there must be a period of at least 8 days between the deadline allowed for convening the general meeting and the reference date, and the reference date must be before the deadline by which proxies may be lodged/sent to the company. There must be a period of at least 6 days between the admissible deadline for the second or subsequent convening of the general meeting and the reference date “.
- 2.6 The access of shareholders entitled to attend the general meeting of shareholders on the reference date is allowed by simply proving their identity, in the case of shareholders who are natural persons, with their identity card or, in the case of legal entities, with that of their legal representative, and in the case of legal entities and shareholders who are represented by natural persons, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions.

Chap. IV, art. 17, point 1 subpoint 1.5 shall have the following content:

- 1.1 The provisions of the preceding paragraph shall not apply to resolutions concerning changes in the main object of activity of TRANSGAZ S.A., reduction or increase of share capital, change of legal form, merger, division or dissolution for

which resolutions are passed by a majority of at least 3/4 of the voting rights held by the shareholders present or represented.

Chap. IV, art. 18, point 1 subpoint 1<sup>3</sup>, 1<sup>4</sup> shall have the following content:

1<sup>3</sup> In the case of votes by correspondence, the forms of vote by correspondence shall be submitted by the shareholders at least 48 hours before the general meeting.

1<sup>4</sup> If resolutions requiring a secret ballot are on the agenda of the general meeting of shareholders, the vote by correspondence shall be cast by means that do not allow it to be revealed to anyone other than the members of the secretariat in charge of counting the secret votes cast and only when the other votes cast in secret by the shareholders present or by the representatives of the shareholders attending the meeting are known.