

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: **06.09.2023**

Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**

Headquarters: **Mediaș, 1 Constantin I. Motas Square, Sibiu County**

Telephone/fax: **0269803333/0269839029**

Tax number: **RO 13068733**

Trade Register number: **J32/301/2000**

Subscribed and paid-up capital: **1.883.815.040 LEI**

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, at the request of the majority shareholder General Secretariat of the Government (58.5097% of the share capital), by Letter no. 20/31067/M.A./06.09.2023 pursuant to Article 119 para. (1) of the Companies Law no.31/1990, republished, as subsequently amended and supplemented, in conjunction with the provisions of Art.105 para. (23) of Law no.24/2017 on issuers of financial instruments and market operations, as amended and supplemented, in conjunction with the provisions of art. 29¹ para. (1) and (2) of GEO no.109/2011 on corporate governance of public companies, as amended and supplemented, held a meeting on **06.09.2023**,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **11 October 2023, 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 **29.09.2023**, are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the financing of the "Ten Years Network Development Plan 2022 - 2031" - revised 2023.
2. Appointment of 2 interim members of the Board of Administration for a maximum mandate of 5 months, starting on 17.10.2023, with the possibility of extension, once only, by other 2 months, for justified reasons.
3. Approval of the form of the mandate contracts for the 2 interim members to be appointed to the Board of Administration of the National Gas Transmission Company "Transgaz" SA and empowerment of a representative of the majority shareholder, the General Secretariat of the Government, to sign the mandate contracts.
4. Setting the date of **27.10.2023** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
5. 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 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. The approval of the following:
 - The amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA, as follows:

Chap. V, art. 19, point 11.1 and 11.2 shall be amended and shall read as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at the level of the Board of Administration in accordance with the legal provisions. The Board of Administration may also decide to set up other advisory committees to examine subjects required by the legislation in force or chosen by the Board of Administration, with the aim of advising it on the subjects chosen.

11.2 The Nomination and Remuneration Committee and the Audit Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at the level of the Board of Administration, their composition shall be determined by the Board of Administration.

At Chap. V, art. 19, after point 11.2 point 11.2¹ with the content below is added:

11.2¹ The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.
 - Mandating the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms

of publicity provided for by the Company Law no. 31/1990, republished, as subsequently amended and supplemented.

2. Setting the date of **27.10.2023** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.
3. 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 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.

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 **12 October 2023, 10:00 a.m., respectively 11:00 a.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), 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 138² of Companies' Law 31/1990 republished, as subsequently amended and supplemented, respectively the provisions of Article 28 paragraph (6) of GEO no.109/2011 on corporate governance of public enterprises, as amended and supplemented a declaration on their own responsibility that the person does not sit on the

boards of administration/supervision of other companies incompatible with SNTGN Transgaz SA or on more than 2 Boards of Administration/supervision.

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/supervision of other companies that are incompatible with SNTGN Transgaz SA or on more than 2 Boards of Administration/supervision.
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), 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, so that they are received no later than **22.09.2023, 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 in soft copy on the company's website at the following address (www.transgaz.ro), the link Investors/G.M.S./OGMS, both in Romanian and English, from **22.09.2023, 04:00 p.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 in soft copy on the company's website at the following address (www.transgaz.ro), the link Investors/G.M.S./OGMS, both in Romanian and English, as of **07.09.2023.**

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 in soft copy on the company's website at the following address (www.transgaz.ro), the link Investors/G.M.S./EGMS, both in Romanian and English, from **07.09.2023.**

Meeting documents and materials are available as follows:

- documents and meeting materials relating to item 1 on the agenda of the **Ordinary General Meeting of Shareholders** shall be available as follows:
 - The Report, the National Gas Transmission System Development Plan 2022-2031 - revised 2023 and ANRE DECISION no.1956 of 04.08.2023 at the company's headquarters in Mediaș, no. 1 C.I Motaș Square, ground floor, room 4, Sibiu County and/or in soft copy on the company's website at the following address (www.transgaz.ro), the link Investors/G.M.S./OGMS, both in Romanian and English, as of **07.09.2023**.
 - Annex A to the report is available and may be consulted by shareholders at the company's registered office in Mediaș, P-ta C.I Motas, nr.1, ground floor, room 4, as of **07.09.2023**, between 8:00 a.m and 03:00 p.m hours or will be made available to shareholders upon request, in compliance with the legal provisions in force.
- documents and meeting materials relating to items 2-3 on the agenda of the **Ordinary General Meeting of Shareholders** are available at the company's headquarters in Mediaș, no. 1 C.I Motaș Square, ground floor, room 4, Sibiu County and/or in soft copy on the company's website at the following address (www.transgaz.ro), the link Investors/G.M.S./OGMS, both in Romanian and English, as of **07.09.2023**.
- documents and meeting materials relating to item 1 on the agenda of the **Extraordinary General Meeting of Shareholders** are available at the company's headquarters in Mediaș, no. 1 C.I Motaș Square, ground floor, room 4, Sibiu County and/or in soft copy on the company's website at the following address (www.transgaz.ro), the link Investors/G.M.S./EGMS, both in Romanian and English, as of **07.09.2023**

The Special Power of Attorney and the General Power of Attorney are available at the company's head-office in Mediaș, no. 1, C.I. Motas Sq., Sibiu County, ground floor, room 4 and/or in soft copy on the Company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS/EGMS, in Romanian and in English, as of **07.09.2023**.

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 **22.09.2023, 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 **22.09.2023, 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, 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 **29.09.2023**.

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. 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), 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 **07.09.2023**, at the company's head-office in Medias, no. 1, C.I. Motas Sq., Sibiu county, ground floor, room 4 and/or in soft copy on the company's website (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 so that they are registered by **09.10.2023, 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, 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 **29.09.2023**, 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 meetings 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 **29.09.2023**.

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 meetings, 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 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.

Chairman of the Board of Administration
Petru Ion Văduva