

## DRAFT RESOLUTION

### RESOLUTION No. 10 of the Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 5 October 2020

The Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting dated 5 October 2020, at the first/second convening, in which shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Mediaș, 1 C. I. Motaș Square, Sibiu County, the following:

### RESOLUTION

**Art.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 conclusion of a transaction with the European Bank for Reconstruction and Development (‘EBRD’) consisting in (a) EBRD’s subscription of a participation interest newly issued by Vestmoldtransgaz SRL for the amount of EUR 20 million, EBRD thus becoming a Vestmoldtransgaz SRL shareholder with 25% of its charter capital, and (b) the jointly undertaking by Eurotransgaz SRL and SNTGN Transgaz SA of the obligation to buy from EBRD EBRD’s participation interest in Vestmoldtransgaz SRL at a predetermined price when EBRD exercises its participation interest put option in Vestmoldtransgaz SRL.

**Art.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, sets the date of **21 October 2020** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.

**Art.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, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, 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.

**President of the Board of Administration**

**Remus Gabriel Lăpușan**