

**DRAFT RESOLUTION**

**RESOLUTION NO.10**  
**of the Ordinary General Meeting of the Shareholders**  
**of the National Gas Transmission Company TRANSGAZ S.A. Medias,**  
**of 7 December 2022**

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 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 amended and supplemented, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations as amended and supplemented and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 07/08.12.2022, 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 Medias, 1 C. I. Motaș Square, Sibiu County, the following:

**RESOLUTION**

**Art.1. 1.1.** 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 appointment of Mr. Orosz Csaba as interim member of the Board of Administration with a maximum mandate period of 4 months, starting with 17.12.2022 with the possibility for the mandate extension by other two months until the completion of the selection procedure.

**1.2.** 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 appointment of Mr. Agafiței Gheorghită as interim member of the Board of Administration with a maximum mandate period of 4 months,

starting with 17.12.2022 with the possibility for the mandate extension by other two months until the completion of the selection procedure.

**1.3.** 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 appointment of Mr. Gheorghe Andrei Ionuț as interim member of the Board of Administration with a maximum mandate period of 4 months, starting with 17.12.2022 with the possibility for the mandate extension by other two months until the completion of the selection procedure.

**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 approves/does not approve the form of the mandate contracts for the two interim members, to be appointed in Transgaz' Board of Administration and empowers Mr./Mrs. \_\_\_\_\_, as representative of the majority shareholder, the General Secretariat of the Government, to sign the mandate contracts with the interim administrators of SNTGN Transgaz SA Mediaș.

**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 approves/does not approve the revision of some non-financial performance indicators included in the Management Plan of SNTGN Transgaz SA for the period 2021- 2025, updated.

**Art.4.** 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 addendum to the mandate contract concluded with the non-executive administrators following the review of some non-financial performance indicators and empowers Mr./Mrs. \_\_\_\_\_, representative of the majority shareholder, the General Secretariat of the Government in the GMS to sign on behalf of the company the addendums to the mandate contracts of the non-executive members of the Board of Administration of SNTGN "Transgaz" S.A.

**Art.5.** 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 **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.

**Art.6.** 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 Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea, Administrator or Mr Orosz Csaba, 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.

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