

DRAFT RESOLUTION

RESOLUTION NO. 11 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, as of 9 December 2020

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 subsequently amended and supplemented, of Financial Supervisory Authority Regulation no 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 held on 9 December 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 Medias, 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, acknowledges the Report of the Nomination and Remuneration Advisory Committee regarding the evaluation of the performances of the administrative and executive management of SNTGN TRANSGAZ SA for the activity carried out in 2019.

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 Evaluation of the fulfilment of the key financial and non-financial performance indicators that constitute an annex to the mandate contracts of the non-executive directors, in accordance with the provisions of GEO no. 109/2011 on

corporate governance of public enterprises, with subsequent amendments and completions.

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 sets the date of **29 December 2020** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

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, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary 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 Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

Chairman of the Board of Administration
Lăpușan Remus Gabriel