



**SOCIETATEA NAȚIONALĂ DE TRANSPORT  
GAZE NATURALE "TRANSGAZ" SA MEDIAȘ**  
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## **REPORT** **on the establishment of a secondary office** **within S.N.T.G.N. TRANSGAZ S.A.**

### **SUMMARY**

The secondary office is the facility where the economic agent carries out his activity, entirely or partly, outside the headquarters. Subsequent to the establishment of the company a secondary office is opened by the introduction and recording of the relevant entries at the Trade Register Office.

At the same time, in accordance with the legal provisions in force, a company establishing an entity with or without legal personality at another address than the registered office of the unit, with minimum 5 employees, is required to apply for the tax registration of that entity, as paying salaries, at the fiscal body subordinated to the National Agency for Tax Administration in whose territorial jurisdiction is the address where the company actually carries out its activity.

Following the establishment within the organizational structure of the Design and Research Division of two compartments, Design Research Compartment 7B and Design Research Compartment 8B organizational entities that will carry out their activity in Brasov, the company's management deems it necessary to establish in Brasov a secondary office under the name "RESEARCH AND DESIGN COMPARTMENT", located in no. 2, Nicolae Titulescu street, Brasov.

### **PROPOSAL**

Approval by the Extraordinary General Meeting of the Shareholders of SNTGN TRANSGAZ S.A., under Chapter I, Art. 3, point 3 and Chapter IV, art 15, point 4, letter i of the updated Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A of the following:

- The establishment in Brasov of the secondary office, without legal personality, the "RESEARCH AND DESIGN COMPARTMENT" (Annex no 1);
- The empowerment of Mr Petru Ion Văduva, the Director-General of S.N.T.G.N. TRANSGAZ S.A., to fulfil all the formalities regarding the registration of the above mentioned secondary office at the Trade Registry Office, near Sibiu Court.

Transgaz' management strategy between 2013 and 2017 focuses on operational efficiency, enhanced performance and sustainable development in line with the requirements of the European energy efficiency policy and Romania's needs and future opportunities to become a major player on the European gas market.

Within Transgaz there are secondary offices (operating facilities), which, according to Art.43, paragraph 3 of Law 31/1990 – the Companies` Law, as further amended and supplemented, are dismemberments without legal personality and are listed with the company's registration with the Trade Register Office near Sibiu Court.

The secondary office or the operating facility is the facility where the company carries out its activity outside the headquarters. The secondary offices of the company may be opened both when the company is established or later on. Subsequent to the establishment of the company a secondary office is opened by the introduction and registration

of entries with the Trade Registry Office. In case of a secondary office (operating facility) with minimum five employees, in line with the legal provisions in force it has to be registered with the competent tax body subordinated to the National Agency for Tax Administration.

Considering:

- The increasing number of projects under implementation by the Research and Design Division
- The anticipation of the increase of the workload for the completion of the necessary activities for the implementation of the major projects included in the Ten Year Network Development Plan for the period 2014-2023
- The complex procedure and long lasting duration of the execution of the projects by third parties, as well as their low quality,

it was considered appropriate to establish two new Design and Research Compartments – the Design and Research Compartment 7B and the Design and Research Compartment 8B, including each 9 jobs, being part of the Design and Research Division.

In the light of the foregoing the establishment, under the direct coordination of the Director of the Design and Research Division of two Compartments: the Design and Research Compartment 7B and the Design and Research Compartment 8B, was approved; the two entities shall operate in Brasov. Therefore, for the optimum conduct of the activity the company's management deems necessary to establish in Brasov a secondary office named "DESIGN AND RESEARCH COMPARTMENTS".

It is worth mentioning that the premises of the "DESIGN AND RESEARCH COMPARTMENTS" are located in Brasov, no 2, Nicolae Titulescu street, the premises is subject of the lease contract no 8/13.01.2017 concluded between SC CARPATEX SA Braşov and S.N.T.G.N. TRANSGAZ SA, valid for 2 years.

Annexes:

- *Annex no 1* – Secondary offices proposed for being established.

**CHAIRMAN OF THE BOARD OF ADMINISTRATION  
ION STERIAN**

**SECONDARY OFFICE  
PROPOSED FOR BEING ESTABLISHED**

<b>No.</b>	<b>NAME</b>	<b>NACE Code</b>	<b>ADDRESS</b>
0	1	2	3
<b>S.N.T.G.N. „TRANSGAZ” S.A</b>			
1	<b>DESIGN AND RESEARCH COMPARTMENT</b>	4950	Street Nicolae Titulescu, no.2, Braşov