

Translation from Romanian

**MINISTRY OF ECONOMY**

**Department for Privatisation and State Ownership Administration (DPAPS)**

To: ***The National Gas Transmission Company TRANSGAZ SA***

Attn: ***Mr. Ion STERIAN – Chairman of the Board of Administration***

***Mr. Petru VADUVA – Director-General***

Ref: *The Ordinary General Meeting of Transgaz Shareholders convened on 19/20.06.2017*

Dear Sirs,

For the application of art. 64 <sup>^1</sup> paragraph (4) and art. 64<sup>^4</sup> of GEO no. 109/2011 on the corporate governance of state-owned companies, as amended, corroborated with the provisions of art 3 of the Methodological Rules for Enforcement as approved by GEO no. 722/2016 and considering the provisions of the Memorandum on Measures to be taken by the relevant public institutions for the application of GEO no. 29/2017 for the amendment of art. 1, paragraph (1), letter g) of Governmental Ordinance no. 64/2001 on the appropriation of the profit of national companies, fully or mainly state-controlled trading companies and of the autonomous companies and for the amendment of art. 1, paragraph (2) and (3) of GEO no. 109/2011 on the state-owned companies' corporate governance.

Please take all necessary actions to have the agenda of the Ordinary General Meeting of Transgaz Shareholders as convened for 19.06.2017 supplemented by the following items:

1. *Appointment of interim administrators by the completion of the procedure for the administrators' selection according to GEO no. 109/2011 on the corporate governance of state-owned companies, as amended and to the Methodological Rules for Enforcement as approved by GEO no. 722/2016*
2. *Setting of the interim administrators' mandate duration*
3. *Setting of the maximum cap of the interim administrators' gross fixed remuneration, of the relevant mandate contract template as well as of the person empowered on behalf of the company to sign the contract of mandate with the interim administrators*
4. *Distribution as dividends of the amounts already registered with the accounts under other reserves and the result reported on 31.12.2016*

Calea Victoriei no. 152, sector 1, Bucharest, mail code 010096

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We would like to inform you that, upon the proposal of the Ministry of Economy's management, the nominations for the positions of interim administrators of Transgaz Board of Administration refer to Mr. Nicolae Minea and Mr. Cosmin Ghita (whose CVs are attached hereto).

Moreover, as far as the request of the Ministry of Public Finance (delivered by letter no. 554656/17.05.2017 and registered with the Ministry of Economy under no. 30315/PIN/18.05.2017 and with DPAPS) is concerned, please take all necessary actions to notify the Ministry of Public Finance of the requested data and submit a copy of the relevant response to us.

Yours sincerely,

**Bogdan Constantin ANDRONIC**

**President**

*Seal and illegible signature*

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## CURRICULUM VITAE

### PERSONAL INFORMATION

Name, surname	<b>MINEA NICOLAE</b>
Address	no. 8 Petrita St., Sibiu, Romania
Telephone	0040 732 332 211
E-mail	nicolae.minea@hilton.com
Nationality	Romanian
Date of birth	11.06.1957
Sex	Male

### WORK EXPERIENCE

Date (from – to)	April 2014 – June 2016
Occupation or position held	President, position regarded as Secretary of State (according to G.D. 837/2004) Appointed by the Decision of the Prime Minister no 157/04.04.2014, published in the Official Gazette of Romania no 244 of 04.04.2014
Employer's name	Authority for Management of State Ownership (AMSO)
Main activities and responsibilities	<ul style="list-style-type: none"><li>• Represents AMSO in its relationship with the Government, Ministries and specialty entities of the central public administration, with the local public administration, with other institutions, with foreign and Romanian legal and natural persons as well as before the courts of law and arbitrary courts;</li><li>• Ensures the management of AMSO;</li><li>• Establishes by Order the duties and responsibilities of the vice presidents,</li><li>• Appoints and dismisses, under the law the AMSO staff;</li><li>• Draws up and submits for the approval of the Surveillance and Guidance Council the policy and strategy in the field of administration and management of the state assets within the portfolio of AMSO, including in the field of privatisation and the responsibilities of its staff;</li><li>• Ensures the preparation of the draft revenue and expense budget related to the activity for the privatisation and capitalization of the state assets I submit for approval to the Surveillance and Guidance Council;</li><li>• Grants, by Order, facilities for the payment of debts taken over based on some legal acts in line with the provisions in the field of state aid;</li></ul>

- Provides operative measures for the application of the legal provisions related to AMSO, as well as for the compliance with the policy and strategy in the field of administration and capitalization of the state assets within the portfolio of AMSO, including in the field of privatisation;
- Presents, with the Economy Minister's approval and with the approval of the Prime Minister, until the 30<sup>th</sup> of June of the following year the annual activity report of AMSO; upon the request of the Ministry of Economy or of the Prime Minister;
- Approves the content of the special mandates of the AMSO representatives in the general assemblies of companies, defined and taken over according to the law in the portfolio of AMSO, who organized the meetings in order to take decisions on the: Dissolution, liquidation, operational closing or the extension of the duration of the company's operation. The dissolution of one or more units of the company, merger or division, the dissolution of some subsidiaries, defined according to the law, the increase or reduction in equity, modification of the core activity, the establishment of guarantees over some assets of the company or their lease; the asset sale;
- Approves the proposals of the specialty compartments of AMSO on the promotion of legal acts for the improvement of the activity of the institution and for adapting its functional legal framework to the necessities occurring in the activity;
- Takes note of the findings related to the committal of disciplinary deviations and orders the application of the appropriate sanctions, according to the law;
- Approves the commitment of expenditure within AMSO, according to the law;
- Manages and supervises the personnel related activity, according to the law;
- Approves the annual activity plans of the compartments under the subordination of the AMSO President;
- Decides on the necessary measures for the preparation and for the development of internal/management control system, including the procedures adapted according to the activities carried out;
- Approves the activity reports, the situations, the materials /financial/accounting projects prepared by the specialty structures of AMSO and ensures the compliance with the procedures related to their transmittal to the institutions provided by the specific laws in force;

- Ensures the organization of preventive internal financial control and the record of legal commitments of AMSO in line with the provisions of the specific laws;
- Leads the sessions of the Management Board;
- Takes note of the Decisions of the Management Board and approves/rejects the measures proposed. As for the notes under the field of activity of the Supervisory and Guidance Committee, he endorses them and submits them to its Secretariat office;
- Approves, under the law, the measures promoted by the Vice president of the functional compartments in line with the field of activity of AMSO and his own tasks;
- Approves, under the law the internal working procedures of AMSO;
- Manages and provides guidance to the activity of the subordinate functional compartments.

Date (from – to)	July 2009 – April 2014
Occupation or position held	Director General
Employer's name	Hilton Hotel, Sibiu
Type of activity or sector	Hotel-Restaurant
Date (from – to)	October 1995 – June 2009
Occupation or position held	Director General
Employer's name and address	Palace Resort and Spa, Sibiu
Type of activity or sector	Hotel-Restaurant
Date (from – to)	January 1991 – April 1992
Occupation or position held	Commercial director
Employer's name	SC Cibirul S.A. Sibiu
Type of activity or sector	Tourism
Date (from – to)	April 1986 – April 1990
Occupation or position held	Commercial director
Employer's name	The County Tourism Office, Sibiu
Type of activity or sector	Tourism

Date (from – to)	May 1985 – March 1986
Occupation or position held	Economist
Employer's name	The Company Textila, Cîsnădie
Type of activity or sector	Production and sale of carpets
Date (from – to)	November 1984 – April 1985
Occupation or position held	Economist
Employer's name	The factory of equipment and accessories, Agnita
Type of activity or sector	Foreign Trade
<b>EDUCATION AND TRAINING</b>	
Date (from – to)	1981 – 1986
Education or training organisation's name	<b>ECONOMIC STUDIES ACADEMY – Bucharest</b>
Principal subjects covered or skills acquired	International economic relations
Diploma/Qualification	Diplomat
Date (from – to)	1991 -1994
Education or training organisation's name	Tourism Management Institute of Paris – France
Principal subjects covered or skills acquired	University courses for capital markets, Direct investments Management Marketing management
Diploma/Qualification	Sales techniques Patent – Tourism management
Date (from – to)	1972 – 1976
Education or training organisation's name	Octavian Goga Highschool of Sibiu
Principal subjects covered or skills acquired	
<b>Trainings and qualifications</b>	
<b>Trainings</b>	Hilton Generic Brand Service Standards
	Customer Focused Selling
	eSales
	Selling Leisure
	Hilton Pricing Management
	Hilton Journey Ambassador
<b>Period</b>	January – April 2006

	<b>Course</b>	Finance and Management Accounting London – England
	<b>Period</b>	January – June 2009
	<b>Course</b>	Bussiness Planning Geneva – Switzerland
		Certificate: Sales management
	<b>Period</b>	December 2014
	<b>Course</b>	Implementing, development and self-evaluation of the Internal/management control system: Risk Management, Corporate governance
	<b>Period</b>	November 2015
	<b>Course</b>	News related to the Internal/management control system
	<b>PERSONAL SKILLS</b>	
	Mother tongue(s)	<b>Romanian</b>
	Other language(s)	<b>English – fluent</b>
		French – fluent
		German – intermediate
		Italian – intermediate
<b>SOCIAL SKILLS AND ABILITIES</b>		Ethical and professional behaviour;
		Good communication and learning skills;
		Dynamic;
		Sociable;
		Analytical thinking;
		Team spirit;
		Perseverance,
		Ambition;
		Self-confidence.
<b>ORGANIZATIONAL SKILLS</b>		Leadership;
		Positive attitude, results oriented perseverance;
		Business professional look,
		Communication and negotiation skills,
		Professionalism.
<b>COMPUTER SKILLS</b>		Good knowledge of Microsoft (Word, Excel and Power Point)
<b>HOBBY</b>		Theater, music, reading, trips, tennis, football.

**COSMIN GHITA**  
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Bucharest, District 1, Romania, 011634  
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## **PROFESSIONAL EXPERIENCE**

**The Government of Romania,  
Prime Minister's Office  
State Counsellor for Energy and Mining**

Bucharest, Romania  
4/2017 – Currently

## **MEDTRONIC ROMANIA SRL**

***Manager for Public Relations and Economic Policies  
for Romania and Moldova***

Bucharest, Romania  
11/2016-04/2017

- responsible for the representation of Romania and Moldova at the governmental level
- developed a plan of approach and positioning over key policies related to the medical funding system
- configured implementation plan for construction and equipping of hospitals in public-private partnership
- maintaining relation with the main interlocutors in the financing system of the medical field in Romania and Moldavia, as well as with the other members of the business and diplomatic community

## **AMEROCAP (fka Ridgewood Advisors)**

Company for investment and facilitation of oil foreign trade

New York City, US, Bucharest, Romania

04/2015-04/2017

***Partner***

- managed sale of two oil blocks in the Black sea, Romania
- secured a credit line for Tailwind Energy UK amounting to USD 300 mil. For the development of a platform for investment in North Sea offshore mature fields and facilitated access to potential partners (acquisition targets) in the area of international oil companies
- facilitated financial structure, business plan and discussions with potential investors and clients for a uranium mining company in Madagascar
- advised a global USD 600 million platform under investment potential to place a potential expansion investment in the form of a joint venture in the Port of Constanta
- Structured a trade partnership between a Romanian petroleum geophysical prospecting company and one in India for participation in auctions organized by state oil companies in India
- Advised Apollo Global Management, an investment fund with a total capital of USD 184 billion, on a potential investment in the Romanian oil industry (verification of creditworthiness, market modelling, Montecarlo modelling of prospectivity, legal framework)
- Advised the State Property Fund of Ukraine to apply the Property Fund model in Romania by facilitating an exchange of experience and presenting SWOT economic developments of this form of partial privatization
- management of sale of an oil block held by a Polish company in Kazakhstan



**CHEVRON ROMANIA EXPLORATION AND PRODUCTION**  
*Advisor for Public and Governmental Relations*

Bucharest, Romania  
04/2012-03/2015

- Developing and supporting the relationship strategy with the authorities, the business environment and the diplomatic community
- Counselling regional decision makers for business opportunities in the country and legal developments
- Developing and managing CSR projects
- Establishment territorial offices and relationship with county and local authorities
- Supporting the development and implementation of internal policies
- Managing secret business information in the company
- Contribution to the establishing of ROPEPCA - the first onshore oil and gas producers association

**CHEVRON USA Inc.**

Washington DC, US

*Trainee, International Relations*

05/2011-09/2011; 01/2012-04/2012

- Market and political risk assessment on markets in Eastern Europe and Central Asia
- Developing research reports in line with business management requirements
- Public policy analysis
- Logistical assistance in the establishment of the American Romanian Business Council (AMRO)

**THE MINISTRY OF FOREIGN AFFAIRS** ([www.mae.ro](http://www.mae.ro))

Bucharest, Romania

*Trainee, Department for Asymmetric Risks and Nuclear Non-Proliferation*

05/2010-08/2010

**STUDIES**

**BATES COLLEGE** (Bachelor of Arts)

Lewiston, ME

Specialty: Economics, Russia

09/2008-05/2012

- Distinctions: Magna cum laude, Phi Beta Kappa, Dana Scholar, Scholarship, President of Students' Senate
- Exchange at Nevskiy Institute, Sankt Petersburg, Russia (08/2009-01/2010)
- Dissertation: The Role of Economic Equality in Liberalizing Trade in Dictatorships with Access to Oil Resources

**AMERICAN INTERNATIONAL SCHOOL OF BUCHAREST**

Bucharest, Romania

- scholarship, International Baccalaureate Diploma

09/2004-06/2008

## **VOLUNTEERING**

**ASPIRE ACADEMY** ([www.aspireacademy.ro](http://www.aspireacademy.ro))

***Co-founder, Organization Team***

Brasov, Romania

01/2011-04/2012

- Participated in setting up a summer school of leadership and business with professors at Harvard University
- Managed the recruitment process and the university promotion strategy in Romania and the CEE
- Assisted in fund raising

## **PUBLICATIONS AND ABILITIES**

- Academic publications: Limiting Small and Light Weapons' Traffic in the Black Sea Region, Global Affairs Topics (2011), Manchester, NH: St. Anselm College Dodd Centre
- Languages: Romanian (native), English (native), Russian (advanced), French (advanced), German (beginner)
- Abilities: PC (Microsoft office, SPSS, Stata, Excel), public policy analysis, financial and economic analysis (modelling), business development, resource and company evaluation, economic promotion

MINISTRY OF ECONOMY

Department for Privatisation and State Ownership Administration (DPAPS)

To: *The National Gas Transmission Company TRANSGAZ SA*

Attn: *The Board of Administration*  
*Mr. Ion STERIAN – Director-General*

*Ref: The Ordinary General Meeting of the Shareholders convened on 19/20.06.2017*

Dear Sirs,

Regarding the nominations of the Ministry of Economy for the position of interim administrators of SNTGN TRANSGAZ SA, we revert to Letter 2376/26.05.2017 supplementing the list by nominating Mr. Remus-Gabriel Lapusan. We enclose his resume to this letter.

Yours sincerely,

President  
Bogdan Constantin ANDRONIC

*Seal of the MINISTRY OF ECONOMY*  
*Department for Privatisation and State Ownership Administration*  
*Signature*

## CURRICULUM VITAE

### PERSONAL INFORMATION

Name, surname

**LAPUSAN REMUS-GABRIEL**

Address

no. 100, Uliului St., Cluj Napoca, the county of Cluj, Romania

Telephone

0721 291 389

E-mail

remus.lapusan@uniqa.ro

Nationality

Romanian

Citizenship

Romanian

Date/place of birth

19 February 1971, Sinpaul village (Sinpaul locality) the county of Cluj

Sex

Male

### WORK EXPERIENCE

Date (from – to)

22.07.2011 – Present

Employer's name

**UNIQA Life Insurances S.A.**

Type of activity or sector

Life Insurances

Occupation or position held

President of the Directorate (CEO)

Main activities and responsibilities

- Management, coordination, guidance and control of the activity within Uniqua Life Insurances S.A. together with the other members of the Directorate.
- Convenes the General meetings of the shareholders
- Supplies to the Surveillance Council of UNIQA Life Insurances the annual financial statements and the Annual report of the Directorate
- Supervises the activity of employees' evaluation and the activity related to the recruitment and selection of new employees and collaborators.
- Proposes for the approval of the Surveillance Council the organizational structure and the diagram of the salaries and benefits offered to employees.
- Coordinates and supervises the activity of the directions and departments under his direct supervision according to the Regulation for Organization and Operation.
- Approves the Regulation for Organization and Operation of the company and the Rules of procedure.
- Decides on the supplementing of UNIQA Life Insurances' field of activity, subsequent to the prior approval of the Surveillance Council of UNIQA Life Insurances.
- Proposes for approval to the Surveillance Council of UNIQA Life Insurances the revenue and expense budget of the company.
- Reports quarterly to the Surveillance Council of UNIQA Life Insurances on the administration and current activity of the company, notifies in due time on the information which may have a crucial impact.

	<ul style="list-style-type: none"> <li>• Formulates proposals on dividend distribution.</li> <li>• Decides on the use/cancellation of certain classes of insurances, provided the CS approved it in advance in line with the applicable laws.</li> <li>• Represents legally the company in its relations with public authorities and third parties.</li> </ul>
Date (from – to)	17.02.2011 – 21.07.2011
Employer's name	<b>UNIQA Life Insurances S.A.</b>
Type of activity or sector	Life Insurances
Occupation or position held	Member of the directorate (CSO)
Main activities and responsibilities	<ul style="list-style-type: none"> <li>• Management, coordination, guidance and control of the activity within Uniqa Life Insurances S.A. together with the other members of the Directorate.</li> <li>• Responsibilities related to meeting the objectives of the sales plan, the degree of fulfilment of the financial indicators, the achievement of the plan of the gross subscribed premiums.</li> <li>• The management and the responsibility of the coordination and organization of the activity related the administration of life insurances portfolio.</li> <li>• Coordinates and supervises the activity of the directions and departments under his direct supervision according to the Regulation for Organization and Operation.</li> <li>• Represents legally the company in its relations with public authorities and third parties.</li> </ul>
Date (from – to)	01.08.2003 – 14.02.2011
Employer's name and address	<b>Uniqa Insurances S.A. Bucharest – Cluj Subsidiary</b>
Type of activity or sector	Insurances
Occupation or position held	Director of the Uniqa Insurances Subsidiary, Cluj
Main activities and responsibilities	<ul style="list-style-type: none"> <li>• Management, coordination, guidance and control of the activity within the subsidiary and the subordinated agencies;</li> <li>• Responsibilities related to meeting the objectives of the sales plan, the degree of fulfilment of the financial indicators, the achievement of the plan related to the gross subscribed premiums;</li> <li>• Management, coordination and organization of the activity related to the administration of the portfolio of the entire subsidiary;</li> <li>• Management, coordination and organization of the activity related to the insurance agencies;</li> <li>• Management and coordination of the activity related to the liquidation of the damages from an administrative point of view;</li> <li>• Organization and management of the recruitment of insurances intermediaries as well as negotiation of the related intermediary contracts;</li> <li>• Organization of the activity related to the management, inventory and verification of materials and other goods and values;</li> <li>• Supervises the technical evidence and informatics system;</li> <li>• Representation of the subsidiary in its relation with the state administration bodies, client information activity, documents records activity;</li> <li>• Manages the activity related to the evaluation of employees and the recruitment and selection of new employees and collaborators.</li> </ul>
Date (from – to)	2001 - 2003
Employer's name	<b>The National Agency for Employment Cluj</b>
Type of activity or sector	Public administration

Occupation or position held	Executive director
Main activities and responsibilities	<ul style="list-style-type: none"> <li>• Responsibilities related to the fulfilment of the purposes, functions and objectives of the institutions in line with the legal provisions and with the performance contract.</li> <li>• The management and responsibility related to carrying out the specific activity in compliance with the employment programs.</li> <li>• The management and responsibility related to signing contracts with services suppliers.</li> <li>• The management and coordination of the activity of local agencies.</li> <li>• The endorsement of proposals related to ensuring the budget for unemployment insurances.</li> <li>• Convening and management of the meetings of the Advisory Council.</li> <li>• Setting the norms for the flow of documents and of the persons empowered to perform operations connected to the employment, liquidation, authorisation and payment of the budgetary and legal expenses;</li> <li>• Responsibility related to the achievement of revenues; verification of the bookkeeping activity and the presentation until the deadline of the financial statements.</li> <li>• Organization and management of the internal public audit activity.</li> <li>• Endorsement of the split of the budget of the unemployment insurances.</li> <li>• Approval of the balance sheet activity and of the budget implementation as well as the organization and coordination of its own financial control activity.</li> <li>• The endorsement of studies, forecasts and programs connected to the orientations and levels of development of the employment activity.</li> <li>• Management and coordination of the means to stimulate in view of the creation of new jobs.</li> <li>• Coordination, information, counselling and professional orientation of the persons in search of a job by the specialty compartments within the agency.</li> </ul>
Date (from – to)	1998 – 2001
Employer's name	<b>SC BERIDAVA COM SRL Cluj Napoca</b>
Type of activity or sector	Distribution
Occupation or position held	Administrator, Distribution of mineral water in the county of Cluj
Main activities and responsibilities	Responsible of the development of the sales network, contracting new clients, management of the logistics and the coordination of the company's entire activity.
Date (from – to)	1999 – 2001
Employer's name	<b>UNITA SA Cluj-Napoca Subsidiary</b>
Type of activity or sector	Insurances
Occupation or position held	Insurance Agent
Main activities and responsibilities	Insurance products sales
Other activities and responsibilities	<p>2000 – 2012 Local councillor within the Cluj-Napoca Municipality</p> <p>2002 – 2006 Executive President of the Men's Basketball University U. Cluj</p> <p>2000 -2002 Member of the Board of Administration of RAT Cluj</p> <p>2003 – 2004 Member of the Board of Administration of the International Airport Cluj-Napoca</p> <p>2012 -2016 Representative of the GSM of Tetarom SA</p> <p>2012 – now Local councillor within the Cluj-Napoca County Council</p>

**EDUCATION AND TRAINING**

Date (from – to)	1995 - 1997
Education or training organisation's name	Post-graduate studies – MBA Management of Production Systems within the Technical University of Cluj-Napoca
Date (from – to)	1990 - 1995
Education or training organisation's name	Electronics and Telecommunication Faculty Technical University of Cluj
Date (from – to)	1985 – 1989
Education or training organisation's name	Energy High School Cluj Napoca

**Trainings and qualifications**

Training and professional specialization stage  
July 2001 – Hungary

Training and professional specialization stage  
October 2001 – Canada  
March 2004 specialization in Creative-Innovative Management

**PERSONAL SKILLS**

Mother tongue(s) **Romanian**

Other language(s) **English – intermediate**

**SOCIAL SKILLS AND ABILITIES**

Communicative and flexible

**ORGANIZATIONAL SKILLS**

Analytical capacity, positive attitude, ability to work under pressure and to negotiate, organizational skills and abilities to manage team work and to use resources in order to obtain the desired results

**OTHER SKILLS**

Sports, reading

Driving licence, B category.