

THE MINISTRY OF ECONOMY

The Department for Privatisation and State Ownership Administration (DPAPS)

To: *The National Gas Transmission Company TRANSGAZ SA*  
*Mr. Ion STERIAN – Director-General*

Attn: *The Board of Administration*

Considering the agenda of the Transgaz OGMS of 23/24.10.2017, according to the Convening communicated to DPAPS by Letter 43694/19.09.2017, registered under no. 4687/19.09.2017,

Taking into account that the mandate of Mr Nicolae Minea and of Mr. Remus-Gabriel Lapusan will expire on 10.11.2017, and that the procedure for the selection of the Board of Administration members may not be finalized until 10.11.2017 according to GEO 109/2011 on the corporate governance of the public enterprises, as further amended and supplemented,

Based on Art. 117<sup>^</sup>1 of Companies' Law 31/1990, republished, as further amended and supplemented, corroborated with Art. 92 of Law 24/2017 on the issuers of financial instruments and market operations,

We request the amending of the agenda as follows:

1. the extension by two months of the Transgaz interim administrators' mandate, from 11 November 2017 to 10 January 2018, but not later than the Transgaz Board of Administration member selection completion date, according to GEO 109/2011, as further amended and supplemented, by the conclusion of an addendum to their contract of mandate,
2. the form of the addendum to the contract of mandate to be signed by the interim administrators and the representative of the Transgaz shareholders
3. the empowerment of Mrs Viorica Ilie to sign the addendum to the contract of mandate of the interim administrators on behalf of the Transgaz shareholders.

We also request you to communicate the complete agenda after publication, according to the applicable laws on capital market.

We enclose herewith the draft addendum to the contract of mandate of the interim members of the Board of Administration, to be signed by the empowered person, for the extension by two months of the interim administrators' mandate, the remaining provisions remaining unchanged.

Yours sincerely,

Chairman

Victor Vlad Cazana

Signature

Stamp

**ADDENDUM TO THE CONTRACT OF MANDATE NO.....**

Considering the provisions of:

- The Companies' Law 31/1990 republished, as further amended and supplemented, hereinafter referred to as Law 31/1990
- Government Emergency Ordinance 109/2011 on the corporate governance of the public enterprises, as further amended and supplemented, hereinafter referred to as GEO 109/2011
- Government Resolution 722/2016 on the approval of the methodological rules for the application of some of the provisions of GEO 109/2011, hereinafter referred to as GR 722/2016
- Government Emergency Ordinance 26/2013 on strengthening financial discipline of economic operators where the state or administrative-territorial units are sole or majority shareholders or hold directly or indirectly a majority share, as further amended and supplemented
- Art. 1913 and the subsequent articles, as well as Art. 2009 and the subsequent articles of Law 287/2009 on the Civil Code, as further amended and supplemented

And the following:

By OGMS Resolution no...../..... of the Company, according to GEO 109/2011 on the corporate governance of the public enterprises, as further amended and supplemented, it was decided the extension by addendum of the contract of the mandate validity of Mr ....., as interim administrator;

The General Meeting of the Shareholders of..... decided that this addendum shall be signed by the representative of the Romanian State, Mr/Mrs.....;

(1) The National Gas Transmission Company Transgaz SA, headquartered in Medias, 1 C. I. Motas Sq., Sibiu County, tel./fax...../....., e-mail....., registered with the Trade Registry attached to Sibiu Court under no. J32/301/2000, tax no. RO/13068733, through the representative of the State in the General Meeting of the Shareholders, Mr/Mrs....., assigned by OGMS Resolution ....., hereinafter referred to as the Company/Principal,

and

(2) Mr....., Romanian citizen, born on....., resident of Romania,..... street, block....., entrance....., flat....., .... County, identity card series..... no....., issued by SPCLEP....., on.....PIN....., tel./fax....../....., e-mail....., as interim member of the Board of Administration (hereinafter referred to as 'Interim Administrator' or 'Administrator'), as the Agent

Hereinafter referred to collectively as `the Parties` and individually as `the Party`, concluded this Addendum to Contract of Mandate no..... (hereinafter referred to as the Addendum`), with to the following terms and conditions:

Art. I The duration of Contract of Mandate no. .... shall be extended by 2 (two) months, from 11 November 2017 to 10 January 2018, but not later than the Transgaz Board of Administration member selection completion date, according to Art. 64<sup>1</sup> of GEO 109/2011, it the procedure is finalized within this interval.

Art II The other provisions of the Contract of Mandate shall remain unchanged.

The Addendum is concluded today,.....2017, in 2 (two) counterparts, the Parties stating that they received each one counterpart at the signature of the Addendum.