

The General Secretariat of the Government

THE NATIONAL GAS TRANSMISSION COMPANY TRANSGAZ S.A

**To Mr Petru Ion Văduva, Chairman of the Board of Administration
Mr Ion Sterian, Director - General**

Dear Sirs,

Considering the provisions:

- Art. 11 (6) of GEO 68/2019 on the establishment of certain measures at the level of the central public administration and for the amendment and supplementation of certain normative acts, according to which the exercise of the rights and the fulfilment of the obligations arising from the capacity of shareholder of the Romanian State in the National Gas Transmission Company Transgaz S.A. is carried out by the General Secretariat of the Government,
- Art. 105 (3) of Law 24/2017 on issuers of financial instruments and market operations, republished, corroborated with the provisions of Article 1171 of Companies Law 31/1990, republished, as amended,

and taking into account the items on the agenda of the Extraordinary General Meeting of the Shareholders of 11/12 October 2023,

The General Secretariat of the Government requests you to add the following item to the agenda of the Extraordinary General Meeting of the Shareholders convened for 11/12 October 2023:

1.1 The approval of the following:

- **The amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA as follows:**

Chapter V, Art. 19, points 11.1 and 11.2 shall be amended as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at Board of Administration level in accordance with the law. The Board of Administration may also decide to set up other advisory committees to analyse issues required by the applicable law or chosen by the Board of Administration, with the aim of advising the Board of Administration on the chosen issues.

11.2 The Nomination and Remuneration Committee and the Risk Management Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at Board of Administration level, their composition shall be determined by the Board of Administration.

On Chapt. V, Art. 19, after point 11.2, the following point 11.2¹ is added:

11.2¹ The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

- Empowering the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Companies Law no. 31/1990 republished, as amended and supplemented.

item for which we submit the following draft resolution:

On item 1.1 of the agenda, by _____ votes For representing ____ % of the total number of votes cast, by _____ votes Against representing ____% of the total number of votes cast and by _____ votes, approves/does not approve the following:

- **Amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz S.A. as follows:**

Cap. V, Article 19, points 11.1 and 11.2 are amended as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee are set up at Board level in accordance with legal provisions. The Board of Administration may also decide to set up other advisory committees to examine subjects required by law or chosen by the Board of Administration, with the aim of advising it on the subjects chosen.

11.2 The Nomination and Remuneration Committee and the **Risk Management Committee** may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at Board level, their composition shall be determined by the Board of Administration.

On Chapt. V, Art. 19, after point 11.2, the following point 11.2¹ is added with the following content:

11.2¹ ' The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

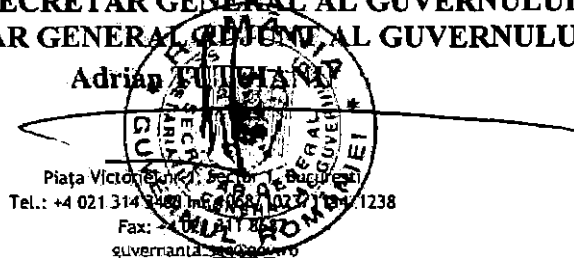
- Empowering the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Companies Law no. 31/1990 republished, as amended and supplemented. A number of _____ shareholders, having _____ votes, adopted the "Abstention" position on this item.

In the context of the above, we request that you take all necessary steps to make available to shareholders the materials required for the adoption of resolutions as requested and transmitted, with completion of the publication procedure in accordance with the capital market regulations in force.

Yours sincerely,

**pentru SECRETAR GENERAL AL GUVERNULUI
SECRETAR GENERAL AL GUVERNULUI**

Adrian PUICIANU



Page 2