

Letter no. 20/25393/M.N./05.09.2022

**GENERAL SECRETARIAT OF THE GOVERNMENT**

To: **THE NATIONAL GAS TRANSMISSION COMPANY "TRANSGAZ" S.A.  
MEDIAS**

Attn.: **Mr. Petru Ion Văduva, Chairman of the Board of Administration  
Mr. Ion Sterian, Director General**

Ref: *Request to convene the Ordinary General Meeting of Shareholders of S.N.T.G.N. Transgaz S.A. Medias on **12/13 October 2022** for the extension within the legal term of the interim administrators' mandates to expire on 16 October 2022*

Dear Sirs,

Considering the provisions of Article 64<sup>1</sup>, paragraph (5) of GEO no. 109/2011 on the corporate governance of public undertakings, as amended and supplemented, in conjunction with the provisions of Article 105 para. (23) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended and supplemented, and the provisions of Art. 119 para. (1) of Law no. 31/1990 on companies, republished, as amended and supplemented,

We request you to take the necessary actions to convene the Ordinary General Meeting of Shareholders of S.N.T.G.N. TRANSGAZ S.A. on **12/13 October 2022** for the extension within the legal term of the interim administrators' mandates to expire on 16 October 2022, with mainly the following agenda:

1. Approval of the extension of the mandate of the interim members of Transgaz' Board of Administration by two months from the date of expiry, i.e. 17 October 2022.
2. Approval of the form of the addendum to the mandate contracts, extending the term of office of the interim members of the Board of Administration by two months.
3. Empowerment of a representative of the majority shareholder, the General

*Translation from Romanian*

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Secretariat of the Government, to sign, on behalf of the company, the addenda to the mandate contracts of the interim members of Transgaz' Board of Administration.

Draft resolution:

1. With \_\_\_ votes For, representing \_\_\_% of the total number of the votes cast, with \_\_\_ votes Against, representing \_\_\_% of the total number of the votes cast, and with \_\_\_ votes Abstention, representing \_\_\_% of the total number of the votes cast, approves/does not approve the extension of the mandate of the interim members of the Board of Administration of S.N.T.G.N. Transgaz S.A. by two months from the date of expiry, i.e. 17 October 2022.
2. With \_\_\_ votes For, representing \_\_\_% of the total number of the votes cast, with \_\_\_ votes Against, representing \_\_\_% of the total number of the votes cast, and with \_\_\_ votes Abstention, representing \_\_\_% of the total number of the votes cast, approves/does not approve the form of the addendum to the mandate contracts, extending the mandate of the interim members of the Board of Administration by two months, according to the annex.
3. With \_\_\_ votes For representing \_\_\_% of the total votes cast, with \_\_\_ votes Against representing \_\_\_% of the total votes cast, and with \_\_\_ votes Abstention, representing \_\_\_% of the total votes cast, approves/does not approve the empowerment of a representative of the majority shareholder, the General Secretariat of the Government, i.e. Mr./Ms. \_\_\_\_\_ to sign, on behalf of the company, the addenda to the mandate contracts of the interim members of Transgaz' Board of Administration.

Attachment:

Draft addendum to the mandate contracts.

*Yours sincerely,*

**Marian NEACSU**

**Secretary General of the Government**

*Illegible signature and stamp*

**ADDENDUM NO. \_\_\_\_\_ TO THE MANDATE CONTRACT NO. \_\_\_\_\_**

**Considering:**

- The provisions of Art. 64<sup>1</sup>, para. (5) of GEO no.109/2011 on corporate governance of public companies;
- The provisions of Article \_\_\_\_\_ of Resolution No. \_\_\_\_\_ of Transgaz' Ordinary General Meeting of Shareholders approving the extension of the mandate of the interim administrator for Ms./Mr. \_\_\_\_\_;
- The fact that the Mandate contract no. \_\_\_\_\_ was concluded between the Company and the Administrator,

**The contracting parties:**

(1) The National Gas Transmission Company "Transgaz" S.A., with registered office in Mediaş, Piaţa C. I. Motaş no. 1, Sibiu county, phone/fax \_\_\_\_\_, e-mail: \_\_\_\_\_ registered with the Trade Register Office of Sibiu Court under No. J32/301/2000, Tax Registration No. RO/13068733, through the General Meeting of Shareholders, represented by Mr./Ms. \_\_\_\_\_, appointed based on Resolution No. \_\_\_\_\_ of the Ordinary General Meeting of Shareholders, hereinafter referred to as the **COMPANY / MANDATOR**,

And

(2) Mr./Ms. \_\_\_\_\_ Romanian citizen, born on \_\_\_\_\_ in \_\_\_\_\_ residing in Romania, \_\_\_\_\_ st. \_\_\_\_\_ no \_\_\_\_\_ block \_\_\_\_\_, entrance \_\_\_\_\_, apt \_\_\_\_\_ county \_\_\_\_\_ bearer of ID series \_\_\_\_\_ no \_\_\_\_\_ issued by the LocalCommunityPersonalRegisterPublicService \_\_\_\_\_ on \_\_\_\_\_ Personal No. \_\_\_\_\_, phone/fax. \_\_\_\_\_ / \_\_\_\_\_ e-mail: \_\_\_\_\_ as interim member of the Board of Administration (hereinafter referred to as "**Interim Administrator**") as **MANDATORY**,

Have mutually agreed as follows:

**Sole Article**

*Translation from Romanian*

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The duration of the Mandate Contract No. \_\_\_\_\_ is extended by 2 (two) months, starting with the date of \_\_\_\_\_ until the date of \_\_\_\_\_.

This addendum was executed on \_\_\_\_\_ in 2 (two) original counterparts, the parties declaring that they have each received one original counterpart upon signing.

**SNTGN TRANSGAZ S.A**

**Interim Administrator**

**By: Mr/Ms** \_\_\_\_\_

**Mr/Ms** \_\_\_\_\_

\_\_\_\_\_

**empowered by the Resolution of the General Meeting of Shareholders**

**No. \_\_\_\_\_ dated \_\_\_\_\_**