

**GENERAL SECRETARIAT OF THE GOVERNMENT**

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

**Mr. Petru Ion Văduva, Chairman of the Board of Administration,**

**Mr. Ion Sterian, Director General**

*Ref: Supplementation of the Convening of the Ordinary General Meeting of TRANSGAZ' Shareholders convened for 28/29 April 2022*

Dear Sirs,

Having regard to the Agenda of the Ordinary General Meeting of Shareholders of 28/29 April 2022, the Convening of which was published in accordance with the legal provisions in force,

- pursuant to the provisions of Article 117<sup>1</sup> of the Companies Law no. 31/1990, republished, as amended and supplemented, and the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented,
- in accordance with the provisions of Article IV of GEO no.2/26.07.2022 for amending and supplementing Government Emergency Ordinance no. 118/2021 on the establishment of a compensation scheme for electricity and natural gas consumption for the 2021-2022 cold season, as well as for supplementing Government Ordinance no. 27/1996 on the granting of facilities to persons residing or working in certain localities in the Apuseni Mountains and in the "Danube Delta" Biosphere Reservation:
  - (1) *By way of derogation from the provisions of Article 1 para. (1) letter f) of the Government Ordinance no. 64/2001 on the distribution of profits of national companies, trading companies and commercial companies with full or majority state capital, as well as autonomous companies, published in the Official Journal of Romania, Part I, no. 536 of 1 September 2001, approved as amended by Law no. 769/2001, as amended, for the financial year 2021, in the case of companies with full or majority state capital, as well as in the case*

*of autonomous state-owned companies, the accounting profit remaining after deduction of the corporate income tax shall be distributed in an amount of at least 90% as payments to the state budget in the case of autonomous state-owned companies or as dividends in the case of companies with full or majority state capital, in accordance with the law.*

➤ (2) *In duly justified cases, the Government may approve by decision the distribution to the state budget, as payments to the state budget in the case of autonomous companies or as dividends in the case of companies with full or majority state capital, of a share of less than 90% of the accounting profit remaining after deduction of the corporate income tax, but not less than 50%,*

- According to the provisions of the Government Decision no. 431/30.03.2022 on the approval of the distribution to the state budget, for the financial year 2021, as dividends, of 50% of the accounting profit of the National Gas Transmission Company Transgaz - S.A. remaining after deduction of the corporate income tax (Published in the Official Journal of Romania no. 314 of 30.03.2022, Part I),

We request you to take the necessary actions to supplement the Agenda of the Ordinary General Meeting of TRANSGAZ' Shareholders convened on 28/29 April 2022 with the following items:

- **Approval of the gross dividend per share in amount of 14.82 lei/share for the financial year 2021.**
- **Approval of the proposal for the distribution of the net profit for the financial year 2021, in accordance with the provisions of Government Decision no. 431/30.03.2022.**

In view of the above, we hereby submit the proposal for a draft resolution relating to items 4 and 7, respectively, on the Agenda of the above-mentioned Convening, as follows:

" 4.1 Number of votes For representing % of total votes cast, with votes  
Against representing % of the total number of votes cast and with votes  
Abstaining, representing % of the total number of votes cast, approves/does not approve the gross dividend per share in amount of 14.82 lei/share for the financial year 2021.

7.1 With votes For representing % of the total number of votes cast, with votes  
Against representing % of the total number of votes cast and with votes  
Abstaining, representing % of the total number of votes cast, approves/does not approve the distribution of the net profit for the financial year 2021, in accordance with the provisions of the Government Decision No 431/30.03.2022, as follows:

1. distribution of the net profit as follows:

- dividends distributed to the state budget (50,0160%) 102.092.608,80Lei
- dividends distributed to other shareholders (35,4672%). 72.395.759,28Lei
- profit for own funding sources ..... 12.453.103,92Lei

2. employee profit-sharing in accordance with the provisions of Article 141 of the applicable Collective Labour Contract concluded at the level of SNTGN "TRANSGAZ"

SA, in amount of 17.178.424 lei.”

At the same time, in the context of the request made by the General Secretariat of the Government, please consider, in accordance with the applicable capital market regulations, supporting the necessary actions to initiate the procedure for the publication of the supplementation of TRANSGAZ' OGSM agenda.

Yours sincerely,

**Marian NEACSU**

**Secretary General of the Government**

*Illegible signature and stamp*