

**CURRENT REPORT according to Art. 139 of Law 24/2017 on the issuers of financial instruments and market operations, as amended**Date of report: **12.11.2024**Name of issuing entity: **SNTGN TRANSGAZ SA**Headquarters: **Mediaș, 1 Constantin I. Motas Square, Sibiu County**Telephone/fax number: **0269 803333/0269 839029**Tax identification code: **RO 13068733**Trade Register number: **J32/301/2000**Subscribed and paid-up capital: **1,883,815,040 LEI**Regulated market on which issued securities are traded: **Bucharest Stock Exchange.****CONVENING**

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Mediaș, 1 C.I. Motas Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under number J/32/301/2000, VAT Code RO13068733, according to Companies` Law 31/1990, republished, as amended, to Law 24/2017 on the issuers of financial instruments and market operations, republished, as amended, to Regulation 5/2018 of the Financial Supervising Authority on the issuers of financial instruments and market operations, as amended, and to the provisions of Art. 16 of the updated Articles of Incorporation of Transgaz, at the request of the majority shareholder, the General Secretariat of the Government (58.5097% of the share capital), by Letter no. 20/37240/M.A./12.11.2024 according to art. 117<sup>1</sup> of Companies` Law no. 31/1990, republished, as amended corroborated with the provisions of art. 105, paragraph 3) of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented, in conjunction with the provisions of art. IX para. (1) of Law no. 187/2023 for the amendment of GEO no.109/2011 on the corporate governance of public enterprises, as amended, in conjunction with the provisions of art. 29<sup>1</sup> paragraph (1) of GEO no. 109/2011 regarding the corporate governance of public enterprises, as subsequently amended and supplemented convened in the meeting of **12.11.2024**,

**CONVENES**

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **16 December 2024, 10:00 a.m.** to take place in Motas Hall, at the headquarters of the company located in Mediaș, 1 C.I. Motas Square, the county of Sibiu, in which only the persons having the quality of shareholders, meaning they are registered with the registry of the company's shareholders at the end of the day of **05.12.2024**, are entitled to participate and to vote, with the following agenda:

## I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Acknowledgement of the termination of the mandate of the provisional administrator of S.N.T.G.N. Transgaz S.A., namely Mrs. Adina Lăcrimioara HANZA, as of 17.12.2024, in accordance with the law.
2. Appointment of a provisional member of the Board of Administration for a mandate of maximum 5 months, starting on 17.12.2024, with the possibility of extension, once, for two additional months, for good reasons.
3. Approval of the form of the mandate contract for the provisional member to be appointed to the Board of Administration of the National Gas Transmission Company "Transgaz" S.A. and empowering a representative of the majority shareholder, the General Secretariat of the Government, to sign the mandate contract.
4. Setting the date of **10 January 2025** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
5. Empowerment of Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternates, Mr Nicolae Minea, Administrator, Mrs Von Derenthall Ilinca, Administrator, Mrs Hanza Adina-Lăcrimioara, provisional Administrator, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Mihai Leontin Leahu, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Meeting of the Shareholders** will be held on **17 December 2024, 10:00 a.m.** in Motaş Hall, at the headquarters of the company located in Medias, 1 C.I Motaş Square, Sibiu County, with the same agenda.

The list containing information on the names, place of residence and professional qualifications of the persons proposed for the position of provisional administrator will be available to shareholders at the company's headquarters in Mediaş, P-ța C.I Motaş, nr. 1, the county of Sibiu on the ground floor, room 6 and/or on the company's website at ([www.transgaz.ro](http://www.transgaz.ro)), link Investor Relations / General Meeting of Shareholders / Ordinary General Meeting of Shareholders, both in Romanian and in English from the date of publication of the convening of the General Meeting, and may be consulted and completed by them, with proposals of candidates. The list will be updated regularly to the extent that proposals are received within the mentioned deadline.

The shareholders of the Company may obtain, on request, copies of the List containing information on the name, place of residence and professional qualifications of the persons proposed for the position of provisional administrator.

Shareholders, including the supervisory public authority, will submit to AMEPIP proposals for candidates, who may be part of the body of public enterprise administrators or may be candidates who are not included in the body of administrators, and AMEPIP will evaluate the proposals and communicate the results

of the evaluation to the shareholders, after which the ordinary general meeting of shareholders will appoint the provisional administrators.

The proposals of candidates for the election of the provisional member of the Board of Administration of SNTGN Transgaz SA must be made by the shareholders in writing and be accompanied by the following documents:

1. For the submission of applications in the case of **natural persons**: copy of identity card signed in original by the holder of the identity card, updated curriculum vitae, European model, sworn statement on the absence of criminal record, sworn statement on not being included in the list of administrators whose mandate has been revoked for reasons attributable to them, sworn statement on not being in a conflict of interest situation, sworn statement stating whether or not they hold the status of "independent" within the meaning of Article 138<sup>2</sup> of the Companies Law no.31/1990 republished, as subsequently amended and supplemented, respectively the provisions of art.28 paragraph (6) of GEO no.109/2011, on corporate governance of public enterprises, as subsequently amended and supplemented, a sworn statement that they are not part of the boards of administration/supervisory boards of other companies, incompatible with SNTGN Transgaz SA, nor of more than 2 boards of administration/supervisory boards.
2. For the submission of the application in case of **legal persons**: presentation of the company, of the representative to be appointed, accompanied by the appropriate and prescribed documents for the submission of the application by natural persons, a confirmation of company details or equivalent, indicating the company's object of activity, the duration of the company, as well as the fact that the company is in operation, a sworn statement that the company is not in conflict of interest, a sworn statement on the absence of criminal record, a tax record certificate or, in the case of foreign legal persons that are not registered for tax purposes in Romania, a certified sworn statement by the representative of the legal person that they have no tax debts, a sworn statement that they are not part of the administration/supervisory boards of other companies incompatible with SNTGN Transgaz SA, nor of more than 2 administration/supervisory boards.
3. A statement of consent to the processing of personal data, in accordance with the model published on the company's website at ([www.transgaz.ro](http://www.transgaz.ro)), link Investor Relations / General Meeting of Shareholders / Ordinary General Meeting of Shareholders.

Applications and the required documents shall be submitted a) on paper, in a closed and sealed envelope marked "proposals for the election of the provisional administrator of the Board of Administration of SNTGN "Transgaz" SA to fill the remaining vacant position", to the SNTGN "Transgaz" SA headquarters in Mediaş, P-ța C.I Motaş, no.1, ground floor, room 6, the county of Sibiu, to the attention of Mrs. Florea

Claudia Elena or b) by e-mail, with an extended electronic signature, in accordance with Law no.455/2001 on electronic signature, to the address [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), so that they are received by no later than **29.11.2024, 03:00 p.m.**, this being the deadline by which proposals may be made regarding candidates for the position of provisional administrator.

Please note that the final list containing information on the names, place of residence and professional qualifications of the persons who will apply for the position of provisional administrator may be consulted by shareholders at the company's headquarters in Mediaş, P-ța C.I Motaş, nr. Sibiu on the ground floor, room 6 and/or on the company's website at ([www.transgaz.ro](http://www.transgaz.ro)), link Investor Relations/General Meeting of Shareholders/Ordinary General Meeting of Shareholders, both in Romanian and in English, starting from **29.11.2024, 04:00 p:m.**

The draft resolution of the OGMS is available at the headquarters of the Company in Mediaş, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents, both in Romanian and in English, as of **14.11.2024.**

The documents and materials for the meeting are available as follows:

- the documents and materials for the meeting related to points 1-3 on the agenda of the **Ordinary General Meeting of the Shareholders** are available at the headquarters of the Company in Mediaş, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the Company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents, in Romanian and in English, as of **14.11.2024.**

The Special Power of Attorney and the General Power of Attorney will be available at the headquarters of the Company in Mediaş, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or on the Company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents, in Romanian and in English, as of **14.11.2024.**

The shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general meeting, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meeting, within 15 days from the publication of the convening, namely **29.11.2024, 3:00 p.m.;**
- to present draft resolutions for the points included or proposed to be included on the agenda of the meeting, within 15 days from the publication of the convening, namely **29.11.2024, 3:00 p.m.;**
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412,** or to the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), for the attention of Mrs. Claudia Elena Florea.

If the exercising of the right to insert points on the agenda of the general meeting of the shareholders results in the changing of the agenda of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **05.12.2024.**

Every shareholder may address questions related to the points on the agenda of the general meeting of the shareholders to the General Meeting of the Shareholders

Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 6, for the attention of Mrs. Claudia Elena Florea, by courier, to **fax number 0269-803.412**, or to the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro). For identification purposes, the persons addressing such questions shall attach requests and copies of the documents proving their identity.

The answers to the questions shall be sent in writing and shall be published on the company's website ([www.transgaz.ro](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents.

The shareholders registered by the reference date may vote by correspondence, prior to the general meeting, by using the form of vote by correspondence available as of **14.11.2024**, at the headquarters of the Company in Mediaş, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the company's website at [www.transgaz.ro](http://www.transgaz.ro), the link Investors/G.M.S./OGMS Documents, in Romanian and in English.

The forms of vote by correspondence must be filled in and signed by the shareholders - natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder - legal person, accompanied by the official document that certifies the quality of legal representative. In the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date/registration received from Depozitarul Central or, as applicable for dates different from the reference/registration date, based on the following Depozitarul Central documents submitted by the shareholder to the issuer: account statement proving the quality of shareholder and the number of shares held; documents proving the recording of the information regarding the legal representative at Depozitarul Central.

If the data regarding the quality of legal representative are not updated at Depozitarul Central by the shareholder legal person until the reference date, the legal representative proof is based on a true copy of the findings certificate issued by the Trade Register or on any other document issued by a competent authority of the country of registration of the shareholder, attesting the quality of legal representative, issued at least 3 months before the date of convening publication.

The forms of vote by correspondence and the supporting legal documents shall be sent in original by courier, in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motas Square, for registration by **13.12.2024, 03:00 p.m.**, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 6, attention of Mrs. Claudia Elena Florea, or electronically signed with an extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail at [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), subject to the sanction under Art. 125, paragraph 3 of Companies` Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **05.12.2024**, may attend and vote during the meeting, in person or by their representatives, based on a special or general Power of Attorney, according to the applicable laws. The quality of shareholder and, in the case of legal persons or entities without legal personality, the legal

representative is established based on the list of shareholders on the reference date / registration received from Depozitarul Central.

If a shareholder is represented by a credit institution providing custody services, such shareholder will be able to vote in the general meetings of the shareholders provided it submits to the issuer the original declaration signed and, if applicable, stamped by the legal representative of the credit institution, clearly stating the surname/name of the shareholder on behalf of which the credit institution participates and votes within the GMS, and the fact that the institution provides custody services for the relevant shareholder, within 48 hours before the general meeting, based on the voting instructions received by electronic means of communication, without the special or general power of attorney from such shareholder. The custodian shall vote in the general meetings of the shareholders only in accordance with and within the limits of the instructions received from its clients being shareholders at the reference date of **05.12.2024**.

The special power of attorney and the statement, in original, signed and stamped, as appropriate, and the general power of attorney, in copy, mentioning, under the representative's signature that it is a true copy and accompanied by an affidavit in original signed and, where appropriate, stamped, given by the legal representative of the intermediary or by the lawyer who received power of representation by the attorney general, indicating that the power is given by that shareholder as a customer, intermediary or, where appropriate, lawyer's power of attorney signed by the shareholder, including by the attachment of extended electronic signature, if any, and the mandate received by the order of the General Secretary of the Government for the participation of the state's representatives in the General Meeting of the Shareholders, in original, may be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 6, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro) under the sanction provided in Art. 125 paragraph 3 of Companies' Law no. 31/1990, republished, as further amended and supplemented, or at the date of the general meeting of the shareholders at the BoA and GMS Secretariat Office.

For additional information please contact us at **telephone 0269-803.056, fax 0269-803.412**, or at the e-mail address: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro).

**Chairman of the Board of Administration**  
**Petru Ion Văduva**