

## **RESOLUTION NO.11**

### **of the Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, of 7 December 2022**

The Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, republished, as amended and supplemented, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations as amended and supplemented and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 07.12.2022, at the first convening, in which shareholders representing 76.2465% of the share capital and 76.2465% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

### **RESOLUTION**

**Art.1.** With 8961168 votes For, representing 99.822050% of the total number of expressed votes, and with 15975 votes Abstention, representing 0.177950% of the total number of expressed votes approves the increase of the share capital of SNTGN Transgaz SA by incorporating the reserves from the profit of previous financial years, in the amount of 1,766,076,600, from 117,738,440 lei to 1,883,815,040 lei by the issue of 176,607,660 new shares with a nominal value of 10 lei per share. The newly issued shares will not change the shareholders' holding shares and will be distributed free of charge to all shareholders registered in the Transgaz shareholders' register, kept by Depozitarul Central SA, on the registration date. The share capital increase will be carried out to support the company's current activities. Each shareholder registered in Transgaz's shareholder register on the date of registration will be allocated 15 shares free of charge for every 1 share held, according to the calculation algorithm based on the formula  $1,766,076,600 \text{ lei} / 117,738,440 \text{ lei}$ .

**Art.2.** With 8961168 votes For, representing 99.822050% of the total number of

expressed votes, and with 15975 votes Abstention, representing 0.177950% of the total number of expressed votes approves the amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA, as per the Annex and the empowering of the Director - General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, to comply with the disclosure requirements established by Law 31/1990 on the companies, republished, as amended.

**Art.3.** With 8961168 votes For, representing 99.822050% of the total number of expressed votes, and with 15975 votes Abstention, representing 0.177950% of the total number of expressed votes, sets the date of **03.05.2023** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.

**Art.4.** With 8961168 votes For, representing 99.822050% of the total number of expressed votes, and with 15975 votes Abstention, representing 0.177950% of the total number of expressed votes, sets the date of **02.05.2023** as ex date, according to the legal provisions in force.

**Art.5.** With 8961168 votes For, representing 99.822050% of the total number of expressed votes, and with 15975 votes Abstention, representing 0.177950% of the total number of expressed votes, sets the date of **04.05.2023** as date of payment.

**Art.6.** With 8961168 votes For, representing 99.822050% of the total number of expressed votes, and with 15975 votes Abstention, representing 0.177950% of the total number of expressed votes, empowers Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea, Administrator or Mr Csaba Orosz, Administrator, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy Director-General of S.N.T.G.N. TRANSGAZ S.A., or his alternate, Mr Mihai Leontin Leahu, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

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

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**The updated Articles of Incorporation of SNTGN Transgaz SA are amended as follows:**

Chap. III, art. 8, point 1,2,3,4 shall have the following content:

1. The share capital of TRANSGAZ S.A. is 1,883,815,040.00 lei, fully subscribed and paid up by the shareholders of the company.
2. The share capital is divided into 188,381,504 registered shares, issued in dematerialised form.

The nominal value of one TRANSGAZ S.A. share is 10 lei.

3. The share capital is held as follows:
  - The Romanian State, represented by the General Secretariat of the Government, a number of 110,221,440 shares, with a total value of 1,102,214,400.00 lei representing 58.5097% of the share capital;
  - Other shareholders (free-float), natural and legal persons, Romanian and foreign, a number of 78,160,064 shares, with a total value of 781,600,640.00 lei representing 41.4903% of the share capital.
4. The share capital shall not include assets of the kind referred to in Article 136(3) of the Constitution of Romania, republished.”

Chap. III, art. 9, point 1 subpoint 1.3, 1.4, 1.5, 1.6, 1.9 shall have the following content:

- 1.3. The General Extraordinary Meeting of Shareholders may authorize the Board of Administration of TRANSGAZ S.A. to increase the share capital up to a maximum threshold set by the meeting, which may not exceed half of the subscribed share capital existing at the time of authorization. The period of validity of the delegation granted by the extraordinary general meeting of shareholders on the basis of this article is a maximum of 3 years, and may be renewed for periods not exceeding 3 years for each renewal. The share capital may be increased by:
    - (a) the issue of new shares or by increasing the nominal value of existing shares in exchange for contributions in cash and/or in kind;
    - (b) incorporation of reserves, with the exception of legal reserves, as well as profits or share premiums, or by offsetting liquid and payable claims on TRANSGAZ S.A. against its shares; favourable differences from the revaluation of assets shall be included in reserves, without increasing the share capital;
  - 1.4 Unless otherwise provided by law, the lifting of the pre-emptive right of existing shareholders to subscribe for new shares in the event of an increase in share capital by a cash contribution must be decided by an extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital and with the vote of shareholders holding at least  $\frac{3}{4}$  (three-quarters) of the voting rights.
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- 1.5 Unless otherwise provided by law, the increase of the share capital by contribution in kind must be approved by an extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital and with the vote of shareholders representing at least  $\frac{3}{4}$  (three quarters) of the voting rights. The provisions of paragraph 1.3 above are not applicable in this situation.
- 1.6 The contribution in kind to increase the share capital of TRANSGAZ S.A. may only consist of new and efficient goods necessary for the achievement of the object of activity of TRANSGAZ S.A.
- 1.9 Decisions taken by the Board of Administration of TRANSGAZ S.A., in the exercise of the powers delegated by the Extraordinary General Meeting of Shareholders, have the same regime as the resolutions of the General Meeting of Shareholders, as regards their publicity and the possibility of appeal in court.

Chap. III, art. 10, point 2 shall have the following content:

2. The records of shares and other securities issued by TRANSGAZ S.A. shall be kept in accordance with the regulations issued by the Financial Surveillance Authority (FSA).

Chap. IV, art. 16, point 1 subpoint 1.4, shall have the following content:

- 1.4 The meeting shall be convened within not more than 30 days, so that the meeting shall be held, on the first or second convening, within 60 days of the date of the request.

Chap. IV, art. 16, point 2 subpoint 2.1 letter (h), 2.2, 2.3, 2.4, 2.5, 2.6 shall have the following content:

- 2.1 (h) the deadline by which proposals for candidates for the positions of administrators may be made, where the agenda includes the election of administrators, the deadline shall be set so that the period within which proposals for candidates for the positions of administrators may be made is at least three working days after the publication of the convening notice/supplement to the convening notice with the election of administrators on the agenda;
- 2.2 One or more shareholders representing, individually or jointly, at least 5% of the share capital shall be entitled to:
- a) introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting;
  - b) to submit draft resolutions for items included or proposed for inclusion on the agenda of the general meeting.

The rights set out above may be exercised only in writing and proposals made shall be sent by courier service or by electronic means.

Shareholders may exercise the rights set out above within 15 days from the date of publication of the convening notice. In cases where the exercise of the above right leads to a change in the agenda of the general meeting already communicated to

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the shareholders, the company shall make available a revised agenda, using the same procedure as that used for the previous agenda, before the reference date of the general meeting of shareholders, as defined by the F.S.A. regulations, and in compliance with the deadline provided for in art. 117<sup>1</sup> para. (3) of Law no. 31/1990, so as to allow the other shareholders to appoint a representative or, if applicable, to vote by correspondence.

- 2.3 The General Meeting of Shareholders shall be held at the headquarters of TRANSGAZ S.A. or at another place indicated in the convening notice.
- 2.4 When the agenda includes proposals to amend the Articles of Incorporation, the convening notice must include the full text of the proposals.
- 2.5 The reference date must not be more than 30 days before the date of the general meeting to which it applies, there must be a period of at least 8 days between the deadline allowed for convening the general meeting and the reference date, and the reference date must be before the deadline by which proxies may be lodged/sent to the company. There must be a period of at least 6 days between the admissible deadline for the second or subsequent convening of the general meeting and the reference date “.
- 2.6 The access of shareholders entitled to attend the general meeting of shareholders on the reference date is allowed by simply proving their identity, in the case of shareholders who are natural persons, with their identity card or, in the case of legal entities, with that of their legal representative, and in the case of legal entities and shareholders who are represented by natural persons, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions.

Chap. IV, art. 17, point 1 subpoint 1.5 shall have the following content:

- 1.1** The provisions of the preceding paragraph shall not apply to resolutions concerning changes in the main object of activity of TRANSGAZ S.A., reduction or increase of share capital, change of legal form, merger, division or dissolution for which resolutions are passed by a majority of at least 3/4 of the voting rights held by the shareholders present or represented.

Chap. IV, art. 18, point 1 subpoint 1<sup>3</sup>, 1<sup>4</sup> shall have the following content:

1<sup>3</sup> In the case of votes by correspondence, the forms of vote by correspondence shall be submitted by the shareholders at least 48 hours before the general meeting.

1<sup>4</sup> If resolutions requiring a secret ballot are on the agenda of the general meeting of shareholders, the vote by correspondence shall be cast by means that do not allow it to be revealed to anyone other than the members of the secretariat in charge of counting the secret votes cast and only when the other votes cast in secret by the shareholders present or by the representatives of the shareholders attending the meeting are known.

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