

## **RESOLUTION No. 2**

### **of the Ordinary General Meeting of the Shareholders**

### **of the National Gas Transmission Company TRANSGAZ S.A. Medias,**

### **as at 22 April 2021**

The Ordinary 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, as further amended and supplemented, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 22 April 2021, at the first convening, in which shareholders representing 75.6760% of the share capital and 75.6760% 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 89098960 votes *For*, representing 99.998690% of the total number of expressed votes, and with 117 votes *Abstention*, representing 0.001310% of the total number of expressed votes, approves the initiation of the SNTGN Transgaz SA Board of Administration member selection procedure, according to Art. 29 (3) of Government Emergency Ordinance 109/2011 on the corporate governance of public enterprises, as further amended and supplemented.

**Art.2.** Approves the renewal of the mandates of the following administrators:

- Mr. Ion Sterian with 8791033 votes *For*, representing 98.665050% of the total number of expressed votes, with 118900 votes *Against*, representing 1.334460% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000490% of the total number of expressed votes.
- Mr. Petru Ion Văduva with 8580926 votes *For*, representing 96.306940% of the total number of expressed votes, with 328934 votes *Against*, representing 3.691750% of the total number of expressed votes, and with 117 votes *Abstention*, representing 0.001310% of the total number of expressed votes.

- Mr. Nicolae Minea, with 8679393 votes FOR representing 97.412070% of the total number of the cast votes, with 207092 votes AGAINST representing 2.324270% of the total number of expressed votes and with 23492 ABSTENTION votes representing 0.263660% of the total number of expressed votes.

The renewal of the mandate of Mr. Bogdan George Iliescu is not approved with 1692086 votes *For* representing 18.990910% of the total number of expressed votes, with 7303222 votes, representing 81.007770% of the total number of expressed votes and with 117 *Abstention* representing 0.001310% of the total number of cast votes.

**Art.3.** Appoints the following members of the Board of Administration of SNTGN Transgaz S.A:

- Mr. Ion Sterian, with 7348122 votes For representing 82.470720% of the total number of expressed votes, with 204348 votes *Against*, representing 2.293470% of the total number of expressed votes, and with 1357507 votes *Abstention*, representing 15.235810% of the total number of expressed votes;
- Mr. Petru Ion Văduva, with 8495478 votes For representing 95.347920% of the total number of expressed votes, with 414382 votes *Against*, representing 4.650760% of the total number of expressed votes, and with 117 votes *Abstention*, representing 0.001310% of the total number of expressed votes;
- Mr. Nicolae MINEA, with 7236482 votes *For* representing 81.217740% of the total number of the expressed votes, with 292540 votes *Against* representing 3.283290% of the total number of expressed votes and with 1380955 *Abstention* votes representing 15.498970% of the total number of expressed votes;

It does not appoint Mr. Bogdan George Iliescu as member of the Board of Administration with 1606638 votes *For* representing 18.031900% of the total number of the expressed votes, with 7303222 votes *Against* representing 81.966790% of the total number of the expressed votes and with 117 *Abstention* votes representing 0.001310% of the total number of the expressed votes.

**Art.3.1.** With 7114640 votes For, representing 79.850260% of the total number of expressed votes, with 1001525 votes Against, representing 11.240490% of the total number of expressed votes, and with 793812 votes Abstention, representing 8.909250% of the total number of expressed votes, appoints 3 members of the SNTGN Transgaz SA Board of Administration as follows: Mr. Ion Sterian, Mr. Petru Ion Văduva, Mr. Nicolae Minea.

**Art.4.** With 8580926 votes *For*, representing 96.306940% of the total number of expressed votes, with 328934 votes *Against*, representing 3.691750% of the total number of expressed votes, and with 117 votes *Abstention*, representing 0.001310% of the total number of expressed votes, approves the form of the mandate contract for the SNTGN Transgaz SA administrators with the fixed allowance of the remuneration for 30.04.2021 – 29.04.2025 and empowers Mr. Tiberiu Horatiu Gorun, as representative of the General Secretariat of the Government to sign the mandate contract with the SNTGN Transgaz SA administrators.

**Art.5.** With 7047248 votes *For*, representing 79.093900% of the total number of expressed votes, with 1255576 votes *Against*, representing 14.091800% of the total number of expressed votes, and with 607153 votes *Abstention*, representing 6.814300% of the total number of expressed votes, approves the appointment of Mr. Mircea Abrudean as interim member of the Board of Administration with a mandate of maximum 4 months, with the possibility to be extended for other 2 months, until the completion of the selection procedure.

With 7047248 votes *For* representing 79.093900% of the total number of the expressed votes, with 1255576 votes *Against* representing 14.091800% of the total number of the expressed votes and with 607153 *Abstention* votes representing 6.814300% of the total number of the expressed votes, approves the appointment of Ms. Laura Alina Dragota, as interim member of the Board of Administration with a mandate duration of maximum 4 months, with the possibility to be extended for other 2 months, until the completion of the selection procedure.

**Art.6.** With 7719101 votes *For*, representing 86.634350% of the total number of expressed votes, with 1167384 votes *Against*, representing 13.101990% of the total number of expressed votes and with 23492 votes *Abstention* representing 0.263660% of the total number of the expressed votes approves the form of the mandate contracts for the 2 provisional members appointed in the Board of Administration of the National Gas Transmission Company Transgaz, with the fixed allowance of the remuneration and empowers Mr Tiberiu Horatiu Gorun as a representative of the public supervisory body to sign the mandate contract with the SNTGN Transgaz SA provisional administrators.

**Art.7.** With 8909860 votes *For*, representing 99.998690% of the total number of expressed votes, and with 117 votes *Abstention*, representing 0.001310% of the total number of expressed votes, sets the date of **14 May 2021** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

**Art.8.** With 8909860 votes *For*, representing 99.998690% of the total number of expressed votes, and with 117 votes *Abstention*, representing 0.001310% of the total number of expressed votes, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, 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.

**Chairman of the Board of Administration**  
**Remus Gabriel Lăpușan**