

DRAFT RESOLUTION**RESOLUTION NO. 2**
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Medias,
as of 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/second convening, in which shareholders representing ___% of the share capital and ___% 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 ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the initiation of the SNTGN Transgaz SA Board of Administration member selection procedure, according to Art. 29 (3) of GEO 109/2011 on the corporate governance of public enterprises, as further amended and supplemented.

Art.2. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the renewal of the mandate of the following administrators:
Mr , Mr..... , Mr.....
Mr.....

Art.3. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, appoints/does not appoint the following SNTGN Transgaz SA Board of Administration

members: Mr....., Mr....., Mr.....,
Mr.....

Art.3.1. With ___ votes For, representing ___% of the total number of expressed votes, with ___ votes Against, representing ___% of the total number of expressed votes, and with ___ votes Abstention, representing ___% of the total number of expressed votes, appoints/does not appoint the 3 members of the SNTGN Transgaz SA Board of Administration as follows: Mr....., Mr....., Mr.....

Art.4. With ___ votes For, representing ___% of the total number of expressed votes, with ___ votes Against, representing ___% of the total number of expressed votes, and with ___ votes Abstention, representing ___% of the total number of expressed votes, approves/does not approve 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/does not empower Mr/Ms_____, as representative of the General Secretariat of the Government to sign the mandate contract with the SNTGN Transgaz SA administrators.

Art.5. With ___ votes For, representing ___% of the total number of expressed votes, with ___ votes Against, representing ___% of the total number of expressed votes, and with ___ votes Abstention, representing ___% of the total number of expressed votes, approves/does not approve appointment of Mr Abrudean Mircea and of Ms Dragotă Laura Raluca Alina as provisional members of the Board of Administration with a mandate term of maximum 4 months, with the possibility of extending the term by another 2 months, until the completion of the selection procedure.

Art.6. With ___ votes For, representing ___% of the total number of expressed votes, with ___ votes Against, representing ___% of the total number of expressed votes, and with ___ votes Abstention, representing ___% of the total number of expressed votes, approves/does not approve 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/Ms _____ as a representative of the public supervisory body to sign the mandate contract with the SNTGN Transgaz SA provisional administrators.

Art.7. With ___ votes For, representing ___% of the total number of expressed votes, with ___ votes Against, representing ___% of the total number of expressed votes, and with ___ votes Abstention, representing ___% 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 ___ votes For, representing ___% of the total number of expressed votes, with ___ votes Against, representing ___% of the total number of expressed votes, and with ___ votes Abstention, representing ___% 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.

President of the Board of Administration
Remus Gabriel Lăpușan