

## **CURRENT REPORT according to Art. 139 of Law 24/2017**

Date of report: **2 November 2021**

Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**

Headquarters: **Mediaș, 1 Constantin I. Motaș 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: **RON 117,738,440**

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 Medias, 1 C.I. Motaș 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 no. 31/1990, republished, as further amended and supplemented, to Law no. 24/2017 on the issuers of financial instruments and market operations, republished, as further amended and supplemented, to Regulation no. 5/2018 of the Financial Supervising Authority on the issuers of financial instruments and market operations, as subsequently amended and supplemented, and to the provisions of Art.16 of the updated Articles of Incorporation of Transgaz, convened for the meeting on **2 November 2021,**

## **CONVENES**

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **14 December 2021, 10:00 a.m.**, to take place in Motaș Hall, at the headquarters of the company located in Medias, 1 C.I. Motaș Square, the Sibiu County, 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 **2 December 2021,** are entitled to participate and to vote, with the following agenda:

### **I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

- 1.** Appointment of 2 provisional members of the Board of Administration for a maximum term of office of 4 months, starting on 17.12.2021, with the possibility of extending the term of office for additional 2 months, until the selection procedure is completed;

2. Approval of the form of the mandate contracts for the 2 provisional members to be appointed in the Board of Administration of the National Gas Transmission Company "Transgaz" SA Mediaş and empowerment of a representative of the majority shareholder, the Secretariat General of the Government, to sign the mandate contract.
3. Setting the date of **30 December 2021** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws;
4. Empowerment of Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his deputy, Mr Nicolae Minea to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy Director-General of Transgaz, 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 **15 December 2021, 10:00 a.m.**, in Motaş Hall, at the headquarters of the company located in Mediaş, 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 registered office in Mediaş, P-ța C.I Motaş, nr.1, jud. Sibiu on the ground floor, room 4 and/or on the company's website at the address ([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 for candidatures. Shareholders of the Company may obtain, upon 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.

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

1. For the submission of applications in the case of **natural persons**: a copy of the identity card signed according to the original by the holder of the identity card, an updated curriculum vitae, European model, a sworn statement that they have no criminal record, a sworn statement that they are not on the list of administrators whose mandate has been revoked for reasons attributable to them, a sworn statement that they are not in a situation of conflict of interest, a sworn statement indicating whether or not they have the status of "independent" within the meaning of Article 138 of the Constitution. ^2 of Law 31/1990 on companies republished, as subsequently amended and supplemented, a sworn statement that they do not belong to the boards of administration of other companies that are incompatible with SNTGN Transgaz SA or to more than 3 Boards of Administration.

2. For the submission of applications in the case of **legal persons**: presentation of the company, of the representative to be appointed, accompanied by the appropriate documents required for the submission of applications by natural persons, a certificate of registration or equivalent showing the company's object of activity, the duration of the company and the fact that the company is in operation, a sworn statement that there is no conflict of interest, a sworn statement that there is no criminal record, a tax record certificate or, in the case of foreign legal entities that are not registered for tax purposes in Romania, a sworn statement by the representative of the legal entity that they have no tax debts, a sworn statement that they do not belong to the Boards of Administration of other companies that are incompatible with SNTGN Transgaz SA or to more than 3 Boards of Administration.
3. A statement of consent to the processing of personal data, in accordance with the template 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.

The applications and the required documents shall be sent/delivered with acknowledgement of receipt by **19 November 2021, 3.00 p.m.** at the latest, on paper, in a closed and sealed envelope marked: "proposals for the election of the provisional administrators of the Board of Administration of SNTGN "Transgaz" SA to fill the remaining vacancies", to the head office of SNTGN "Transgaz" SA in Mediaş, C.I Motaş Square, no.1, ground floor, room 4, the county of Sibiu, for the attention of Ms Florea Claudia Elena.

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 can be consulted by the shareholders at the company's headquarters in Mediaş, P-ța C.I Motaş, no.1, the county of Sibiu on the ground floor, room 4 and/or on the company's website at the address ([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, as of **19 November 2021, at 6.30 p.m.**

The draft resolution of the OGMS is available 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 **12 November 2021**.

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

- the documents and materials for the meeting related to point 1, 2 on the agenda of the **Ordinary General Meeting of the Shareholders** are available 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 **12 November 2021**;

The special power of attorney form and the general power of attorney will be available 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 **12 November 2021**.

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, meaning **19 November 2021, 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, meaning **19 November 2021, 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 Ms. 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 **2 December 2021**.

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 4, 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 **12 November 2021**, 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, by **10 December 2021, 3:00 p.m.**, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, 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 (3) of Companies` Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **2 December 2021** 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 meeting 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 **2 December 2021**.

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 Secretariat 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 least one hour before the meeting, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 4, 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 (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**