

## **CURRENT REPORT according to Art. 139 of Law 24/2017 on the issuers of financial instruments and market operations, republished, as amended**

Date of report: **05.05.2023**

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: **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 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 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 20/16498/M.N./05.05.2023, according to Art. 119 (1) of Law 31/1990 on Companies, republished, as amended, corroborated with Art. 105 (23) of Law 24/2017 on issuers of financial instruments and market operations, as amended, corroborated with Article 641 (4) of GEO 109/2011 on corporate governance of public companies, as amended, convened for the meeting on **05.05.2023**,

### **CONVENES**

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **14 June 2023, 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 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 **30 May 2023**, are entitled to participate and to vote, with the following agenda:

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

- 1.** Appointment of two provisional members of the Board of Administration with a maximum term of office of four months, starting with 17.06.2023 with the possibility of extending the term of office by other two months until the completion of the selection procedure.
- 2.** Approval of the form of the mandate contracts for the two provisional members

to be appointed in the Board of Administration of Transgaz and the empowerment of a representative of the majority shareholder, the General Secretariat of the Government, to sign the mandate contracts.

3. Setting the date of **3 July 2023** 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 alternate, Mr Nicolae Minea, Administrator or Mr Csaba Orosz, Administrator, to sign the Resolution of the Ordinary 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 Leahu Mihai Leontin, 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 **15 June 2023, 10:00 a.m.** in Motaş Hall, at the headquarters of the company located in Medias, no. 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 interim administrator will be available to shareholders at the company's registered office in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 4 and/or on the company's website at [www.transgaz.ro](http://www.transgaz.ro), the 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. The list will be updated periodically as proposals are received within the deadline.

The 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 interim administrator.

Proposals of candidates for the election of the provisional members of the Board of Administration of SNTGN Transgaz SA must be made by the shareholders in writing and must 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 in original by the holder of the identity card, an updated curriculum vitae, the European model, a sworn statement concerning the absence of the criminal record, a sworn statement concerning the absence of inclusion on the list of administrators whose mandate was revoked for reasons attributable to them, a sworn statement concerning the absence of conflict of interest, a sworn statement indicating whether or not they hold the status of `independent` within the meaning of Article 138<sup>2</sup> of Law 31/1990 on the companies, republished, as amended, a sworn statement that they do not sit on the boards of administration of other the companies that are incompatible with SNTGN Transgaz SA or on more than three Boards of Administration.

2. For the submission of applications in the case of legal entities: presentation of the company, of the representative to be appointed, accompanied by the appropriate documents indicated for the submission of candidacy by natural persons, the findings certificate or the equivalent showing the object of activity of the company, the duration of the company, as well as the fact that the company is in operation, an affidavit regarding the lacking of a conflict of interest, an affidavit of 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 affidavit from the representative of the legal entity stating that they have no tax debts, a sworn affidavit that they do not sit on the boards of administration of other companies that are incompatible with Transgaz or on more than three Boards of Administration.
3. A declaration of consent to the processing of personal data, according to the model published on the company's website at [www.transgaz.ro](http://www.transgaz.ro), the link Investor Relations/General Meeting of Shareholders/Ordinary General Meeting of Shareholders.

The applications and the required documents must be sent a) on paper, in a closed and sealed envelope marked: `proposals for the election of the interim administrators of the Board of Administration of SNTGN Transgaz SA to fill the remaining vacancies`, to the headquarters of SNTGN Transgaz SA in Mediaş, 1 C.I. Motaş Square, the ground floor, room 4, Sibiu County, attention of Ms Claudia Elena Florea, or b) by e-mail, electronically signed with an extended electronic signature, according to Law 455/2001 on electronic signature, at [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro), so as to be received **until 24 May 2023, 3 p.m.**, which is the deadline for proposals for candidates for the position of interim administrators.

The final list containing information on the names, place of residence and professional qualifications of the persons who will apply for the position of interim administrator may be consulted by the shareholders at the company's registered office in Mediaş, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 4 and/or on the company's website at [www.transgaz.ro](http://www.transgaz.ro), the link Investor Relations/General Meeting of Shareholders/Ordinary General Meeting of Shareholders, both in Romanian and in English, starting from **25 May 2023, at 9.00 a.m.**

The draft resolution of the OGMS is available at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4 and/or 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 May 2023**.

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

- the documents and materials for the meeting related to points 1-2 on the agenda of the **Ordinary General Meeting of the Shareholders** are available at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4 and/or 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 May 2023**.

- the Special Power of Attorney and the General Power of Attorney 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 May 2023**.

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 **24 May 2023, 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 **24 May 2023, 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 **30 May 2023**.

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 May 2023**, at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4 and/or 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 **12 June 2023, 10:00 a.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, paragraph 3 of Companies` Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **30 May 2023** 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 **30 May 2023**.

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 Ministry of the State 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 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 paragraph 3 of Companies' Law no. 31/1990, republished, as further amended and supplemented, or at the date of the general meetings 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**