

CURRENT REPORT According to the provisions of Art.139 of Law no.24/2017Date of report: **21.09.2023**Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**Headquarters: **Mediaș, 1 Constantin I. Motaș Square, Sibiu County**Telephone/fax: **0269803333/0269839029**Tax number: **RO 13068733**Trade Register number: **J32/301/2000**Subscribed and paid-up capital: **1.883.815.040 RON**Regulated market on which issued securities are traded: **Bucharest Stock Exchange.****SUPPLEMENT TO THE CONVENING OF THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS****(as requested by the Secretariat General of the Government, as the majority
shareholder of SNTGN "Transgaz" SA)**

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, as further amended and supplemented, to Regulation no. 5/2018 of the Financial Supervising Authority on the issuers of financial instruments and market operations, republished, as amended, and to the provisions of Art.16 of the updated Articles of Incorporation of Transgaz, at the request of the majority shareholder General Secretariat of the Government (58.5097% of the share capital), by Letter no. 20/32049/M.A./21.09.2023 **pursuant to Article 117[^]1 of the Companies Law no.31/1990**, republished, as subsequently amended and supplemented, in conjunction with the provisions of Art.105 para. (3) of Law no.24/2017 on issuers of financial instruments and market operations, as amended and supplemented, supplements the agenda of the Extraordinary General Meeting of Shareholders, originally published in the Official Gazette of Romania, Part IV - a, no.3989/07.09.2023 and in the Bursa newspaper no.165 of 07.09.2023, as follows:

1.1 The approval of the following:

- The amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA as follows:

Chapter V, Art. 19, points 11.1 and 11.2 shall be amended as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at Board of Administration level in accordance with the law. The Board of Administration may also decide to set up other advisory committees to analyse issues

required by the applicable law or chosen by the Board of Administration, with the aim of advising the Board of Administration on the chosen issues.

11.2 The Nomination and Remuneration Committee and the Risk Management Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at Board of Administration level, their composition shall be determined by the Board of Administration.

On Chapt. V, Art. 19, after point 11.2, the following point 11.2¹ is added:

11.2¹ The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

- Empowerment of the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Companies Law no. 31/1990 republished, as amended and supplemented.

Thus, for the **Extraordinary General Meeting of Shareholders of 11 October 2023, 11:00 a.m.**, which will take place in the "Motaş Hall", at the company's headquarters in Mediaş, P-ța C.I Motaş, no.1, the county of Sibiu, and in which only persons who are shareholders, i.e. registered in the company's register of shareholders at the end of **29 September 2023**, are entitled to participate and vote, the agenda will be as follows:

AGENDA:

1. The approval of the following:

- the amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA, as follows:

Chap. V, art. 19, point 11.1 and 11.2 shall be amended and shall read as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at the level of the Board of Administration in accordance with the legal provisions. The Board of Administration may also decide to set up other advisory committees to examine subjects required by the legislation in force or chosen by the Board of Administration, with the aim of advising it on the subjects chosen.

11.2 The Nomination and Remuneration Committee and the Audit Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at the level of the Board of Administration, their composition shall be determined by the Board of Administration.

At Chap. V, art. 19, after point 11.2 point 11.2¹ with the content below is added:

11.2¹ The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

- Mandating the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Company Law no. 31/1990, republished, as subsequently amended and supplemented.

1.1 The approval of the following:

- The amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA as follows:

Chapter V, Art. 19, points 11.1 and 11.2 shall be amended as follows:

- 11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at Board of Administration level in accordance with the law. The Board of Administration may also decide to set up other advisory committees to analyse issues required by the applicable law or chosen by the Board of Administration, with the aim of advising the Board of Administration on the chosen issues.
- 11.2 The Nomination and Remuneration Committee and the Risk Management Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at Board of Administration level, their composition shall be determined by the Board of Administration.

On Chapt. V, Art. 19, after point 11.2, the following point 11.2¹ is added:

- 11.2¹ The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.
- Empowerment of the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Companies Law no. 31/1990 republished, as amended and supplemented.

2. Setting the date of **27.10.2023** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.
3. 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 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.

The special power of attorney form, the form of vote by correspondence, the draft resolution of the EGMS, supplemented, as well as the documents and meeting materials related to item 1.1 included on the agenda of the Extraordinary General Meeting of Shareholders are available at the company's headquarters in Mediaș, P-ța C.I Motaș, 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), link Investor Relations/General Meeting of Shareholders/Extraordinary General Meeting of Shareholders, both in Romanian and in English, as of **25 September 2023**.

Chairman of the Board of Administration
Petru Ion Văduva

The General Secretariat of the Government

THE NATIONAL GAS TRANSMISSION COMPANY TRANSGAZ S.A

**To Mr Petru Ion Văduva, Chairman of the Board of Administration
Mr Ion Sterian, Director - General**

Dear Sirs,

Considering the provisions:

- Art. 11 (6) of GEO 68/2019 on the establishment of certain measures at the level of the central public administration and for the amendment and supplementation of certain normative acts, according to which the exercise of the rights and the fulfilment of the obligations arising from the capacity of shareholder of the Romanian State in the National Gas Transmission Company Transgaz S.A. is carried out by the General Secretariat of the Government,
- Art. 105 (3) of Law 24/2017 on issuers of financial instruments and market operations, republished, corroborated with the provisions of Article 1171 of Companies Law 31/1990, republished, as amended,

and taking into account the items on the agenda of the Extraordinary General Meeting of the Shareholders of 11/12 October 2023,

The General Secretariat of the Government requests you to add the following item to the agenda of the Extraordinary General Meeting of the Shareholders convened for 11/12 October 2023:

1.1 The approval of the following:

- **The amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA as follows:**

Chapter V, Art. 19, points 11.1 and 11.2 shall be amended as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at Board of Administration level in accordance with the law. The Board of Administration may also decide to set up other advisory committees to analyse issues required by the applicable law or chosen by the Board of Administration, with the aim of advising the Board of Administration on the chosen issues.

11.2 The Nomination and Remuneration Committee and the Risk Management Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at Board of Administration level, their composition shall be determined by the Board of Administration.

On Chapt. V, Art. 19, after point 11.2, the following point 11.2¹ is added:

11.21 The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

11.22 Empowering the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Companies Law no. 31/1990 republished, as amended and supplemented

item for which we submit the following draft resolution:

On item 1.1 of the agenda, by _____ votes For representing _____ % of the total number of votes cast, by _____ votes Against representing _____ % of the total number of votes cast and by _____ votes, approves/does not approve the following:

11.23 Amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz S.A. as follows:

Cap. V, Article 19, points 11.1 and 11.2 are amended as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee are set up at Board level in accordance with legal provisions. The Board of Administration may also decide to set up other advisory committees to examine subjects required by law or chosen by the Board of Administration, with the aim of advising it on the subjects chosen.

11.2 The Nomination and Remuneration Committee and the **Risk Management Committee** may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at Board level, their composition shall be determined by the Board of Administration.

On Chapt. V, Art. 19, after point 11.2, the following point 11.2¹ is added with the following content:

11.3 ' The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

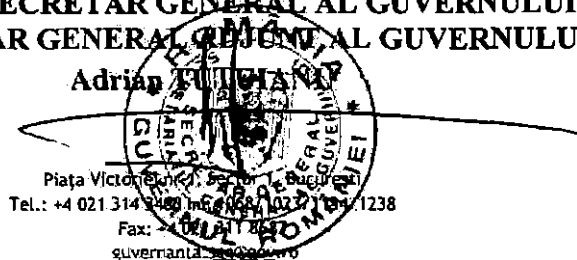
11.4 Empowering the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Companies Law no. 31/1990 republished, as amended and supplemented. A number of _____ shareholders, having _____ votes, adopted the "Abstention" position on this item.

In the context of the above, we request that you take all necessary steps to make available to shareholders the materials required for the adoption of resolutions as requested and transmitted, with completion of the publication procedure in accordance with the capital market regulations in force.

Yours sincerely,

**pentru SECRETAR GENERAL AL GUVERNULUI
SECRETAR GENERAL AL GUVERNULUI**

Adrian PUJICIANU



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