CURRENT REPORT according to Art. 122 of Law 24/2017
Date of report: **22.03.2021**
Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAŞ**
Headquarters: **Mediaş, 1 Constantin I. Motaş 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. Motas 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, as further amended and supplemented, to Law no. 297/2004 on the capital market, 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, and to the provisions of art.16 of the updated Articles of Incorporation of Transgaz, convened for the meeting on 22.03.2021,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **27 April 2021, 10:00 a.m.** to take place in Motas Hall, at the headquarters of the company located in Medias, 1 C.I. Motas 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 **16 April 2021,** are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the annual financial statements (statement of financial standing, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for the financial year 2020, prepared in accordance with International Financial

Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.

2. Approval of the consolidated annual financial statements (statement of financial standing, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for the financial year 2020, prepared in accordance with International Financial Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.
3. Presentation of the consolidated annual report of the administrators of SNTGN TRANSGAZ SA regarding the activity carried out in 2020.
4. Approval of the gross dividend per share in the amount of 8,14 lei / share, related to the financial year 2020.
5. Presentation of the Financial Audit Report on the annual financial statements concluded by SNTGN TRANSGAZ SA on 31 December 2020.
6. Presentation of the Financial Audit Report on the consolidated annual financial statements concluded by SNTGN TRANSGAZ SA on 31 December 2020.
7. Approval of the proposal for the distribution of the net profit for the financial year 2020.
8. Presentation of the Report of the Advisory Nomination and Remuneration Committee regarding the evaluation of the performances of the administrative and executive management of SNTGN TRANSGAZ SA for the activity carried out in 2020.
9. Approval of the discharge from administration of the administrators for the activity carried out in 2020.
10. Evaluation of the fulfillment of the key financial and non-financial performance indicators that constitute an annex to the mandate contracts of the non-executive administrators, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public companies, as subsequently amended and supplemented.
11. Approval of the prescription of the dividends related to the financial year 2017 established by the OGMS Resolution no. 4 of 07.06.2018, not collected until 16.07.2021 and the registration of their value in the company's income account.
12. Approval of the prescription of dividends distributed/redistributed from the amounts registered in the "result carried forward" and/or "other reserves" accounts in the amount of 13,472,486 lei, approved by OGMS Decision no. 7 of 03.12.2018 and not collected until 28.12.2021 as well as the registration of their value in the income account of the company.
13. Approval of the Policy and Criteria of the Remuneration of the Administrators, Director General and Chief Financial Officer of SNTGN „TRANSGAZ" S.A.
14. Approval of the revision, for the year 2021, of some key performance, financial indicators included in the Management Plan of SNTGN Transgaz SA for the period 2017-2021.
15. Approval of the addendum to the mandate contract signed with the non-executive members of the Board of Administration of SNTGN Transgaz SA that

includes the revised financial performance indicators related to the year 2021 and the empowerment of the representative of the General Secretariat of the Government in the GMS to sign on behalf of the company the addenda to the mandate contracts of the non-executive members of the Board of Administration of SNTGN Transgaz SA.

16. Approval of the income and expense budget of SNTGN „Transgaz" SA for the year 2021 and of the estimates for the years 2022-2023.

17. Setting the date of **25.06.2021** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

18. Setting the date of **24.06.2021** as ex-date, according to the legal provisions in force.

19. Establishing the date of **16.07.2021** as the date of payment of dividends.

20. Empowerment of Mr Remus Gabriel LĂPUȘAN, as Chairman of the Board of Administration, 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., 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 **28 April 2021, 10.00 a.m.,** in Motaș Hall, at the headquarters of the company located in Medias, no. 1 C.I Motaș Square, Sibiu County, with the same agenda.

The draft resolution of the OGMS is available in soft copy on the company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, both in Romanian and in English, as of **26 March 2021.**

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

- the documents and materials for the meeting related to points 1-4 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the Company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, in Romanian and in English, as of the date of the convening of the general meeting;
- the documents and materials for the meeting related to points 5-15 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the Company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, in Romanian and in English, beginning with **26 March 2021**;
- the documents and materials for the meeting related to point 16 on the agenda of the **Ordinary General Meeting of the Shareholders** are available as follows:
    - The Report and Annex 6, in soft copy on the Company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, in Romanian and in English, beginning with **26 March 2021**;

- Annexes 1-5 to the Report are available and can be consulted by shareholders at the company's headquarters in Mediaș, no. 1 C.I Motaș Square, ground floor, room 4, beginning with **26 March 2021** between 8.00 a.m.– 3.00 p.m. or will be made available to shareholders upon request, in compliance with the legal provisions in force.

The Special Power of Attorney and the General Power of Attorney are available in soft copy on the Company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, in Romanian and in English, as of **26 March 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 meetings, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meetings, within 15 days from the publication of the convening, meaning **9 April 2021, 3.00 p.m.;**
- to present draft resolutions for the points included or proposed to be included on the agenda of the meetings, within 15 days from the publication of the convening, meaning **9 April 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, for the attention of Mrs. Florea Claudia Elena.

If the exercising of the right to insert points on the agenda of the general meetings 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 **16 April 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. Motaș Square, the ground floor, room 4, for the attention of Mrs. Florea Claudia Elena, by courier, to **fax number 0269-803.412,** or to the e-mail address: 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), 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 **26 March 2021**, on the company's website at 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 **23 April 2021, 3.00 p.m.** the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaș 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, 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 **16 April 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 **16 April 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 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 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 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.

Chairman of the Board of Administration,
Lăpușan Remus Gabriel