

**DRAFT RESOLUTION****RESOLUTION NO.10****of the Extraordinary General Meeting of the Shareholders  
of the National Gas Transmission Company TRANSGAZ S.A. Mediaș,  
of 11/12 October 2023**

The Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Mediaș, 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: 1.883.815.040 RON, divided into 188.381.504 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, republished, as amended and supplemented, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations as amended and supplemented and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 11/12 October 2023, 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 Mediaș, 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 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 11.2<sup>1</sup> with the content below is added:

11.2<sup>1</sup> 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. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art. 1.1** 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 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 11.2<sup>1</sup> is added:

11.2<sup>1</sup> 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. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**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, sets the date of **27.10.2023** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**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, empowers 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 Extraordinary 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 Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Chairman of the Board of Administration,  
Petru Ion Văduva**