

**DRAFT RESOLUTION**

**RESOLUTION NO. 3**  
**of the Ordinary General Meeting of the Shareholders**  
**of the National Gas Transmission Company TRANSGAZ S.A.,**  
**of 24/25 April 2024**

The Ordinary 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 lei, divided into 188.381.504 shares, each having a nominal value of 10 lei, convened under Art. 117 of Companies Law 31/1990, republished, as amended, of Law 24/2017 on the issuers of financial instruments and market operations, republished, as amended, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations as amended, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 24/25 April 2024, 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 and with \_\_\_votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the individual annual financial statements (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA 2/5 for the financial year 2023, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP no. 2844/2016. 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 and with \_\_\_votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the annual consolidated financial statements (consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows, notes to the consolidated financial statements) of SNTGN TRANSGAZ SA for the

financial year 2023, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP no. 2844/2016. 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 and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **acknowledges** the Consolidated annual report of the administrators of SNTGN TRANSGAZ SA on the activity carried out in 2023. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.4.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the gross dividend per share in the amount of 0,35 lei/share for the financial year 2023. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.5.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **acknowledges** the Financial Audit Report on the individual annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2023. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.6.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **acknowledges** the Financial Audit Report on the consolidated annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2023. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.7.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the distribution of the net profit for the financial year 2023, as follows:

1. the distribution of the net profit as follows:
  - legal reserves 10.344.065,54 Lei
  - other reserves representing tax incentives provided for by Law 237/2015 on the Tax Code, profit invested in technological equipment-machinery, machinery and work installations, electronic computers and peripheral equipment, cash register, control and billing machines and appliances, as well as in software, produced and/or purchased and put into operation, used for the purpose of carrying out the economic activity 40.845.860,72 Lei
  - dividends due to shareholders 65.933.526,40 Lei
  - profit for the establishment of own financing sources 51.317.067,34 Lei

2. Employees' participation in profit sharing according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, amounting to lei 11.725.059,37.

A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.8.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the Remuneration Report for the year 2023, subject to a consultative vote of the shareholders, in accordance with the provisions of Article 107, paragraph (6) of Law 24/2017 on issuers of financial instruments and market operations, as amended and supplemented. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.9.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the discharge of the administrators of SNTGN Transgaz SA for the activity carried out in 2023. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.10.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the assessment of the achievement of the financial and non-financial performance indicators attached to the mandate contracts of the non-executive administrators. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.11.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the following:

1. the prescription of the dividends related to the financial year 2020 and not yet paid up to the prescription date, i.e. 16.07.2024;
2. recording in the revenue account of the company the amount representing the dividends related to the financial year 2020 not yet paid until the prescription date, i.e. 16.07.2024.

A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.12.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, sets the date of **28.06.2024** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.13.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed

votes, sets the date of **27.06.2024** as an ex-date, in accordance with the legal provisions in force. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.14.** With \_\_\_ votes For, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes Against, representing \_\_\_% of the total number of expressed votes, sets the date of **18.07.2024** as the dividend payment date. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.15.** With \_\_\_ votes For, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes Against, 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 to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr Mihai Leontin Leahu, 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. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

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