SOCIETATEA NAȚIONALĂ DE TRANSPORT GAZE NATURALE "TRANSGAZ" SA
Capital social: 1.883.815.040,00 lei
ORC: J32/301/2000; C.I.F.: RO 13068733
P-ța C.I. Motaș, nr.1, cod 551130, Mediaș, Jud. Sibiu
Tel: 0040 269 803333, 803334, Fax: 0040 269 839029
http://www.transgaz.ro; E-mail: cabinet@transgaz.ro

No.65711/07.08.2026
Submitted for approval in the OGMS of 23 September 2026

REPORT

on the approval of the addendum to the mandate contract signed with the non-executive administrators of SNTGN Transgaz SA which includes other benefits, established in accordance with the provisions of Article 39(5) of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as amended, and the empowerment of a representative of the General Secretariat of the Government to sign, on behalf of the company, the addenda to the mandate contracts of the non-executive administrators of SNTGN Transgaz S.A.

SUMMARY

Following the publication of Law No. 172 of 5 August 2026, on the approval of Government Emergency Ordinance No. 73/2018, amending Article 1 of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, representation, transportation, per diem, and accommodation expenses granted to administrators and directors, in the case of the one-tier system, incurred for the purpose of exercising their mandates, do not constitute benefits or advantages within the meaning of para. (2) and (4) of GEO No. 109/2011 on the corporate governance of public enterprises.

PROPOSAL

In accordance with the provisions of Chapter IV, Article 15 (3) (d) of the updated Articles of Incorporation, in conjunction with the provisions of Government Emergency Ordinance No. 109/2011, as amended, as well as the provisions of Law No. 172 of 5 August 2026 on the approval of Government Emergency Ordinance No. 73/2018 supplementing Article 1 of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, we hereby submit the following for approval by the Ordinary General Meeting of SNTGN TRANSGAZ SA's Shareholders:

- **the form of the addendum to the mandate contract concluded with the non-executive administrators of SNTGN Transgaz SA, which includes other benefits established in accordance with the provisions of Article 39 (5) of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as amended, as approved in accordance with the provisions of Law No. 172/05.08.2026, on the approval of Government Emergency Ordinance No. 73/2018 supplementing Article 1 of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises;**

- **the empowerment of a representative of the General Secretariat of the Government to sign on behalf of the company the addenda to the mandate contracts of the non-executive Administrators of SNTGN Transgaz SA.**

Detailed content

Law No. 172 of 5 August 2026, approving Government Emergency Ordinance No. 73/2018 supplementing Art. 1 of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises was published in the Official Journal of Romania, Part I, No. 648/5.VIII.2026, pursuant to which representation, transportation, per diem, and accommodation expenses granted to administrators and directors, in the case of the one-tier system, incurred for the purpose of exercising their mandates, do not constitute benefits or advantages within the meaning of para. (2) and (4) of GEO No. 109/2011 on the corporate governance of public enterprises.

According to Article 39 (1) of GEO No. 109/2011, as amended: "The remuneration and benefits granted, in accordance with the law or the mandate contract, to administrators and directors under the one-tier system, or to the members of the supervisory board and the members of the executive board under the two-tier system, shall be recorded in the annual financial statements and in the annual report of the nomination and remuneration committee, the board of administration, or the supervisory board, and shall include the remuneration and other benefits granted by the company and by its subsidiaries".

Pursuant to Art. 39 (5) of GEO No. 109/2011, as amended: "In the case of public enterprises whose shares are admitted to trading, the representation, transportation, per diem, and accommodation expenses of administrators and directors, in the case of the one-tier system, or of the members of the supervisory board and the executive board, in the case of the two-tier system, incurred for the purpose of exercising their mandates, shall not constitute benefits or advantages within the meaning of para. (2) and (4)."

The mandate contract of the non-executive members sets out, under Chapter 5.1, the following rights of the Administratorart, at Art. 5.1.7. "The Administrator is entitled to the same compensation and benefits package, including medical services and/or health insurance, as provided by the Company for its employees, such that the total benefits granted within one year of the mandate do not exceed the value of two gross monthly fixed allowances", and at Art. 5.1.9. "The Administrator is entitled to reimbursement of representation, transportation, and per diem expenses, provided that the total benefits granted within one year of the mandate (including the benefits under Article 5.1.7) do not exceed the value of two gross monthly fixed allowances".

Through **the publication in the Official Journal of Law No. 172 of 5 August 2026, approving Government Emergency Ordinance No. 73/2018 supplementing Art. 1 of Government Emergency Ordinance No. 109 of 30 November 2011 on the corporate governance of public enterprises, it is established that these representation, transportation, per diem, and accommodation expenses granted to administrators and directors, in the case of the one-tier system, incurred for the purpose of exercising their mandates, do not constitute benefits or advantages within the meaning of para. (2) and (4) of GEO No. 109/2011 on the corporate governance of public enterprises.**

Thus, the mandate contracts of the non-executive members of the Board of Administration shall be amended by addenda incorporating the proposed changes, in accordance with Article 39 (5) of GEO No. 109 of 30 November 2011 on the corporate governance of public enterprises, as amended.

Annex: Form of the addendum to the mandate contract, comprising other benefits granted in accordance with Art. 39 (5) of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as amended.

Chairman of the Board of Administration
Nicolae Minea

Addendum no. ___ to
The Mandate Contract no. ___ dated___

Considering the provisions of:

- Company Law 31/1990, republished, as amended, hereinafter referred to as **Law 31/1990**;
- Government Emergency Ordinance 109/2011 on the corporate governance of public enterprises, as further amended and supplemented, hereinafter referred to as **GEO 109/2011**;
- Law No. 172 of 5 August 2026, approving Government Emergency Ordinance No. 73/2018, which amends Article 1 of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises;
- Government Decision 639/27.07.2023 on the approval of the methodological norms for the application of provisions of GEO 109/2011 on the corporate governance of public enterprises, hereinafter referred to as GD 639/2023;
- Government Ordinance 26/2013 on strengthening financial discipline at the level of economic operators where the state or administrative-territorial units are sole or majority shareholders or hold directly or indirectly a controlling stake, as amended;
- art. 1.913 and the subsequent articles, and Art. 2.009 and the subsequent articles of Law 287/2009 on the Civil Code, as amended;
- Government Emergency Ordinance no. 68/2019 on the establishment of measures at the level of the central public administration and for the amendment and supplementation of normative acts,

as well as the following:

By Resolution of the Ordinary General Meeting of the Shareholders of S.N.T.G.N. Transgaz S.A. no.. ... dated ……., in accordance with the provisions Article 39, paragraph 5 of GEO no. 109/2011 on the corporate governance of public enterprises, as amended, it was determined that these expenses for representation, transportation, per diem, and lodging provided to administrators and directors—in the case of the unitary system—and incurred for the purpose of carrying out their duties do not constitute benefits or advantages within the meaning of paragraphs (2) and (4) of GEO No. 109/2011 on the corporate governance of public enterprises;

The General Meeting of the Shareholders of S.N.T.G.N. Transgaz S.A. no. ___ dated _ _ _ decided that the present Addendum to the Mandate Contract no. __ dated _____, hereinafter referred to as the "**Mandate Contract**" shall be signed by the representative of the shareholders __ __ __ __ __ __ __;

The National Gas Transmission Company "Transgaz" S.A., headquartered in Medias, no. 1, C. I. Motas Sq., Sibiu County, tel./fax. 0269 803333 / 0269 803334, e-mail: cabinet@transgaz.ro, registered with the Trade Register, Sibiu Court of Law under no. J32/301/2000, VAT no.

RO/13068733, represented by _____, identified with ___, hereinafter referred to as "**Company**" or "**Mandator**" as appropriate,

and

Mr./Mrs. _____, Romanian citizen, born on _____, residing in _____, bearer of ID series ____ no _____ issued by _____ on _____, Personal no. ____, tel./fax. ____ / ____, e-mail: ___, as _____, hereinafter referred to as **"Mandatary"**,

individually referred to as the Party and collectively as the Parties,

pursuant to the provisions of art. 2 pt. 21 of GEO no. 109/2011 and of art. 8.1 of the Mandate Contract no. __ dated ___, hereinafter referred to as the "**Mandate Contract**", have agreed to conclude this Addendum, hereinafter referred to as the "**Addendum**"

Art. 1. Object of the Addendum

The parties agree to amend the following articles of the Mandate Contract as follows:

Art. 5.1.7 The Administrator is entitled to the same compensation and benefits package, including medical services and/or health insurance, as provided by the Company for its employees (if applicable).

Art. 5.1.9. The Administrator is entitled to reimbursement of necessary and reasonable expenses, incurred in good faith in the interest of fulfilling the mandate, based on supporting documents, including but not limited to: expenses for lodging, per diem, transportation, fees for attending courses and seminars, and any other types of expenses related to the performance of the mandate, regardless of whether they were incurred during domestic or international travel, as well as the use of inventory items/tangible assets necessary for carrying out the work.

Art. 2. Final provisions

2.1. This Addendum shall enter into force at the date of its execution by the Parties.
2.2. The other clauses of the Contract shall remain unchanged.

This Addendum was concluded today, ___, in 3 (three) original counterparts, of which 2 (two) counterparts for the Mandator and 1 (one) counterpart for the Mandatary.

Mandator,
S.N.T.G.N. TRANSGAZ S.A.,

by ___
empowered by the Resolution of the Ordinary General Meeting of the Shareholders no. _ dated _

Mandatary,

___