

No. 95359/07.11.2025

Submitted for approval in the OGMS of 17/18.12.2025

REPORT

on the approval of the ceiling of the insurance premium and the minimum amount of the sum insured for professional liability insurance for non-executive members of Board of Administration of Transgaz SA and the payment by the company of the insurance premium expenses

SUMMARY

According to OGMS Resolution 6/29 April 2025 the following contracts of mandate were concluded with the administrators:

- Contract of Mandate No. 35729/29.04.2025, between SNTGN TRANSGAZ SA and Ms Ilinca Von Derenthall;
- Contract of Mandate No. 35717/29.04.2025, between SNTGN TRANSGAZ SA and Ms Adina Lăcrimioara Hanza;
- Contract of Mandate No. 35723/29.04.2025, between SNTGN TRANSGAZ SA and Mr Nicolae Minea;
- Contract of Mandate No. 35719/29.04.2025, between SNTGN TRANSGAZ SA and Mr Costin Mihalache.

The aforementioned contracts of mandate stipulate in Art. 5.1.2 that the administrators are entitled to benefit from a professional liability insurance policy at the expense of the Company. The premium for this insurance shall be paid by the Company and shall not be deducted from the administrator's remuneration.

PROPOSAL

We submit for approval in the Ordinary General Meeting of the Shareholders of SNTGN TRANSGAZ SA, in accordance with Art. 15 (3) (I) of the company's updated Articles of Incorporation, corroborated with Art. 153 • 12 (4) of Companies Law No. 31/1990, republished, as amended, the following:

- a. setting the ceiling for the annual insurance premium for the members of the Board of Administration of SNTGN Transgaz SA at EUR 50,000/year;
- b. setting the minimum insured amount for professional liability insurance for the members of the Board of Administration of SNTGN Transgaz SA at EUR 30,000,000/year per event and in total.

Detailed content of the Report

Considering:

- Law No. 31/1990 - Companies Law, republished as amended, Art. 153 • 12 (4) "The person appointed in one of the positions referred to in paragraph (3) must be insured for professional liability.";
- the provision of the company's updated Articles of Incorporation, Art. 15 (3) (I), according to which the Ordinary General Meeting of the Shareholders of SNTGN TRANSGAZ SA fulfils any other duties assigned to it by law;
- GEO No. 109/2011 on the corporate governance of public enterprises, as amended, Art. 39 (2) "The payment of the professional liability insurance may be provided by the public enterprise, is not part of the remuneration and shall be mentioned in the contract of mandate.";
- the civil liability insurance for administrators and managers, the D&O policy, is a group insurance policy covering persons who have concluded contracts of mandate on the date of entry into force of the policy and persons who will have concluded contracts of mandate during the term of the insurance contract;
- Art. 5.1.2 of the aforementioned contracts of mandate, which stipulates that the administrators are entitled to have a professional liability insurance at the expense of the Company. The premium for this insurance is paid by the Company and is not deducted from the administrator's remuneration;

- the fact that the delegation of powers by the Board of Administration to the Director - General and by the Director - General to the executive Directors involves assuming responsibilities and signing documents that are highly risky, which is why we consider it necessary for the Director - General, the Chief Financial Officer, and the executive Directors of SNTGN TRANSGAZ SA to be jointly insured with the members of the Board of Administration for the professional risks associated with the exercise of executive management duties.

The Nomination and Remuneration Advisory Committee submits the following for approval to the General Meeting of the Shareholders:

- a. setting the ceiling for the annual insurance premium for the members of the Board of Administration of SNTGN Transgaz SA at EUR 50,000/year;
- b. setting the minimum insured amount for professional liability insurance for the members of the Board of Administration of SNTGN Transgaz SA at EUR 30,000,000/year per event and in total.

CHAIRMAN OF THE BOARD OF ADMINISTRATION
Nicolae Minea