

No. 24539 of 24.03.2025

Submitted for approval in the OGMS held on 29-30 April 2025

REMUNERATION REPORT

for the year 2024

Measuring the performance of the public enterprise is a process of improving the activities carried out and the use of the resources employed in order to efficiently meet the strategic objectives undertaken by the administrators and the management through the company's Management Plan, which includes the administration component, the management component and the key financial and non-financial performance indicators for the calculation of the variable component of the remuneration. The indicators are defined in line with the criteria provided for in Chapter II Section I - *The methodology for setting the key financial and non-financial performance indicators and the variable component of the remuneration* - from GD no. 722/28.09.2016 for the approval of the Methodological Rules for the application of some provisions of GEO no. 109/2011 regarding the corporate governance of public enterprises and approved by the General Meeting of the Shareholders.

In accordance with Article IX, para. (2) of Law No 187/2023 amending and supplementing Government Emergency Ordinance No 109/2011 on corporate governance of public enterprises „*The mandate contracts of the members of the Board of Administration and the Directors, including the interim administrators and interim directors and the members of the Supervisory Board and the Management Board shall remain subject to the law in force at the time of their conclusion, the provisions of Article VII applying accordingly*".

Pursuing the goal of increasing the company's performance, the strategic redefinition of the company in accordance with the requirements of modern performance and competitiveness standards and the transformation of TRANSGAZ into an internationally recognized company, a leader in the energy market in the region, the company's directors, the Director General and the Chief Financial Officer of the company, ensured in 2024, in accordance with the provisions of the mandate contracts and the applicable legal framework, the effective administration and general management of the company, performing responsibly all the necessary acts for the general administration and management of the company, in its interest and for the achievement of its subject of activity, achieving technical and economic performance and meeting 100% of the key performance indicators.

The Remuneration Policy of SNTGN "TRANSGAZ" S.A., approved by the Resolution of the Ordinary General Meeting of Shareholders no. 3 of 27.04.2021, establishes the general framework for the remuneration of administrators, director general and chief financial officer in the company, which is supplemented in its implementation by the legal provisions applicable to the field of activity, the provisions of the Collective Labour Contract of SNTGN "TRANSGAZ" SA, the mandate contracts as well as the resolutions of the Board of Administration and the General Meeting of Shareholders. The remuneration policy corresponds to the company's

business strategy, objectives, values and long-term interests and includes measures to avoid conflicts of interest and ensure effective corporate governance of the company.

The annual Remuneration report of SNTGN "TRANSGAZ" S.A regarding the activity carried out in 2023 presented and subject to the 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, **was approved with** 142470808 votes For representing 89.959580% of the total number of votes cast and with 15901209 votes Against representing 10.040420% of the total number of votes cast. A total of 1 shareholder, with 114240 votes, adopted the "Abstain" position on this item.

The annual Remuneration report of SNTGN "TRANSGAZ" S.A regarding the activity carried out in 2024 is prepared in accordance with the provisions of art.55 par.3 of GEO 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented and the provisions of Article 107(1) and (2) of Law 24/2017 on issuers of financial instruments and market operations and it comprises:

I. Legal framework concerning the remuneration policy and criteria for TRANSGAZ' administrators, director general and chief financial officer applicable at the date of conclusion of the mandate contracts:

- Art.15. point 3 let (d) of the Articles of Incorporation of SNTGN Transgaz SA, providing that the main duty of the GMS is, ***establishing the monthly remuneration of the board members;***
- Art.111, line (2), let. c) of Companies Law no. 31/1990, with the further amendments and supplementing, in addition to the debate of other items on the agenda, the GMS is obliged ***"to establish the remuneration due for the current year to the members of the Board of Administration, unless otherwise established in the articles of incorporation"***;
- Art.153¹⁸, line (1) of Companies Law no. 31/1990 with the further amendments and supplementing, providing that ***"The remuneration of the members of the Board of Administration is established by the articles of incorporation or by decision of the general meeting of shareholders"***;
- Art. II of Law no 111/27.05.2016 on the approval of the Government Emergency Ordinance no 109/2011, as subsequently amended and supplemented on the corporate governance of public enterprises ***"The mandate contracts of the members of the board of administration and of the directors, respectively of the members of the supervisory committee and of the directorate are under the laws in force upon their conclusion if the parties do not agree upon their amendment, according to the current law"***
- Art. 34 line (2) of the Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, providing that ***"The nomination and remuneration committee formulates proposals on the remuneration of directors/members of the Board of Administration and other management positions"***.
- Art. 37, line (1) of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, amended by GEO no. 51/May 29th 2013, providing that ***"The remuneration of the members of the Board of Administration is established by the general meeting of the shareholders"***.
- Art. IX, para. (2) of the Law no.187/2023 amending and supplementing the Government Emergency Ordinance no. 109/2011 on corporate governance of

public enterprises "The mandate contracts of the members of the Board of Administration and the Directors, including the interim administrators and interim directors, and of the members of the Supervisory Board and the Management Board shall remain subject to the law in force at the time of their conclusion, the provisions of Article VII applying accordingly." Art.37, paragraph (2) of the Emergency Ordinance no. 109/2011 on Corporate Governance of Public Undertakings, as amended and supplemented, **"the remuneration of non-executive members of the Board of Administration consists of a monthly fixed allowance and a variable component. The fixed allowance cannot exceed twice the average monthly gross earnings for the last 12 months for the activity carried out according to the main object of activity registered by the company at the class according to the classification of the activities in the national economy communicated by the National Institute of Statistics prior to the appointment [...] ... The amount of variable component of non-executive members may not exceed maximum 12 monthly fixed allowances";**

- Art. 37, line (3) of the Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as amended and supplemented, providing that **"The fixed monthly allowance of the executive members may not exceed 6 times the average of the past 12 months of the average gross monthly earning for the activity carried out in line with the main activity performed by the company, at the class level according to the classification of the activities in the national economy communicated by the National Institute of Statistics previous to the appointment and from a variable component";**
- Art. 37 line (5) of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, introduced by GEO no. 51/May 29th 2013, providing that **"the GMS shall ensure the set-up of the monthly fixed compensation of each member of the Board of Administration, that it is justified as concerns the specific tasks, the tasks within consulting committees, the number of meetings, objectives and performance criteria established in the mandate agreement";**
- Art. 38 line (1) of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, introduced by GEO no. 51/ May 29th 2013, providing that **"The remuneration of directors is established by the Board of Administration and may not exceed the level of the remuneration established for the executive members of the Board of Administration. This is the only form of remuneration of the directors who are also administrators".**
- Art. 38 line (2) of the Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, providing that **"the remuneration (of directors) consists in a fixed monthly compensation and a variable component consisting in a share of company's net profit, a pensions scheme or another form of remuneration based on performance indicators";**
- Art. 39 line (1) of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, providing that **"the remuneration and other benefits offered to administrators shall be recorded in the yearly financial statements and in the yearly report of the nomination and remuneration committee";**

- Art. 39 line (3) of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, **according to which the policy and criteria for remunerating administrators and managers in case of a unitary system are made public on the Internet page of the public enterprise by the care of the Board of Administration;**
- Art.20. point 1 let (d) of the Articles of Incorporation of the company, providing that **the main task of the Board of Administration and the duty to appoint, suspend or revoke the director general of Transgaz and to establish his/her remuneration;**
- Art.142, line (2), let. c) of Companies Law no. 31/1990, with the further amendments and supplementing, provides that the Board of Administration has, in addition to the basic competencies, that cannot be delegated to managers, **the competence to appoint and revoke the managers and to establish their remuneration;**
- Art.143, line (1) corroborated with Art.143 line (4) of Companies Law no. 31/1990 with the further amendments and supplementing and corroborated with Art. 19. point 7 of the updated Articles of Incorporation of the company, providing that the **Board of Administration will delegate the company's management to the Director General of SNTGN Transgaz SA who is not the Chairman of the Board of Administration;**
- Art.143, line (5) of Companies Law no. 31/1990 with the further amendments and supplementing, **the manager of a joint stock company may only be the person to whom the company's management duties have been delegated to according to art. 143, line (1) of the Law no. 31/1990;**
- Art.153¹⁸, line (2) of Companies Law no. 31/1990, with the further amendments and supplementing, providing that **the remuneration of directors in a unitary system is established by the Board of Administration. The articles of incorporation or general meeting of shareholders establishes the general limits of all remunerations granted in this respect;**
- **Remuneration policy and criteria of the Administrators, Director General and Chief Financial Officer of SNTGN "TRANSGAZ" S.A. approved according to art. 13 of the Resolution of the General Meeting of Shareholders no. 3 of 27.04.2021 which can be found at the following link:**
<https://www.transgaz.ro/sites/default/files/users/user359/Politica%20si%20criteriile%20de%20remunerare%20ale%20Administratorilor%20Directorului%20General%20si%20Directorului%20Economic%20ai%20SNTGN%20Transgaz%20SA.pdf>
- **The Sustainability Report is available at the following address:**
https://www.transgaz.ro/sites/default/files/Downloads/Raport%20sustenabilitate%202023_SNTGN%20Transgaz%20SA.pdf

II. Compared statement of the remuneration, company performance and average annual remuneration of employees for the period 2020-2024

The strategic objectives set at the company level are aimed at increasing the company's performance, making the company's activity more efficient, redefining its strategy in accordance with the requirements of modern performance and competitiveness standards and transforming TRANSGAZ into a company with international recognition, a leader on the energy market in the region, making the most of all existing and future opportunities, in order for Romania to become an important energy corridor in the field of natural gas to Europe.

And because performance matters on the road to excellence, TRANSGAZ' Board of Administration took into account, when setting performance criteria and objectives, SMART performance indicators that measure the activity, profitability and productivity, the effectiveness of the proposed quantitative and qualitative objectives and express the strategic direction of the company's development.

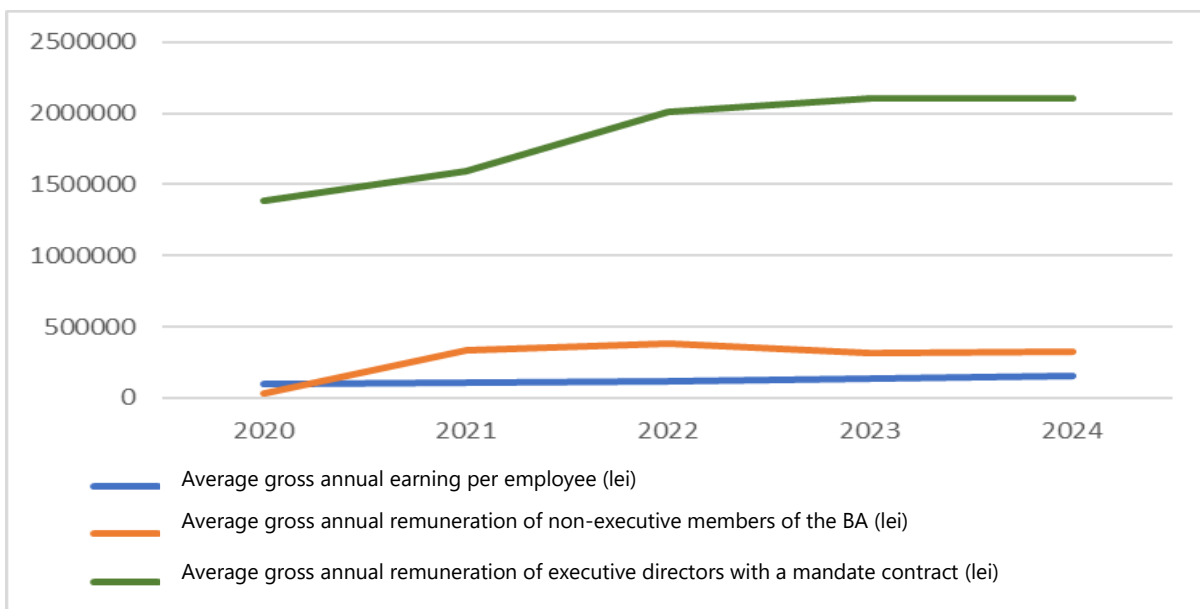
In accordance with Article 107(1). 2, letter b, of Law 24/2017 on issuers of financial instruments and market operations, republished, the Remuneration Report presents the evolution of the remuneration of managers in relation to the evolution of the company's performance and the evolution of the average salary of employees (non-managers).

Situation of the company's main performance indicators over the last 5 financial years:

Indicator	DEGREE OF ACHIEVEMENT				
	2020	2021	2022	2023	2024
Maintaining the level of Operating Expenses excluding depreciation, balancing, construction activity and provisions at the level undertaken in the Management Plan	129%	143%	121%	126%	109%
Achievement of the EBITDA target undertaken in the Management Plan	119%	122%	165%	148%	140%

The comparative situation at TRANSGAZ' level of the annual evolution of the remuneration of the non-executive and executive members of the Board of Administration, of the Director General, of the Chief Financial Officer, as well as the average annual gross earnings per employee during the last 5 financial years, is presented in the table and graph below:

	2020	2021	2022	2023	2024
Average gross annual earnings per employee (lei)	99.886	106.668	116.594	135.011	151.573
Average gross annual remuneration of non-executive members of the BA (lei)	299.520	330.863	385.553	318.132	326.524
Average gross annual remuneration of executive directors with a mandate contract (lei)	1.387.924	1.590.172	2.007.130	2.110.760	2.105.417



III. The structure of the remuneration of TRANSGAZ' administrators, Director General and Chief Financial Officer

Based on the legal documents listed above and on the mandate contracts concluded the following amounts of the remuneration have been established:

1. Fixed remuneration

1.1. Executive and non-executive administrators

The monthly gross fixed remuneration for each non-executive member of the Board of Administration is twice the average of the average monthly earnings for the last 12 months of the activity carried out according to the main activity performed by the company at the class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, recalculated to be reconciled with the new mandatory social contributions due under Law no. 227/2015 and was approved by the Resolution no 2 of the Ordinary General Meeting of Shareholders of 22.04.2021.

Article 2 of the Resolution of the Ordinary General Meeting of Shareholders no. 2 of 22.04.2021 approved the renewal of the mandate of the following administrators for the period 30.04.2021-29.04.2025:

- Mr. Ion Sterian
- Mr. Petru Ion Văduva
- Mr. Nicolae Minea.

Article 2.2 of Resolution no. 4 / 16.05.2024 of the Ordinary General Meeting of Shareholders approved the appointment of Ms. Ilinca Von Derenthall as a member of the Board of Administration of SNTGN TRANSGAZ S.A. as of 17.05.2024 until 29.04.2025, as a result of the completion of the selection procedure.

1.2 Interim non-executive administrators

Status of interim non-executive administrators' mandates for the year 2024:

No	Name and surname	Period 1	Period 2	Period 3
1	Adina Lăcrimioara Hanza	17.10.2023-16.05.2024	17.05.2024 – 16.12.2024	17.12.2024 – 17.05.2025
2	Ilinca Von Derenthall	17.10.2023-16.05.2024		

In accordance with art. 2, point 2.1 and 2.2. of the Resolution of the Ordinary General Meeting of Shareholders no. 9 of 11.10.2023, Ms. Ilinca VON DERENTHALL and Ms. Adina-Lăcrimioara Hanza were appointed as interim administrators of the Board of Administration for a period of 5 months, with the possibility of extension, once, for another 2 months, for good reasons, as of 17.10.2023 until 16.05.2024.

According to art. 4, of the Resolution of the Ordinary General Meeting of Shareholders No. 4 of 16.05.2024 Ms. Adina-Lăcrimioara Hanza was appointed as interim administrator of the Board of Administration for a period of 5 months, with the possibility of extension, once, for another 2 months, for justified reasons, as of 17.05.2024 until 16.12.2024.

According to art. 2.1, of the Resolution of the Ordinary General Meeting of Shareholders no. 10 of 16.12.2024 Ms. Adina-Lăcrimioara Hanza was appointed as interim administrator of the Board of Administration for a period of 5 months, with the possibility of extension, once, for another 2 months, for justified reasons, as of 17.12.2024 until 16.05.2025.

For the year 2024, the gross fixed monthly remuneration for each non-executive member of the Board of Administration has been established in accordance with the legislative framework in force and amounts to lei 17,674 gross per month.

1.3 Director General

For the year 2024, the fixed monthly remuneration for the Director General (Executive Administrator) is 54,276 lei gross per month and was approved by Article 1 of the Resolution of the Board of Administration No 22 of 27.07.2021.

1.4 Chief Financial Officer

For the year 2024, the fixed monthly remuneration for the Chief Financial Officer is 45,230 lei gross per month and was approved by Article 1 of the Resolution of the Board of Administration No 22 of 27.07.2021.

The fixed remuneration of the Director General and the Chief Financial Officer shall be paid on the last working day of the month for which it is due, and the fixed remuneration of the non-executive members of the Board of Administration shall be paid on the date of payment of salary entitlements to employees.

For the year 2024, based on the mandate contracts, the remunerations for the non-executive and executive members of TRANSGAZ' Board of Administration and for the Chief Financial Officer are as follows:

Fixed remuneration (net amounts including travel expenses related to the mandate contract):

➤ 01.01.2024 -31.12.2024

Non-executive members:	Nicolae Minea :135.750 lei
	Petru Văduva: 124.068 lei
	Adina Lăcrămioara Hanza: 125.502 lei

Ilinca Von Derenthall: 200.915 lei (the net fixed remuneration is taxed in Austria, the country of tax residence, with 25,3% Social Insurance Contribution-CAS and Social Health Insurance Contribution-CASS)

➤ **01.01.2024 - 31.12.2024**

Executive Member (Director General): Ion Sterian – 409.987 lei
Chief Financial Officer: Marius Lupean – 336.504 lei.

Rest leave days (net values):

➤ **01.01.2024 - 31.12.2024**

Chief Financial Officer: Marius Lupean – 43.669 lei.

Mr. Marius Lupean was appointed as Administrator of Eurotransgaz Republic of Moldova on the basis of the Resolution of the Board of Administration of Transgaz no.19/2023. The fixed remuneration for the year 2024 received by Mr. Marius Lupean on the basis of the individual employment contract at Eurotransgaz Republic of Moldova was MDL 187.456,69 gross, respectively MDL 150.115,32 net, equivalent to net Lei 38.669,71 (exchange rate valid on 31.12.2024 - 0,2576 MDL (lei))

2. Variable remuneration

2.1 Non-executive administrators

For the year 2024, the maximum amount of the variable component for each non-executive member of the Board of Administration is 12 fixed monthly allowances, as approved by OGMS Resolution No 1 of 20 January 2022.

2.2 Director General and Chief Financial Officer

For the year 2024, according to OGMS Resolution no. 1 of 20 January 2022, art. 3, the general limits of the variable component of the remuneration of the directors of SNTGN TRANSGAZ S.A. were approved, as follows:

- Director General - variable component within the limit of the amount of euro 495,000 gross/year;
- Chief Financial Officer - variable component within the limit of the amount of euro 80,000 gross/year.

The payment of the variable component is made annually, after approval by the General Meeting of Shareholders of the annual financial statements prepared in accordance with IFRS and after the GMS takes note of the annual report of the Nomination and Remuneration Advisory Committee, endorsed by the Board of Administration.

Annual variable remuneration due = Amount of variable remuneration set by the addendum to the mandate contract x total degree of fulfilment of key performance indicators (KPIs)

The total degree of fulfilment of key performance indicators (TF_{KPI}) is the weighted average of the degree of fulfilment of each KPI (FD_{KPI}).

$$TF_{KPI} = \sum(FD_{KPI} * \text{weighting factor})$$

The degree of fulfilment of each KPI (FD_{KPI}) can be more than 100% and less than 0% but in the calculation of the total degree of fulfilment of the KPI (FD_{KPI}) will be taken into account as follows:

- $FD_{KPI} > 100\%$ means $FD_{KPI}=100\%$
- $FD_{KPI} < 0\%$ means $FD_{KPI}=0\%$

The variable component of the remuneration due to members of the Board of Administration will be directly proportional to FD_{KPI} for the corresponding financial year.

Also, in the event that:

- $TF_{KPI} \geq 80\%$, the variable component of the remuneration is paid according to the presented calculation method.
- $TF_{KPI} \geq 50\%$ and $TF_{KPI} < 80\%$, the variable component of the remuneration is not paid;
- $TF_{KPI} < 50\%$, the administrators may be revoked.

The KPIs are evaluated annually based on the annual audited financial statements and on the other verification instruments.

IV. The calculation of the variable component of the remuneration of Transgaz' Administrators, Director General and Chief Financial Officer for 2024

The calculation of the variable component for the year 2024 of the remuneration of the non-executive members of Transgaz' Board of Administration, Director General and Chief Financial Officer is:

- **Non-executive members of the Board of Administration**

Considering the provisions of Art.37, paragraph (2) of the Emergency Ordinance no. 109/2011 on Corporate Governance of Public Undertakings, as amended and supplemented, **"the remuneration of non-executive members of the Board of Administration consists of a monthly fixed allowance and a variable component. [...] The amount of variable component of non-executive members may not exceed maximum 12 monthly fixed allowances"**,

$(212.088 \text{ lei} \times 1 \times 366 \text{ days}/366 \text{ days}) = 212.088 \text{ lei gross} - \text{contributions} = 124.071 \text{ lei net}$

No.	Fixed gross monthly remuneration lei	Gross annual variable remuneration lei	Contributions 35% lei	Tax 10% lei	Annual net variable remuneration lei
1	17.674	212.088 (17.674 x12)	74.231	13.786	124.071

- Ms. Ilinca Von Derenthal for the period **17.05.2024 – 31.12.2024**:

No.	Fixed gross monthly remuneration lei	Gross annual variable remuneration lei	Contributions 35% lei*	Tax 10% lei	Annual net variable remuneration lei
1	17.674	$212.088 \times 229 \div 366 = 132.700$	0	13.270	119.430

* the net fixed remuneration is taxed in Austria, the country of tax residence, with 25,3% Social Insurance Contribution-CAS and Social Health Insurance Contribution-CASS

- **Interim non-executive members of the Board of Administration** did not benefit from the variable component of the remuneration during their mandate.
- **Director General**

Considering the provisions of the Mandate Contract and of Addendum no 1 the value of the variable component of the remuneration of the Director General is the result of the following calculation:

$(495.000 \text{ Eur} \times 1 \times 4.9741 \text{ eur} \times 366 \text{ days} / 366 \text{ days}) = 2.462.180 \text{ lei gross} - \text{contributions} = 1.440.375 \text{ lei net}$

No	Gross annual variable remuneration euro	Gross annual variable remuneration lei	Contributions 35% lei	Tax 10% lei	Annual net variable remuneration lei
1	495.000	2.462.180	861.763	160.042	1.440.375

- **Chief Financial Officer**

Considering the provisions of the Mandate Contract and of Addendum no 1 the value of the variable component of the remuneration of the Chief financial officer is the result of the following calculation:

$(80.000 \text{ Eur} \times 1 \times 4.9741 \text{ eur} \times 366 \text{ days} / 366 \text{ days}) = 397.928 \text{ lei lei gross} - \text{contributions} = 232.788 \text{ lei net}$

*) **exchange rate** of the Romanian National Bank lei/EUR valid on 31 December 2023 is **lei 4,9741**.

No.	Gross annual variable remuneration euro	Gross annual variable remuneration lei	Contributions 35% lei	Tax 10% lei	Annual net variable remuneration lei
1	80.000	397.928	139.275	25.865	232.788

The key financial performance indicators underlying the granting of the variable component of the allowance, were achieved 100% according to the table below:

Indicator	PA 2023	Achieved 2024	Fulfilment degree	
	01.01-31.12.2024		value	%
Outstanding payments - thousand lei	0	0	0	100%
Operating expenses (less depreciation, balancing, construction activity and provisions for impairment of assets and for risks and charges) - thousand lei	1.486.728	1.366.591	-120.137	108,79%
General liquidity ratio	1,00	1,31	0,31	130,84%
Net debt ratio	5,50	3,19	-2,31	172,20%
EBITDA - thousand lei	579.907	811.474	231.567	139,93%

Fulfilment of the key financial performance indicators:

1. **Outstanding payment Indicator** was undertaken in the Management Plan at 0 (zero) value and it was achieved 100%.
2. **The performance indicators "Operating expenses (without depreciation, balancing, construction activity and the provisions for the impairment of current assets and for risks and expenses)"**

The indicator "Operating Expenses (less depreciation, balancing, construction activity and provisions for depreciation of current assets and for risks and expenses)", in the Management Plan was undertaken at the level of lei 1.486.728 thousand for the year 2024.

According to the audited financial statements related to 2024, the total Operating Expenses (less depreciation, balancing, construction activity and provisions for depreciation of current assets

and for risks and expenses) was lei 1.366.591 thousand, representing a level of achievement of the undertaken level of 108,79%.

In 2024, savings in operating expenses are significant and suggest the sustained effort of the administrators to maintain a high degree of profitability.

3. General liquidity ratio was undertaken in the Management Plan for 2024 in the amount of 1 and was achieved 1.31. This indicator indicates the capacity of the company to pay the short-term debts using the high liquidity degree assets from the balance.

4. Net leverage rate indicator was undertaken in the Management Plan for 2024 in the amount of 5.5 and was achieved 3.19.

In the context of the implementation of one of the largest and most important programs for the development of the gas transmission infrastructure the company's leverage capacity is maintained within the limits so as not to affect the financial balance of the company.

5. The "EBITDA" performance indicator was fulfilled 139,93%, an amount of lei 811.474 thousand was actually achieved compared to 579.907 thousand lei assumed under the Management Plan for 2024.

The fulfilment of this indicator signifies the assurance of an internal financing source for the strategic investment projects.

Achievement degree of the key non-financial performance indicators:

The non-financial key performance indicators achieved for 01.01.2024-31.12.2024:

Key performance indicators for the calculation of the variable component of remuneration	NON-EXECUTIVE BA Members	EXECUTIVE BA Member	Chief Financial Officer
		Director General	
D1 – Financial KPI	20%	50%	50%
D1.1 Outstanding payments	0%	10%	10%
D1.2 Operating expenses	6%	10%	10%
D.1.3 Overall liquidity ratio	7%	10%	10%
D.1.4 Net debt ratio	7%	10%	10%
D.1.5 EBITDA	0%	10%	10%
D2 – Non-financial KPI	80%	50%	50%
D.2.1 Operational	20%	25%	25%
D.2.1.1 Investments	10%	10%	10%
D.2.1.2 Increasing energy efficiency	2%	5%	5%
D.2.1.3 Customer satisfaction	5%	5%	5%
D.2.1.4 International Cooperation	3%	5%	5%
D.2.2 Oriented towards public services	10%	15%	15%
D.2.2.1 Gas transmission standard	10%	15%	15%
D2.3 Corporate governance	50%	10%	10%
D.2.3.1 SCIM	20%	2%	2%
D.2.3.2 Risk management	10%	1%	1%
D.2.3.3 Timely reporting of indicators	10%	5%	5%
D.2.3.4 Implementation of the National anticorruption strategy	10%	2%	2%
TOTAL	100%	100%	100%

Considering that the key non-financial performance indicators were achieved 100% during the period **01.01.2024 – 31.12.2024**, the variable component for each member of the Board of Administration, Director General and Chief Financial Officer will have the maximum approved value.

The members of the Board of Administration, the Director General and the Chief Financial Officer are insured against professional liability in respect of their professional activity and the insurance premium will be paid by the company for each of them within the limits set by the General Meeting of Shareholders.

CONCLUSIONS:

Following the assurance of an effective management and of an efficient coordination of the activity performed in 2024 the financial and non-financial key performance indicators were fulfilled 100% and the variable component for each member of the Board of Administration, the Director General and the Chief Financial Officer will have the maximum approved amount.

In line with the complete fulfilment of the key performance indicators the variable component for 2024 due to the non-executive members of the Board of Administration to the Director General and to the Chief Financial Officer according to the mandate contract is in the total net amount of lei **2.040.735** distributed as follows:

- Executive member (Director General) **Mr. Ion Sterian** – lei 1.440.375;
- Chief financial officer **Mr. Marius Lupean**: lei 232.788;
- Non-executive members:
 - **Mr. Petru Văduva** – lei 124,071;
 - **Mr. Nicolae Minea** – lei 124,071;
 - **Ms. Ilinca Von Derenthal** – lei 119.430;

We would like to mention that the remunerations included in this report are the only forms of remuneration of the non-executive/executive members of the Board of Administration and of the Chief Financial Officer that no member benefits from other bonuses, benefits in kind or additional or anticipated pension schemes.

The mandate contract concluded with each member of the Board of Administration is valid as of the renewal/appointment in the position date, namely from the date of the Resolution of the Ordinary General Meeting of the Shareholders by which the administrators were elected.

The mandate contract concluded with the Director General and the Chief Financial Officer shall be valid for a period of 4 years from the date of renewal/appointment, i.e. the date of the Resolution of the Board of Administration by which they were elected.

Chairman of the Board of Administration

PETRU ION VĂDUVA