

CURRENT REPORT

According to Law no. 24/2017 on issuers of financial instruments and market operations

Date of report: **29 April 2025**

Name of issuing entity: **SNTGN TRANSGAZ SA**

Headquarters: **Mediaș, 1 Constantin I. Motaș Square, Sibiu County**

Telephone/fax number: **0269803333/0269839029**

Tax identification code: **RO 13068733**

Trade Register number: **J32/301/2000**

Subscribed and paid-up capital: **1.883.815.040 RON**

Regulated market on which issued securities are traded: **Bucharest Stock Exchange.**

REPORTED EVENTS:

According to the laws on reporting to the capital market institutions SNTGN TRANSGAZ SA notifies all shareholders and investors that the Ordinary General Meeting of the Company's Shareholders was held on 29 April 2025 as convened, according to Art. 117 of Law 31/1990 on trading companies, republished as further amended and supplemented, and of Art. 16 of the updated Articles of Incorporation.

We hereby enclose:

- Resolution No. 6/29.04.2025 of the Ordinary General Meeting of the Shareholders of SNTGN Transgaz SA.

RESOLUTION NO. 6 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., of 29 April 2025

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: Lei 1,883,815,040, divided into 188,381,504 shares, each having a nominal value of Lei 10, convened under Art. 119 paragraph(1) 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 29 April 2025, at the first convening, in which shareholders representing 83.7473% of the share capital and 83.7473% 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 157764368 votes *For*, representing 100% of the total number of expressed votes, **approves** 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 for the financial year 2024, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP No. 2844/2016.

Art.2. With 157764368 votes *For*, representing 100% of the total number of expressed votes, **approves** 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 2024, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP No. 2844/2016.

Art.3. With 157431568 votes *For*, representing 100% of the total number of expressed votes, **approves** the consolidated annual Report of the Administrators of SNTGN TRANSGAZ SA on the activity carried out in 2024 and the Consolidated Sustainability Report for 2024 (Annex 1 to the Consolidated Report of the Administrators). A total of 1 shareholder, having 332800 votes, adopted the `Abstention` position on this item.

Art.4. With 157370094 votes *For*, representing 100% of the total number of expressed votes, **takes note** of the Financial Audit Report on the individual annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2024. A total of 5 shareholders, having 394274 votes, adopted the `Abstention` position on this item.

Art.5. With 157370094 votes *For*, representing 100% of the total number of expressed votes, **takes note** of the Financial Audit Report on the consolidated annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2024. A total of 5 shareholders, having 394274 votes, adopted the `Abstention` position on this item.

Art.6. With 157764368 votes *For*, representing 100% of the total number of expressed votes, **approves** the gross dividend per share in the amount of Lei 1.08/share for financial year 2024.

Art.7. With 157764368 votes *For*, representing 100% of the total number of expressed votes, **approves** the proposal for the distribution of the net profit for the financial year 2024:

1. the distribution of the net profit as follows:

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|--|--------------------|
| - legal reserves | Lei 22,905,250.52 |
| - 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 | Lei 30,520,848.10 |
| - covering accounting loss from the previous years | Lei 134,700,633.65 |

- dividends due to shareholders Lei 203,452,024.32
- profit for the establishment of own financing sources Lei 451,193.41

2. Employees' participation in profit sharing according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, amounting to Lei 20,390,321.77.

Art.8. With 135625166 votes *For*, representing 86.029210% of the total number of expressed votes and with 22024962 votes *Against*, representing 13.970790% of the total number of expressed votes, **approves** the Remuneration Report for 2024, subject to a consultative vote of the shareholders, in accordance with the provisions of Article 107, (6) of Law 24/2017 on issuers of financial instruments and market operations, as amended and supplemented. A total of 1 shareholders, having 114240 votes, adopted the 'Abstention' position on this item.

Art.9. With 157764368 votes *For*, representing 100% of the total number of expressed votes, **approves** the discharge of the administrators of SNTGN Transgaz SA for the activity carried out in 2024.

Art.10. With 139895967 votes *For*, representing 88.738250% of the total number of expressed votes and with 17754161 votes *Against*, representing 11.261750% of the total number of expressed votes, **approves** 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 1 shareholder, having 114240 votes, adopted the 'Abstention' position on this item.

Art.11. With 157764368 votes *For*, representing 100 % of the total number of expressed votes, **approves** the following:

1. the prescription of the dividends for the financial year 2021 not claimed by the prescription date, i.e. 29.07.2025;
2. the recording of the value representing dividends for financial year 2021 not claimed until the prescription date of 29.07.2025 in the Company's revenue account.

Art.12. With 155742430 votes *For*, representing 100 % of the total number of expressed votes, **acknowledges** the termination of the term of office of the administrators of S.N.T.G.N. Transgaz S.A., Mr Ion STERIAN, Mr Petru Ion VĂDUVA, Mr Nicolae MINEA, Ms Ilinca VON DERENTHALL and the interim administrator, Ms Adina Lăcrimioara HANZA, as of 30.04.2025, in accordance with the law. A total of 6 shareholders, having 2021938 votes, adopted the 'Abstention' position on this item.

Art.13. 13.1 With 152285563 votes *For*, representing 100 % of the total number of expressed votes, **approves** the appointment of Mr Ion Sterian as a member of the al Board of Administration of S.N.T.G.N. Transgaz S.A. for a term of office of 4 years from **30.04.2025 until 29.04.2029**, following the completion of the selection procedure. A total of 4 shareholders, having 5478805 votes, adopted the 'Abstention' position on this item.

13.2 With 152285563 votes *For*, representing 100% of the total number of expressed votes, **approves** the appointment of Ms Ilinca Ms Von Derenthall as a member of the al Board of Administration of S.N.T.G.N. Transgaz S.A. for a term of office of 4 years from **30.04.2025 until 29.04.2029**, following the completion of the selection procedure. A

total of 4 shareholders, having 5478805 votes, adopted the `Abstention` position on this item.

13.3 With 139286955 votes *For*, representing 97.403350%% of the total number of expressed votes and with 3713216 votes *Against*, representing 2.596650% of the total number of expressed votes, **approves** the appointment of Ms Adina-Lăcrimioara Hanza as a member of the al Board of Administration of S.N.T.G.N. Transgaz S.A. for a term of office of 4 years from **30.04.2025 until 29.04.2029**, following the completion of the selection procedure. A total of 7 shareholders, having 14764197 votes, adopted the `Abstention` position on this item.

13.4 With 128348575 votes *For*, representing 90.228920% of the total number of expressed votes and with 13899136 votes *Against*, representing 9.771080% of the total number of expressed votes, **approves** the appointment of Mr Costin Mihalache as a member of the al Board of Administration of S.N.T.G.N. Transgaz S.A. for a term of office of 4 years from **30.04.2025 until 29.04.2029**, following the completion of the selection procedure. A total of 9 shareholders, having 15516657 votes, adopted the `Abstention` position on this item.

13.5 With 128348575 votes *For*, representing 90.228920% of the total number of expressed votes and with 13899136 votes *Against*, representing 9.771080% of the total number of expressed votes, **approves** the appointment of Mr Nicolae Minea as a member of the al Board of Administration of S.N.T.G.N. Transgaz S.A. for a term of office of 4 years from **30.04.2025 until 29.04.2029**, following the completion of the selection procedure. A total of 9 shareholders, having 15516657 votes, adopted the `Abstention` position on this item.

Art.14. With 154861018 votes *For*, representing 98.230820% of the total number of expressed votes and with 2789110 votes *Against*, representing 1.769180% of the total number of expressed votes, **approves** the provisional establishment, until the date of approval of the remuneration under the conditions set out in Article 37 (1) of GEO No. 109/2011, a remuneration of the administrators appointed by this resolution, consisting of a fixed allowance in the amount approved by the OGMS Resolution No. 2/22.04.2021, namely Lei 17,674 gross monthly. A total of 1 shareholder, having 114240 votes, adopted the `Abstention` position on this item.

Art.15. With 155471104 votes *For*, representing 99.786400% of the total number of expressed votes and with 332800 votes *Against*, representing 0.213600% of the total number of expressed votes, **approves** the form of the mandate contract to be concluded with the members of the Board of Administration of S.N.T.G.N. Transgaz S.A. and empowers Ms Emilia Toader, as representative of the majority shareholder, the General Secretariat of the Government, to sign on behalf of the Company the mandate contracts with the persons appointed as members of the Board of Administration. A total of 2 shareholders, having 1960464 votes, adopted the `Abstention` position on this item.

Art.16. With 157764368 votes *For*, representing 100% of the total number of expressed votes sets the date of **25.06.2025** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

Art.17. With 157764368 votes *For*, representing 100% of the total number of expressed votes, sets the date of **24.06.2025** as an ex-date, in accordance with the legal provisions in force.

Art.18. With 157764368 votes *For*, representing 100% of the total number of expressed votes, sets the date of **16.07.2025** as the dividend payment date.

Art.19. With 157764368 votes *For*, representing 100% of the total number of expressed votes, empowers Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternates, Mr Nicolae Minea, Administrator, Ms Ilinca Von Derenthall, Administrator, Ms Adina-Lăcrimioara Hanza, interim Administrator or any other administrator of SNTGN Transgaz SA appointed by the Ordinary General Meeting of Shareholders 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.

Chairman of the Board of Administration
Petru Ion Văduva