

CURRENT REPORT

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

Date of report: **09 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 and Extraordinary General Meetings of the Company's Shareholders were held on 09 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. 4/09.04.2025 of the Ordinary General Meeting of the Shareholders of SNTGN Transgaz SA.
- Resolution No. 5/09.04.2025 of the Extraordinary General Meeting of the Shareholders of SNTGN Transgaz SA.

RESOLUTION NO. 4 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., as of 09 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: 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 9 April 2025, at the first convening, in which shareholders representing 84.4641% of the share capital and 84.4641% 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 158667706 votes *For*, representing 100% of the total number of expressed votes, **approves** the Transgaz' Revenue and Expense Budget for 2025 and the forecasts for 2026-2027. A total of 6 shareholders, having 447040 votes, adopted the `Abstention` position on this item.

Art.2. With 140527593 votes *For*, representing 88.567230% of the total number of expressed votes and with 18140113 votes *Against*, representing 11.432770% of the total number of expressed votes, **approves** the new values of some financial performance indicators included in the updated Transgaz Management Plan 2021 – 2025. A total of 2 shareholders, having 447040 votes, adopted the `Abstention` position on this item.

Art.3. With 140527593 votes *For*, representing 88.567230% of the total number of expressed votes and with 18140113 votes *Against*, representing 11.432770% of the total number of expressed votes, **approves** the addendum to the contract of mandate signed with the non-executive members of the Transgaz Board of Administration, including the revised financial performance indicators, and empowers Ms Emilia TOADER as representative of the majority shareholder, the General Secretariat of the Government to sign the addenda to the contracts of mandate of the non-executive members of the Transgaz Board of Administration on behalf of the Company. A total of 2 shareholders, having 447040 votes, adopted the `Abstention` position on this item.

Art.4. With 159114746 votes *For*, representing 100% of the total number of expressed votes sets the date of **5 May 2025** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.5. With 159114746 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 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**

RESOLUTION No. 5 of the Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., as of 09 April 2025

The Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaş 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. 119 para. (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 9 April 2025, at the first convening, in which shareholders representing 84.4641% of the share capital and 84.4641% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaş Square, Sibiu County, the following:

RESOLUTION

Art.1. With 153924685 votes *For*, representing 100% of the total number of expressed votes, **approves** the acquisition of a 51% stake in the share capital of Petrostar S.A. at a maximum price of lei 4.520.143. The subscription is conditional upon obtaining a 51% stake in the share capital of Petrostar S.A. through either of the two options:

- a) The full subscription by SNTGN Transgaz S.A. of the shares issued by Petrostar in order to increase the share capital by lei 4.520.143, respectively from the current value of lei 4.342.867 to lei 8.863.010, by issuing a number of 57.217 new registered shares, each with a nominal value of 79 lei/share, the total number of shares of the company being a maximum of 112.190 shares; or
- b) The subscription by SNTGN Transgaz S.A. of the shares remaining unsubscribed and/or unpaid after the completion of the stage in which the newly issued shares are offered to the existing shareholders on the basis of the pre-emptive right and the acquisition from the existing shareholders of Petrostar S.A. at a price of 79 lei/share, of a number of shares necessary to hold a 51% stake in the share capital of Petrostar S.A. The acquisition of shares from the existing shareholders of Petrostar will be carried out after the expiry of the period for the exercise of the preferential right of the existing shareholders of Petrostar S.A. and after the expiry of the pre-emptive right conferred on shareholders by the bylaws with regard to the acquisition of any shares that another shareholder wishes to sell, on the basis of authenticated contracts for the transfer of shares subject to Transgaz obtaining a 51% stake in the share capital of Petrostar S.A.

Mandating the Director General or his/her legal alternate and the Chief Financial Officer to complete all the formalities necessary for the subscription, including the signing of the subscription application, and to negotiate and sign, where appropriate, the authenticated contract(s) of transfer of shares.

A total of 6 shareholders, having 5190061 votes, adopted the `Abstention` position on this item.

Art.2. With 159114746 votes *For*, representing 100% of the total number of expressed votes, sets the date of **5 May 2025** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the legal provisions in force.

Art.3. With 159114746 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, to sign the Resolution of the Extraordinary 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 Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

Chairman of the Board of Administration
Petru Ion Văduva