

RESOLUTION NO. 3

of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias, of 27 April 2021

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 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: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as amended, of Law 24/2017 on the issuers of financial instruments and market operations, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, within the meeting held on 27 April 2021, at the first convening, in which shareholders representing 70.9049% of the share capital and 70.9049% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, approves the annual financial statements (statement of financial standing, 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 2020, prepared in accordance with International Financial Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.

Art.2. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, approves the consolidated annual financial statements (statement of financial standing, 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 2020, prepared in accordance with International Financial Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.

Art.3. With 8342747 votes *For*, representing 99.934240% of the total number of expressed votes, with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, and with 5446 votes *Invalidated*, representing 0.065240% of the total

number of expressed votes, acknowledges the consolidated annual report of the administrators of SNTGN TRANSGAZ SA regarding the activity carried out in 2020.

Art.4. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes, with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, approves the gross dividend per share in the amount of 8.14 lei/share, related to the financial year 2020.

Art.5. With 8342747 votes *For*, representing 99.934240% of the total number of expressed votes, with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, and with 5446 votes *Invalidated*, representing 0.065240% of the total number of expressed votes, acknowledges the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA as at 31 December 2020.

Art.6. With 8342747 votes *For*, representing 99.934240% of the total number of expressed votes, with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, and with 5446 votes *Invalidated*, representing 0.065240% of the total number of expressed votes acknowledges the Financial Audit Report on the consolidated annual financial statements ended by SNTGN TRANSGAZ SA as at 31 December 2020.

Art.7. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the distribution of the net profit of the financial year 2020, as follows:

1. the distribution of the net profit as follows:

- dividends due to the shareholders	lei 95.839.090,16
- profit for the establishment of own financing sources	lei 79.161.673,84
2. employee participation to profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, amounting to lei 16.612.000.

Art.8. With 8342747 votes *For*, representing 99.934240% of the total number of expressed votes, with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, and with 5446 votes *Invalidated*, representing 0.065240% of the total number of expressed votes acknowledges the Report of the Advisory Nomination and Remuneration Committee regarding the evaluation of the performances of the administrative and executive management of SNTGN TRANSGAZ SA for the activity carried out in 2020.

Art.9. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the discharge from administration of the administrators for the activity carried out in 2020.

Art.10. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the evaluation of the fulfilment of the key financial

and non-financial performance indicators that constitute an annex to the mandate contracts of the non-executive administrators, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public companies, as subsequently amended and supplemented.

Art.11. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the following:

1. the prescription of the dividends related to the financial year 2017 and not claimed until the prescription date, respectively 16.07.2021;
2. the registration in the company's income account of the value representing the dividends related to the financial year 2017 not claimed until the prescription date, respectively 16.07.2021

Art.12. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the following:

1. the prescription of the dividends not claimed, distributed/redistributed from the amounts registered in the "retained earnings" and/or "other reserves" accounts, approved by the OGMS Decision no. 7 of 03.12.2018 and not claimed until the date until the date of prescription, respectively 28.12.2021 as well as the undistributed difference in the amount of 50,303.84 lei;
2. the registration in the company's income account of the value representing distributed/redistributed dividends from the amounts registered in the "retained earnings" and/or "other reserves" accounts, approved by the OGMS Decision no. 7 of 03.12.2018 and not claimed until the date of prescription, respectively 28.12.2021 and the undistributed difference in the amount of 50,303.84 lei.

Art.13. With 7323982 votes *For*, representing 87.730880% of the total number of expressed votes, with 1024211 votes *Against*, representing 12.268590% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the Policy and Criteria of the Remuneration of the Administrators, Director General and Chief Financial Officer of SNTGN „TRANSGAZ" S.A.

Art.14. With 8161901 votes *For*, representing 97.767960% of the total number of expressed votes, with 186292 votes *Against*, representing 2.231510% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the revision of some key performance, financial indicators included in the Management Plan of SNTGN Transgaz SA for the period 2017-2021.

Art.15. With 8161901 votes *For*, representing 97.767960% of the total number of expressed votes, with 186292 votes *Against*, representing 2.231510% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the addendum to the mandate contract

signed with the non-executive members of the Board of Administration of SNTGN Transgaz SA and the empowerment of the representative of the General Secretariat of the Government in the GMS, in the person of Mr Tiberiu-Horațiu Gorun to sign on behalf of the company the amendments to the mandate contracts including the amendments approved at point 14 on the agenda of this meeting.

Art.16. With 8260001 votes *For*, representing 98.943060% of the total number of expressed votes, with 88192 votes *Against*, representing 1.056410% of the total number of expressed votes, and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes approves the revenue and expense budget of SNTGN „Transgaz” SA for the year 2021 and of the estimates for the years 2022-2023.

Art.17. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes sets the date of **25 June 2021** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

Art.18. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes sets the date of **24 June 2021** as ex-date, according to the legal provisions in force.

Art.19. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes sets the date of **16 July 2021** as the date of payment of dividends.

Art.20. With 8348193 votes *For*, representing 99.999470% of the total number of expressed votes and with 44 votes *Abstention*, representing 0.000530% of the total number of expressed votes, empowers Mr Lăpușan Remus Gabriel, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, 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
Remus Gabriel Lăpușan**