

DRAFT RESOLUTION

RESOLUTION NO. 1
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Medias,
as of 20 January 2022

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 further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, republished, as further amended and supplemented, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, as further amended and supplemented, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 20/21 January 2022, at the first/second convening, in which shareholders representing ___% of the share capital and ___% 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 ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the annual variable component of the remuneration of the Board of Administration non-executive members, amounting to maximum 12 fixed monthly allowances.

Art.2. With ___ votes *For*, representing ___% of the total number of expressed votes, with ___ votes *Against*, representing ___% of the total number of expressed votes, and with ___ votes *Abstention*, representing ___% of the total number of expressed votes, approves/does not approve the form of the addendum to the mandate contract concluded with the non-executive administrators of SNTGN Transgaz SA, which contains the variable component of the remuneration and includes an annex with the financial and non-financial performance indicators, and empowers Mr/Ms _____, as the representative of the General Secretariat of the Government to sign on behalf of the company the addenda to the mandate contracts of the non-executive administrators of SNTGN Transgaz SA.

Art.3. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the general limits of the variable component of the remuneration of the Director - General and of the Chief Financial Officer of SNTGN Transgaz SA.

Art.4. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the following:

- a. the establishing of the maximum limit of the annual insurance premium for the members of the Board of Administration of SNTGN Transgaz SA at the amount of Eur 50.000/year;
- b. the establishing of the minimum value of the insured amount related to the professional liability insurance for the members of the Board of Administration of SNTGN Transgaz SA at the amount of Eur 30.000.000/year per event and in total.

Art.5. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, sets the date of **9 February 2022** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.6. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, empowers Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea or Mr Csaba Orosz, 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
Petru Ion Văduva