

## DRAFT RESOLUTION

### **RESOLUTION NO. 10** **of the Ordinary General Meeting of the Shareholders** **of the National Gas Transmission Company TRANSGAZ S.A.,** **of 16/17 December 2024**

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: 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 16/17 December 2024, at the first convening/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 and with \_\_\_\_votes *Against*, representing \_\_\_\_% of the total number of expressed votes, **acknowledges /does not acknowledge** the termination of the mandate of the provisional administrator of S.N.T.G.N. Transgaz S.A., namely Ms. Adina Lăcrimioara HANZA, as of 17.12.2024, in accordance with the law. A total of \_\_\_\_ shareholders, having \_\_\_\_ votes, adopted the `Abstention` position on this item.

**Art.2.** With \_\_\_\_votes *For*, representing \_\_\_\_% of the total number of expressed votes and with \_\_\_\_votes *Against*, representing \_\_\_\_% of the total number of expressed votes, **approves/does not approve** the appointment of Mr./Mrs. \_\_\_\_\_ as a provisional member of the Board of Administration for a term of office of a maximum of 5 months starting with 17.12.2024, with the possibility of extension, once, for a further two months,

for justified reasons. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art. 2.1.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the appointment of Mr/Mrs \_\_\_\_\_ as a provisional member of the Board of Administration of S.N.T.G.N. Transgaz S.A. with a term of office of maximum 5 months, starting with 17.12.2024, under art. 29<sup>1</sup> paragraph (3) of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as amended. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art.3.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, **approves/does not approve** the form of the mandate contract for the provisional member to be appointed to the Board of Administration of the National Natural Gas Transmission Company "Transgaz" S.A. and empowering a representative of the majority shareholder, the General Secretariat of the Government, in the Ordinary General Meeting of Shareholders to sign on behalf of the Company the mandate contract with the person appointed as provisional member of the Board of Administration. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art. 4.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, sets the date of **10 January 2025** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Art. 5.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes and with \_\_\_ votes *Against*, representing \_\_\_% 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. A total of \_\_\_ shareholders, having \_\_\_ votes, adopted the `Abstention` position on this item.

**Chairman of the Board of Administration**  
**Petru Ion Văduva**