

DRAFT RESOLUTION

RESOLUTION NO. 5
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Medias,
of 28 April 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 28/29 April 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 individual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2021, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMFP 2844/2016.

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 annual consolidated financial statements (consolidated

statement of financial position, consolidated statement of comprehensive income, consolidated statement of equity changes, consolidated statement of cash flows, notes to the consolidated financial statements) of SNTGN TRANSGAZ SA for financial year 2021, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMFP 2844/2016.

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, acknowledges the annual consolidated Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2021.

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 gross dividend per share in the amount of lei 15.61 /share for financial year 2021.

Art.4.1 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 gross dividend per share in the amount of lei 14.82/ share for financial year 2021.

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, acknowledges the Financial Audit Report on the annual individual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2021.

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 acknowledges the Financial Audit Report on the consolidated annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2021.

Art.7. 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 distribution of the net profit of financial year 2021, as follows:

1. the distribution of the net profit as follows:
 - dividends due to the shareholders lei 183.789.704,84
 - profit for the establishment of own financing sources lei 3.151.767,16
2. employee participation to profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, amounting to lei 17.178.424.

Art.7.1 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 distribution of the net profit of financial year 2021, according to Government Resolution 431/30.03.2022, as follows:

1. the distribution of the net profit as follows:
 - dividends distributed to the state budget (50.0160%)..... lei 102,092,608.80
 - dividends distributed to other shareholders (35.4672%).....lei 72,395,759.28
 - profit for establishing own financing sources.....lei 12,453,103.92
2. employee participation to profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, amounting to lei 17,178,424.

Art.8. 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 acknowledges the Remuneration Report for 2021.

Art.9. 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 discharge from administration of the administrators of SNTGN Transgaz S.A. for the activity carried out in 2021.

Art.10. 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 evaluation of the fulfilment of the financial and non-financial performance indicators, annex to the contracts of mandate of the non-executive administrators.

Art.11. 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:

1. the prescription of the dividends related to financial year 2018 and not claimed until the prescription date, 16.07.2022;
2. the registration in the company's income account of the value representing the dividends related to financial year 2018 not claimed until the prescription date, 16.07.2022

Art.12. 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 **23.06.2022** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders.

Art.13. 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 **22.06.2022** as ex-date, according to the applicable laws.

Art.14. 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 **14.07.2022** as dividend pay-out date.

Art.20. 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, Mr Csaba Orosz, Administrator, 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, or his alternate, 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