

**SPECIAL POWER OF ATTORNEY**  
**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS <sup>1</sup>**

I, the undersigned) .....

*(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person)*

Legal representative of: .....

*(to be filled in only by shareholders legal person with the full name and tax identification code. The status of legal representative shall be supported by the shareholders list on the registration/reference date, received from Depozitarul Central.*

Personal identification number....., residing at (full address)

.....

.....ID card/passport series ....., no.....,

issued by ....., holder of a number of.....shares in

TRANSGAZ, registered with the Sibiu Trade Register Office under number J

32/301/2000, tax identification code RO13068733, representing .....% of the total

number of 188.381.504 shares in TRANSGAZ granting a number of .....

voting rights within the General Meeting of the Shareholders

representing.....% of the total shares issued by TRANSGAZ, **I hereby**

**appoint Mr./Mrs.:** .....

*(surname and name of the empowered representative)*

residing at/headquartered in .....

personal identification number....., holder of ID card/passport

series....., no. .... issued by .....

*(for natural persons representatives)*

Tax identification code .....

*(for legal persons representatives)*

as my representative in the **Ordinary General Meeting of the Shareholders** of

TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **29**

**April 2025, at 10:00 a.m.**, or on the date of the second meeting, if the first one is not

held, to exercise the voting rights related to the number of shares I hold and registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL S.A., Bucharest, at the reference date **17 April 2025**, as follows:

- 1. Approval of the individual annual financial statements (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA 2/5 for the financial year 2024, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP no. 2844/2016.**

*The version proposed by the Board of Administration of the company*  
*For ..... Against ..... Abstention .....*

- 2. Approval of the annual consolidated financial statements (consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows, notes to the consolidated financial statements) of SNTGN TRANSGAZ SA for the financial year 2024, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP no. 2844/2016.**

*The version proposed by the Board of Administration of the company*  
*For ..... Against ..... Abstention .....*

- 3. Approval of the Consolidated Annual Report of the Administrators of SNTGN TRANSGAZ SA on the activity carried out in 2024, and the Consolidated Sustainability Report for 2024 (Annex 1 to the Consolidated Report of the Administrators).**

*The version proposed by the Board of Administration of the company*  
*For ..... Against ..... Abstention .....*

- 4. Presentation of the Financial Audit Report on the individual annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2024.**

*The version proposed by the Board of Administration of the company*  
*For ..... Against ..... Abstention .....*

- 5. Presentation of the Financial Audit Report on the consolidated annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2024.**

*The version proposed by the Board of Administration of the company*  
*For ..... Against ..... Abstention .....*

6. Approval of the gross dividend per share in the amount of 1,08 lei/share for the financial year 2024.

*The version proposed by the Board of Administration of the company*

*For ..... Against ..... Abstention .....*

7. Approval of the proposal for the distribution of the net profit for the financial year 2024.

*The version proposed by the Board of Administration of the company*

*For ..... Against ..... Abstention .....*

8. Approval of the Remuneration Report for the year 2024, subject to a consultative vote of the shareholders, in accordance with the provisions of Article 107, paragraph (6) of Law 24/2017 on issuers of financial instruments and market operations, as amended and supplemented.

*The version proposed by the Board of Administration of the company*

*For ..... Against ..... Abstention .....*

9. Approval of the discharge of the administrators of SNTGN Transgaz SA for the activity carried out in 2024.

*The version proposed by the Board of Administration of the company*

*For ..... Against ..... Abstention .....*

10. Approval of the assessment of the achievement of the financial and non-financial performance indicators attached to the mandate contracts of the non-executive administrators.

*The version proposed by the Board of Administration of the company*

*For ..... Against ..... Abstention .....*

11. Approval of the prescription of the right to receive dividends for the financial year 2021 established by the OGMS Resolution no. 5 of 28.04.2022, not yet paid until 29.07.2025 and their recording in the company's income account.

*The version proposed by the Board of Administration of the company*

*For ..... Against ..... Abstention .....*

12. Acknowledgement of the termination of the term of office of the administrators of S.N.T.G.N. Transgaz S.A., Mr Ion STERIAN, Mr Petru Ion VĂDUVA, Mr Nicolae MINEA, Mrs Ilinca VON DERENTHALL and the interim administrator, Ms Adina Lăcrimioara HANZA, as of 30.04.2025, in accordance with the law.

**The version proposed by the majority shareholder the General Secretariat of the Government as per Letter no.20/7729/M.D./08.04.2025**

**For ..... Against ..... Abstention .....**

- 13.Appointment of 5 members of the Board of Administration of S.N.T.G.N. Transgaz S.A. for a term of office of 4 years from 30.04.2025 until 29.04.2029, following the completion of the selection procedure.**

**The version proposed by the majority shareholder the General Secretariat of the Government as per Letter no.20/7729/M.D./08.04.2025, completed by Letter no. 20/11545/M.D./11.04.2025**

**For ..... Against ..... Abstention .....**

<b>Surmane and name</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
<b>1. STERIAN Ion</b>			
<b>2. VON DERENTHALL Ilinca</b>			
<b>3. HANZA Adina Lăcrimioara</b>			
<b>4. MIHALACHE Costin</b>			
<b>5. MINEA Nicolae</b>			

- 14.The provisional establishment, until the date of approval of the remuneration under the conditions set out in Article 37 para. (1) of GEO no. 109/2011, a remuneration of the administrators appointed by this resolution, consisting of a fixed allowance in the amount approved by the OGMS Resolution no. 2/22.04.2021, namely Lei 17.674 gross monthly.**

**The version proposed by the majority shareholder the General Secretariat of the Government as per Letter no.20/7729/M.D./08.04.2025**

**For ..... Against ..... Abstention .....**

- 15.Approval of the form of the mandate contract to be concluded with the members of the Board of Administration of S.N.T.G.N. Transgaz S.A. and the authorization of a representative of the majority shareholder, the General Secretariat of the Government, in the OGMS to sign on behalf of the Company the mandate contracts with the persons appointed as members of the Board of Administration.**

**The version proposed by the majority shareholder the General Secretariat of the Government as per Letter no.20/7729/M.D./08.04.2025**

**For ..... Against ..... Abstention .....**

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**(In person)**

- 16.Setting the date of 25.06.2025 as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.**

**The version proposed by the Board of Administration of the company**

**For ..... Against ..... Abstention .....**

- 17.Setting 24.06.2025 as an ex-date, in accordance with the legal provisions in force.**

**The version proposed by the Board of Administration of the company**

**For ..... Against ..... Abstention .....**

- 18.Setting 16.07.2025 as the dividend payment date.**

**The version proposed by the Board of Administration of the company**

**For ..... Against ..... Abstention .....**

- 19.Empowerment of 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 or any other administrator of SNTGN Transgaz SA appointed by the Ordinary General Meeting of Shareholders 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.**

**The version proposed by the Board of Administration of the company**

**For ..... Against ..... Abstention .....**

This power of attorney was concluded in 3 (three) counterparts, one shall be submitted to TRANSGAZ, the Board of Administration and General Meeting of the Shareholders Secretariat, or to the Secretariat of the Ordinary General Meeting of the Shareholders, one shall be used by the representative within the General Meeting of the Shareholders, and one shall remain with the represented shareholder.

**Date of power of attorney:** .....

**Surname and name :** .....

*(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person, clearly and in capital letters)*

**Signature:** .....

*(signature of the shareholder natural person or signature and stamp of the legal representative of the shareholder legal person).*

*Note:<sup>1</sup>*

*The content is according to Financial Supervisory Authority Regulation no. 5/2018 on the issuers of financial instruments and market operations, as amended.*