

SNTGN TRANSGAZ S.A.

Policy

**on the provision of non-audit services permitted by the
external auditor**

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1. Foreword

This policy regulates the principles and criteria underlying the analysis of the provision of permitted non-audit services by the external auditor.

The Audit Committee monitors the independence and objectivity of the external auditor, and findings regarding the independence of the external auditor and the non-audit services provided by the external auditor are disclosed in the annual report.

SNTGN Transgaz SA, as a company listed on the Bucharest Stock Exchange, makes continuous efforts to achieve effective and responsible governance, as well as active and transparent communication with shareholders.

The policy on the provision of non-audit services permitted by the external auditor is designed to bring Transgaz' corporate governance framework into line with the standards and best practices contained in the Bucharest Stock Exchange's Corporate Governance Code.

The Bucharest Stock Exchange Corporate Governance Code provides for the approval and implementation by the Audit Committee of a policy on the provision of non-audit services permitted by the external auditor, in accordance with legal requirements.

This policy aims to establish the framework for approving and monitoring the permitted non-audit services provided by the external auditor, in order to ensure compliance with the principles of independence, objectivity, and integrity of the external audit process for Transgaz, in accordance with the requirements of:

- The Bucharest Stock Exchange Corporate Governance Code – 2025;
- Regulation (EU) No. 537/2014 on specific requirements regarding the statutory audit of public-interest entities;
- Law No. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements;
- other applicable regulations in the field.

1. Definitions and terms

Non-audit services: professional services provided by the external auditor, other than the audit of financial statements, which are not prohibited under EU Regulation No. 537/2014, Art. 5(1).

Extern Auditor: audit firm that holds the status of auditor under Law No. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and amending certain legislative acts, is an active member of the Chamber of Financial Auditors of Romania (CAFR), is registered as an "active" financial auditor in the public

electronic register published by the Authority for Public Supervision of Statutory Audit Activity (ASPAAS), is independent in accordance with the Code of Ethics for Professional Accountants of the International Federation of Accountants (IFAC) and is free from any conflict of interest with Transgaz and is appointed by the General Meeting of Transgaz Shareholders following the legal selection procedure and the recommendation of the audit committee.

Audit Committee: advisory body set up at the level of the company's Board of Administration, responsible for monitoring the statutory audit of the annual financial statements and consolidated annual financial statements, which is responsible for the selection procedure of the financial auditor or audit firm and recommends to the general meeting of shareholders the financial auditor or audit firm(s) to be appointed, assesses and monitors the independence of financial auditors or audit firms.

2. Legal framework

- The provision of non-audit services by the external auditor is mainly regulated by:
- Law No. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and amending certain legislative acts;
- Regulation (EU) No. 537/2014 on specific requirements regarding the statutory audit of public-interest entities;
- Law No. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements.

3. General principles and lines of action

In accordance with the Code of Ethics for Professional Accountants of the International Federation of Accountants and Law No. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and amending certain legislative acts, the external auditor must maintain its independence from the audited entity.

Non-audit services may be provided by the external auditor only if they do not affect its independence and do not give rise to conflicts of interest. The provision of non-audit services is subject to an assessment of their impact on the audited financial statements, prior approval by the audit committee, and assurance that such services are permitted by applicable law.

Transgaz' statutory auditor does not provide, either directly or indirectly, any of the following non-audit services that are prohibited under Article 5(1) of Regulation (EU) No. 537/2014 on specific requirements regarding statutory audits of public-interest entities, namely:

- a) tax services relating to:
- preparation of tax returns;
 - payroll taxes;
 - customs duties;
 - identification of public subsidies and tax incentives, except where support from the statutory auditor or audit firm in relation to such services is required by law;
 - support in relation to tax inspections carried out by the tax authorities, except where the support of the statutory auditor or audit firm in relation to such inspections is required by law;
 - calculation of direct and indirect tax and deferred tax;
 - provision of tax advice.
- b) services involving participation in the management or decision-making process of the company;
- c) keeping accounting records, preparing accounting registers and financial statements;
- d) payroll accounting services;
- e) designing and implementing internal control or risk management procedures for the preparation and/or verification of financial information or information systems intended for financial information;
- f) valuation services, including valuations performed in connection with actuarial services or litigation support services;
- g) legal services, in relation to:
- providing general advice;
 - negotiating on behalf of the audited entity;
 - representing the audited entity in dispute resolution proceedings.
- h) services related to the internal audit function of the audited entity;
- i) services related to the company's financing, capital structure and allocation, and investment strategy, except for the provision of assurance services in relation to financial statements;
- j) promotion, sale, or underwriting of shares;
- k) human resources services in relation to:

- management in a position to exercise significant influence over the preparation of the financial statements subject to statutory audit, where these services involve:
 - searching for or selecting candidates for such positions; or
 - verifying the references of candidates for such positions;
- structuring the organization; and
- controlling costs.

Transgaz' statutory auditor may provide other non-audit services, other than those prohibited, that are closely related to the audit activity, subject to approval by the audit committee.

Such services include, but are not limited to, the following:

- Limited review services for Transgaz' interim individual financial statements and interim consolidated financial statements;
- Services for issuing a supplementary report to Transgaz' Audit Committee;
- Supplementary report on the assessment of significant transactions reported for legal acts, in accordance with Article 108(5) of Law No. 24/2017 on issuers of financial instruments and market operations;
- Audit services related to the requirements resulting from the financing agreements signed with the company's creditors;
- Audit services on the Sustainability Report;
- Audit services on the Remuneration Report.

4. Procedure for approving and monitoring the provision of non-audit services

All requests for non-audit services are reviewed by the Audit Committee, which will assess:

- the nature of the service requested;
- the potential impact on the auditor's independence;
- the amount of the fee for the non-audit service compared to the audit fee.

The procedure for approving and monitoring the provision of non-audit services is carried out in the following stages:

- a) Identifying and substantiating the need for non-audit services to be provided by the specialist departments;
- b) Formulating and submitting the initial request from the company to the external auditor;
- c) Preliminary evaluation of the offer for services by the specialist departments;
- d) Approval of the provision of non-audit services by the Audit Committee.;
- e) Ongoing monitoring of non-audit services provided by the Audit Committee.

The fee for non-audit services shall not exceed 70% of the average audit fees charged by the auditor in the last three financial years, in accordance with Article 4 of Regulation (EU) No 537/2014.

5. Communication

SNTGN Transgaz SA publishes on its website the Policy on the provision of non-audit services permitted by the external auditor.

The Audit Committee monitors the independence and objectivity of the external auditor, and findings regarding the independence of the external auditor and the non-audit services provided by the external auditor will be presented in the Annual Report of the Directors of SNTGN Transgaz SA.

This policy is reviewed by the Audit Committee and approved by the Board of Administration whenever necessary, depending on legislative changes or good corporate governance practices.

This policy was approved by the Board of Administration of SNTGN TRANSGA SA on 18.12.2025 and is applicable from the same date.

Hanza Adina-Lăcrimioara – Chairwoman of the Committee

Minea Nicolae

Von Derenthall Ilinca