

A RESPONSIBLE COMPANY, A COMPANY OF THE FUTURE!

RETROSPECTIVE REVIEW - TGN 15 YEARS AT BSE
24 January 2008 – 24 January 2023



**TGN 15
YEARS AT
BSE**

15 years ago, on 24 January 2008, the shares of the technical operator of the National Gas Transmission System – **SNTGN TRANSGAZ SA** started trading on the regulated market managed by the **Bucharest Stock Exchange**, under the **TGN** symbol.

Being **listed on the Bucharest Stock Exchange** represents for any company that decides to do so, an important financing alternative, an efficient transparency and reporting mechanism, a vote of confidence given to the company's management to demonstrate its ability to perform, to be and remain viable in a constantly changing environment, its power to be competitive and to successfully face the rules of the competitive game.

TGN share is an attractive portfolio share due to the company's business, TRANSGAZ' monopoly status in natural gas transportation, the company's position in the national and international energy market, TRANSGAZ' robust financial profile and ability to generate performance, stable and predictable revenues, attractive dividend policy and the quality of the company's management.

SNTGN TRANSGAZ SA being listed on **Bucharest Stock Exchange** entailed:

- a permanent and reliable partnership with the Romanian capital market institutions;
- an effective way of strengthening and promoting the company's image, credibility and reputation within the domestic and international business environment;
- a new status implying even greater accountability, a much higher degree of transparency, dialogue, communication, in a word - a corporate governance based on "best practices" in the matter;
- a reshaping of economic business into a social-economic one by emphasizing the social and corporate responsibility component;
- a clear opportunity to align organizational values with the requirements of the securities issuer status;
- a vector for boosting the company's ability to perform and improve its performance;
- a means of recognizing management's effectiveness in managing shareholder capital.

1. The IPO of SNTGN TRANSGAZ SA - BRIEF HISTORICAL BACKGROUND



SNTGN Transgaz SA Mediaș is the second largest state majority-owned company in the utilities sector which, in order to achieve the strategic objectives contained in the Government Program "**A Strong Market - Capital Market Development**", has promoted a primary initial public offering of shares, i.e. 10% of the increased share capital, as established by GD no. 1329/2004 on the mandate of the public institution involved and the approval of the privatization strategy by public offering of companies under the portfolio of the Ministry of Economy and Trade, as amended by GD no. 708/2005.

The **IPO** SNTGN Transgaz SA carried out during **26 November - 7 December 2007**, was utterly successful for the Romanian capital market, considering three main aspects, namely:

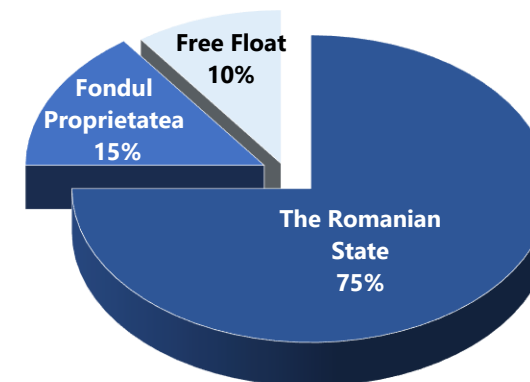
- **the highest value** of a bid put up for sale;
- **the highest demand for shares** in Romania;
- **the first IPO in Romania** to which a new financial instrument called "**allocation rights**" was attached.

After the initial public offering and until today, the share capital of **SNTGN Transgaz SA consists of 11.773.844 nominative, ordinary**, dematerialized, indivisible, freely tradable shares from the date of admission to trading on the regulated market managed by the Bucharest Stock Exchange, with a nominal value of 10 lei/share, fully paid on the date of issue. Each share entitles the holder to one voting right, under the conditions provided for in the applicable laws.

The trading of Transgaz' shares on the regulated market managed by BSE started on 24 January 2008. The trading coordinates are the following:

- Symbol: TGN;
- ISIN code: ROTGNTACNOR8;
- Type: Shares;
- Segment: Main;
- Category: Premium;
- LEI Code: 254900R11L2IUETHIZ779.

Transgaz' shareholding structure as at 23 January 2008, after the IPO



2. The SPO of SNTGN TRANSGAZ SA - BRIEF HISTORICAL BACKGROUND

SNTGN Transgaz SA sold on the capital market a package of shares representing 15% of the company's share capital, through a **secondary public offering of shares, during 4 April - 16 April 2013**, in accordance with the provisions of GD no. 827/2010.

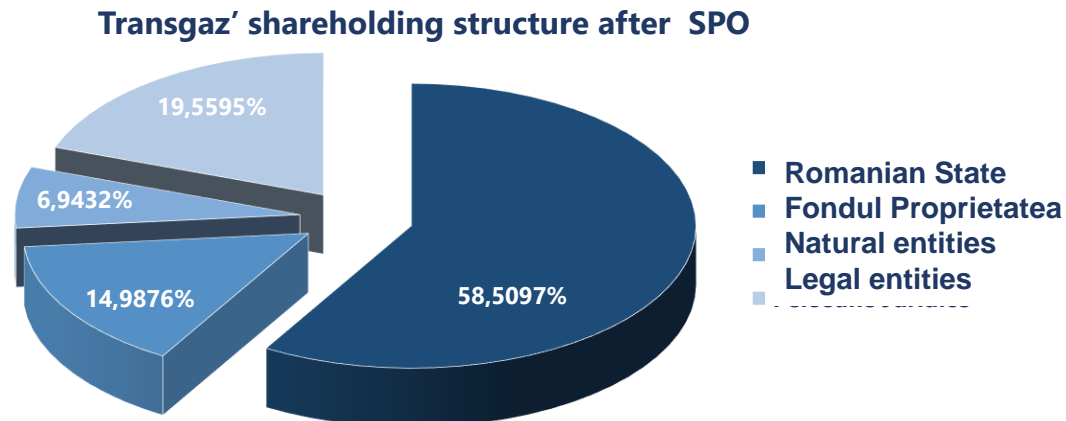
ME-OPSPI offered for sale a number of 1.766.077 ordinary, registered, dematerialized shares with a nominal value of RON 10 issued by Transgaz, **representing 15% of the share capital**, of which for:

- Institutional investor tranche - 85% of the total number of shares offered, at any price included in the range RON 171 and RON 230, including the range thresholds;
- Large Subscribers Tranche (over 1000 shares) - 8% of the total number of shares offered, at a price of RON 230;
- Small Subscription Tranche (between 10 and 1000 shares inclusive) - 7% of the total number of shares offered, at a price of RON 230.

The retail tranche, with subscriptions of up to 1.000 shares, was **347% oversubscribed** and the tranche with subscriptions of more than 1.000 shares **257% oversubscribed**. The institutional investors' tranche was significantly oversubscribed, at prices above the minimum limit of the price range in which subscriptions could be made, i.e. RON 171-230 per share.

The allocation of the shares offered to investors who subscribed validly in the high and low subscription tranches was based on the following allocation ratios:

- allocation ratio for the high subscription tranche of 0,389715;
- allocation ratio for the low subscription tranche of 0,288253.

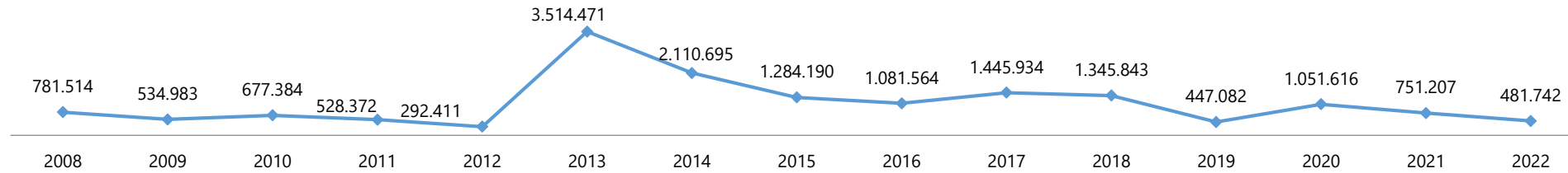


3. MONITORING THE EVOLUTION OF TGN SHARE OVER THE 15 YEARS OF ITS PRESENCE AT THE BSE



- To sum up, **the volume of shares traded** during 2008 - 2022 is as follows:

Evolution of annual TGN trading volumes, during 2008 - 2022

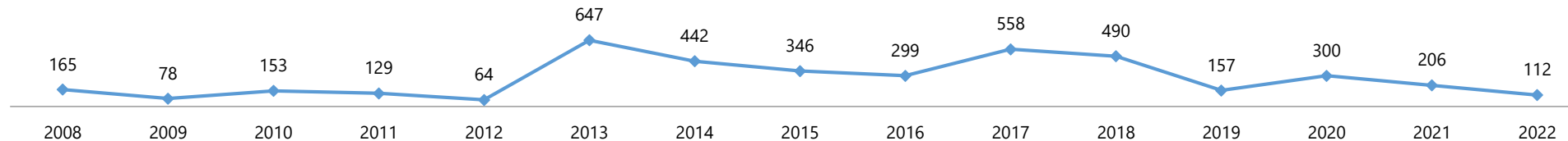


The annual volume of shares traded had an explosive growth in 2013 which was due to the SPO in April 2013 and the sale in December 2013 of the entire stake held by SC Fondul Proprietatea SA in the share capital of Transgaz. Subsequently, in the years 2014-2019 TGN trading volumes had higher values due to the high investor interest in TGN shares against the distribution of historical maximum dividends for the listed period, respectively 46,33 lei/share and 45,38 lei/share.

In the context of the pandemic caused by the emergence of the SARS Cov-2 virus, TGN's share price decreased, which had a positive influence on the liquidity of the share, so that the annual trading volume in 2020 recorded a higher value compared to the previous year, approaching the values reached during the period 2016-2018. Subsequently, in 2021, the annual volume of transactions carried out recorded a slight decrease compared to the previous year, recording an annual volume of 751.207 shares. In 2022, 481.742 shares were traded, a decrease compared to the previous year, with the volume of TGN shares traded approaching the value reached in 2019.

- The Value of TGN share trading** during 2008-2022 is as follows:

The value of TGN trading - mil. lei, during 2008 - 2022

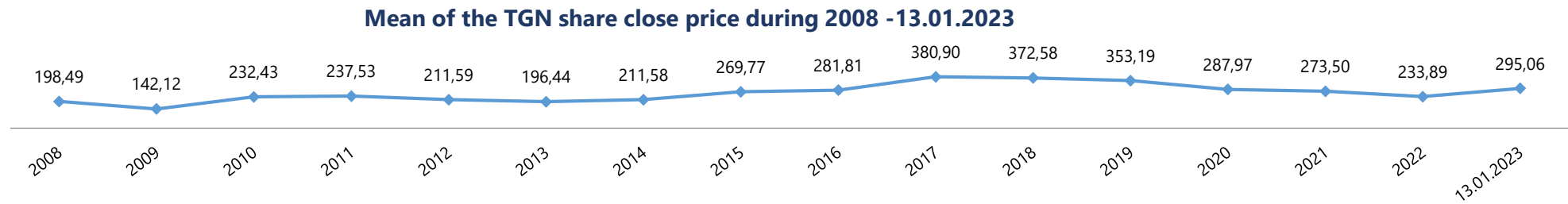


The total annual value of TGN share transactions during 2008-2022 has evolved similarly to that of the traded volumes. During 2021-2022 the value of transactions maintained the company in the Top 15 trading based on the BSE value, with a transaction value of 206.060.031,50 lei in 2021 and 111.545.499,20 lei in 2022.

3. MONITORING THE EVOLUTION OF TGN SHARE OVER THE 15 YEARS OF ITS PRESENCE AT THE BSE

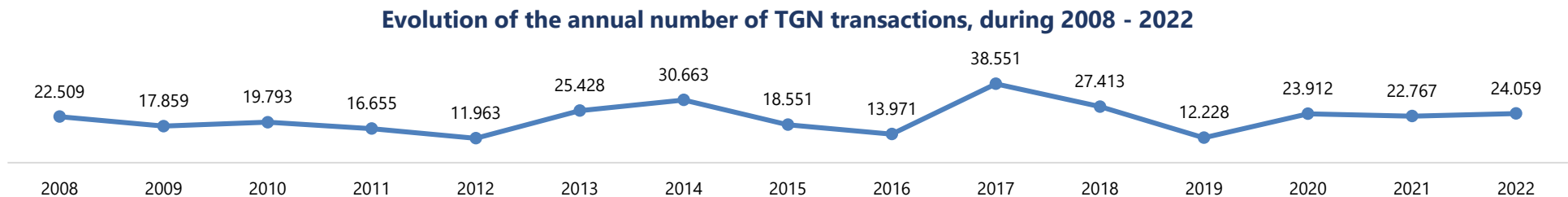


- **Monthly average close price/share** during 2008-2023 is as follows:



The evolution of the close price/share - The average annual value of the close price/share during 2008-2022 followed a predominantly upward trend, recording in 2022 a value approximately 18% higher than in 2008, the year of listing. Subsequently, in the first half of January 2023, Transgaz share recorded an average value of 295.06 lei/share, higher than the average of 2022.

- Over the 15 years of trading on Bucharest Stock Exchange, TGN shares have recorded the following evolution in terms of **number of transactions**:



TGN is a share that truly reflects the company's economic and financial performance, a share that has sufficient strength to remain attractive to investors, both in the short term and especially in the long term, as it is primarily a portfolio share.

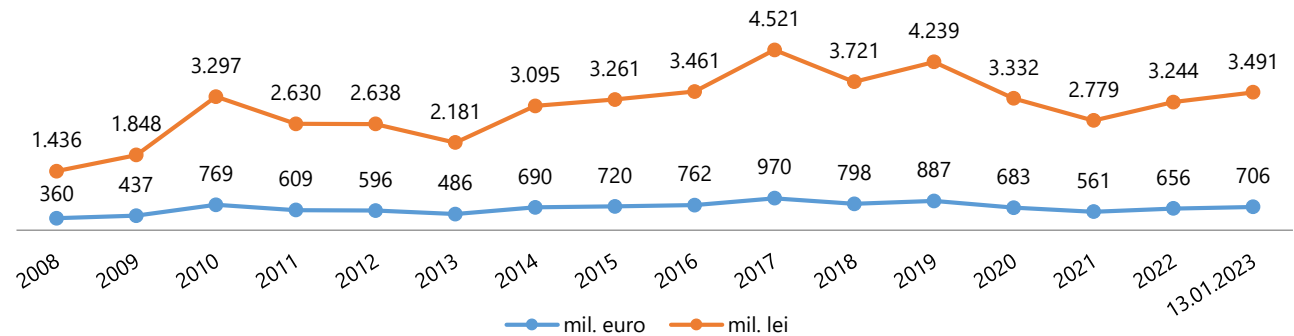
4. EVOLUTION OF STOCK MARKET CAPITALISATION

Market capitalization is an indicator of an exchange's potential, representing the market value of listed companies, determined as the sum of the products of the number of shares issued by each listed company and its corresponding market price.

The evolution of the market capitalization of SNTGN TRANSGAZ SA over the period 2008 - 2023 is as follows:

TRANSGAZ' market capitalization			
Date	Lei	Euro	BNR exchange rate Euro/Lei
31.12.2008	1.436.408.968	360.435.855	3,9852
31.12.2009	1.848.493.508	437.182.136	4,2282
31.12.2010	3.296.676.320	769.388.611	4,2848
31.12.2011	2.629.688.057	608.766.363	4,3197
31.12.2012	2.638.518.440	595.777.190	4,4287
31.12.2013	2.181.104.601	486.343.479	4,4847
31.12.2014	3.095.343.588	690.400.943	4,4834
31.12.2015	3.261.354.788	720.184.341	4,5285
31.12.2016	3.461.510.136	762.262.477	4,5411
31.12.2017	4.521.156.096	970.267.634	4,6597
31.12.2018	3.720.534.704	797.730.377	4,6639
31.12.2019	4.238.583.840	887.011.372	4,7785
31.12.2020	3.331.997.852	683.570.871	4,8744
30.12.2021	2.778.627.184	561.497.632	4,9486
30.12.2022	3.243.694.022	655.636.096	4,9474
13.01.2023	3.490.944.746	706.483.060	4,9413

The company's market capitalization during 2008 - 13.01.2023



From the first year of BSE trading until December 2010, the market capitalization of SNTGN Transgaz SA recorded an upward trend, and then from 2011 onwards followed a downward trend influenced by the negative effects of the international financial crisis, a trend that continued throughout 2012, accentuated in 2013 by the sale of the entire stake held by SC Fondul Proprietatea SA in the share capital of Transgaz. Subsequently, from 2014 onwards, the market capitalization recorded an upward trend, which was maintained until the end of 2017 when it recorded the maximum value of the entire reference period. In 2018, the market capitalization recorded a slight downward trend compared to 2017, and then in 2019, it recorded values close to the maximum value reached in 2017. At the end of 2020, the company's market capitalization recorded a decrease compared to the previous year, a trend that continued in 2021. Subsequently at the end of 2022, the company's market capitalization increased by 17% compared to the previous year, from the value of 2.778.627.184 lei (561.497.632 euro) recorded on 30.12.2021, to the value of 3.243.694.022 lei (655.636.096 euro) recorded on 30.12.2022.

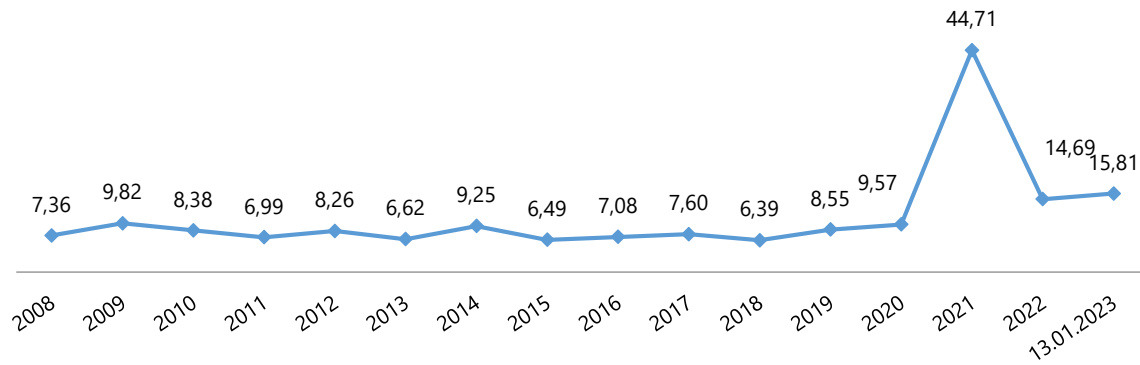
In the 15 years of its presence on the BSE, the company's market capitalization has doubled to reach a value of Lei 3,5 billion, i.e. Euro 700 million.

5. EVOLUTION OF THE MAIN STOCK EXCHANGE INDICATORS

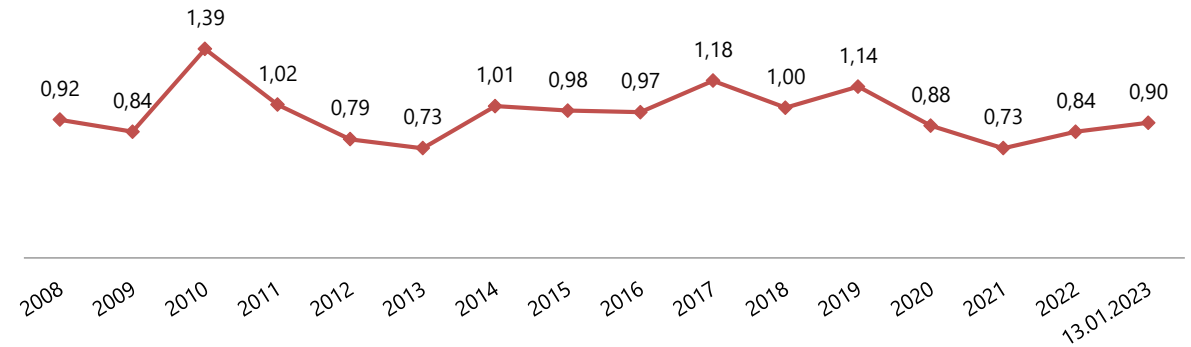


Evolution of the main stock exchange indicators: PER, P/BV, DIVY, EPS - according to the data published on the BSE website at the section the *financial instruments - selective information - indicators*, the main stock exchange indicators recorded the following evolutions on the last trading day of each year since the listing in 2008 and until now:

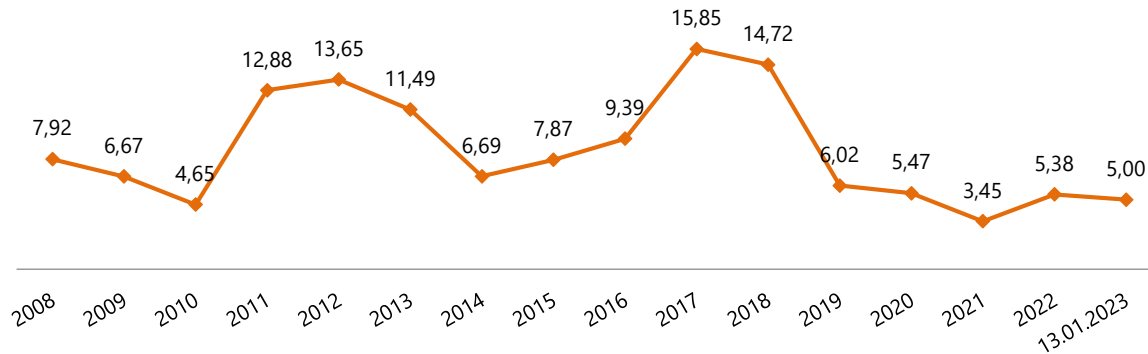
Evolution of the PER indicator during 2008 - 13.01.2023



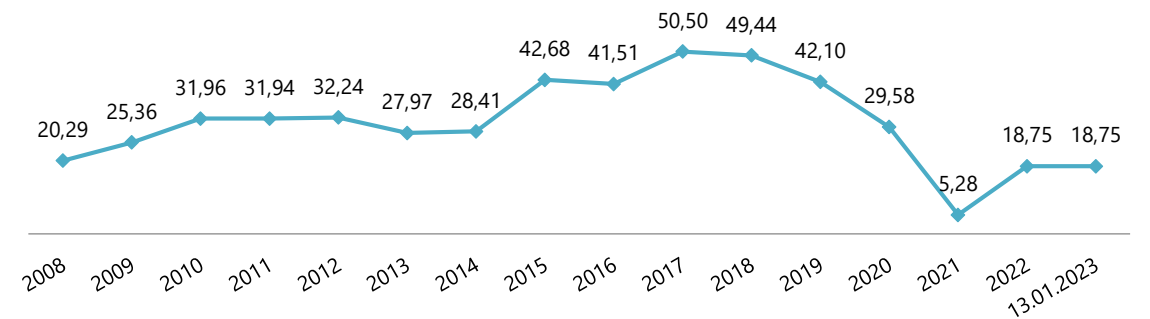
Evolution of the P/BV indicator during 2008 - 13.01.2023



Evolution of the DIVY indicator during 2008 - 13.01.2023

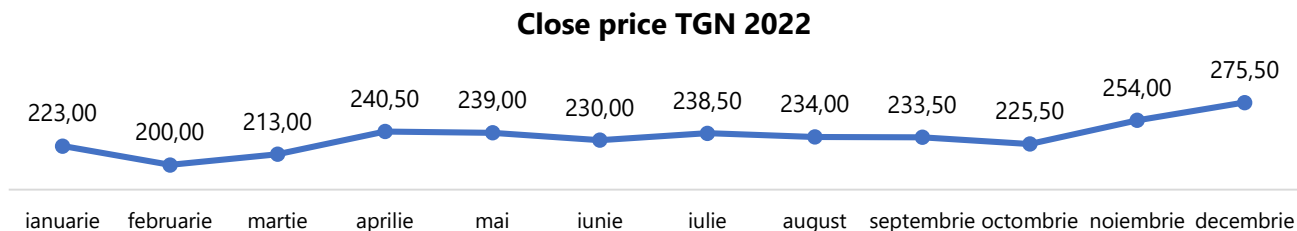


Evolution of the EPS indicator during 2008 - 13.01.2023



6. EVOLUTION OF THE TGN SHARE IN 2022

- Evolution of the TGN share close price in 2022 is as follows:

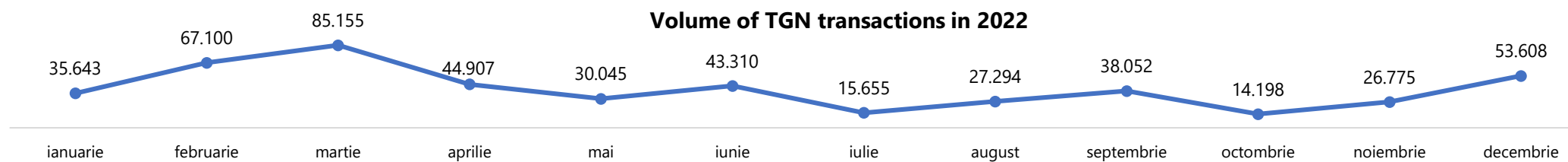


In 2022, Bucharest Stock Exchange recorded declines amid strong turbulence in international financial markets, with the BET index hitting a 10-month low after the outbreak of the conflict in Ukraine. In this context, the TGN share price recorded values mostly lower than those recorded in 2021, with the exception of December 2022 when the TGN share recorded the maximum value of the year, namely 288 lei/share, after the approval by the EGMS of the share capital increase by incorporating the reserves established from the net profit of the previous financial years.

- The percentage of the TGN share in the composition of the stock market indices as at 30 December 2022, the last trading day of the year, is:

Name of stock index	Place in the index composition	Share in the index composition
BET	7	3,39%
BET-BK	13	4,72%
BET-TR	7	3,39%
BET-NG	4	10,65%
BET-XT	7	3,46%
BET-TRN	7	3,39%
BET-XT-TR	7	3,46%
BET Plus	7	3,14%

- Evolution of the traded volumes in 2022 is as follows:



In 2022, 481.742 shares were traded, a decrease compared to the previous year, with the volume of TGN shares traded approaching the value reached in 2019.

7. TGN VS. MAIN STOCK MARKET INDICES DURING 2022



TGN VERSUS BET

Published on TradingView.com, January 06, 2023 09:44:05 EET
 BVB:TGN, D D:290,5000 H:300,0000 L:290,5000 C:299,0000



TradingView

TGN VERSUS BET-BK

Published on TradingView.com, January 06, 2023 09:45:53 EET
 BVB:TGN, D D:290,5000 H:300,0000 L:290,5000 C:299,0000



TradingView

TGN VERSUS BET-TR

Published on TradingView.com, January 09, 2023 11:37:03 EET
 BVB:TGN, D D:295,0000 H:295,0000 L:293,0000 C:294,0000



TradingView

TGN VERSUS ROTX

Published on TradingView.com, January 09, 2023 11:37:57 EET
 BVB:TGN, D D:295,0000 H:295,0000 L:293,0000 C:294,0000



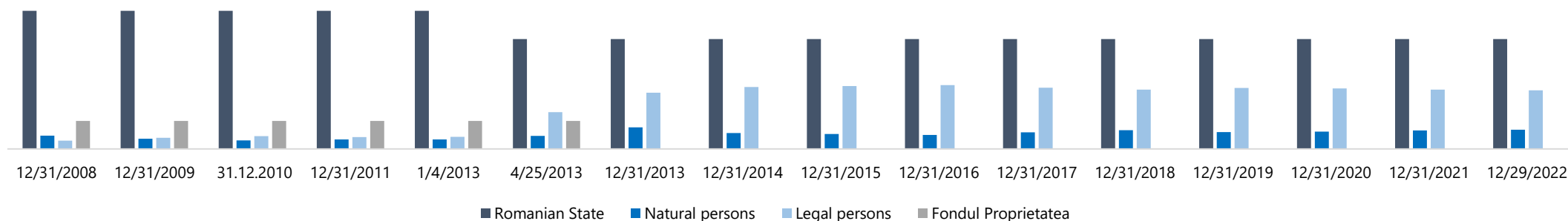
TradingView

8. CHANGES IN THE SHAREHOLDING STRUCTURE

According to the data submitted by SC Depozitarul Central SA Bucharest, on the consolidated synthetic structure of the company's shareholding at the registration dates of the main events that influenced the shareholding structure, as well as those at the end of 2014-2022, the evolution of SNTGN Transgaz SA's shareholding, in the 15 years of its presence on the BSE, is as follows:

Registration date	Romanian State		Fondul Proprietatea		Natural persons		Legal persons	
	% of share capital	No. of shares	% of the share capital	No. of shares	% of share capital	No. of shares	% of share capital	No. of shares
23 January 2008	75,0123	8.656.148	14,9876	1.764.620	6,2016	832.205	3,7983	520.871
03 February 2011 completion of share transfer registration Law 10/2001	73,5097	8.655.053	14,9876	1.764.620	4,5236	647.202	6,9791	706.969
25 April 2013 following SPO	58,5097	8.654.970	14,9876	1.764.620	6,9432	542.153	19,5595	812.101
December 2013, following the sale of Fondului Proprietatea	58,5097	8.654.917	0	1.764.620	11,5706	602.577	29,9197	751.730
31 December 2014	58,5097	8.654.917	0	1.764.620	8,4732	598.110	33,0171	756.197
31 December 2015	58,5097	6.888.840	0	1.764.620	8,0191	817.483	33,4712	2.302.901
31 December 2016	58,5097	6.888.840	0	0	7,4887	1.362.309	34,0016	3.522.695
31 December 2017	58,5097	6.888.840	0	0	8,9034	997.625	32,5869	3.887.379
31 December 2018	58,5097	6.888.840	0	0	9,9461	944.157	31,5442	3.940.847
31 December 2019	58,5097	6.888.840	0	0	8,9830	881.712	32,5073	4.003.292
31 December 2020	58,5097	6.888.840	0	0	9,2380	1.048.270	32,2523	3.836.734
31 December 2021	58,5097	6.888.840	0	0	9,9224	1.171.039	31,5679	3.713.965
29 December 2022	58,5097	6.888.840	0	0	10,2855	1.057.641	31,2048	3.827.363

The evolution of the structure of the number of shares held by type of shareholders between 2008 and 2022 is as follows:

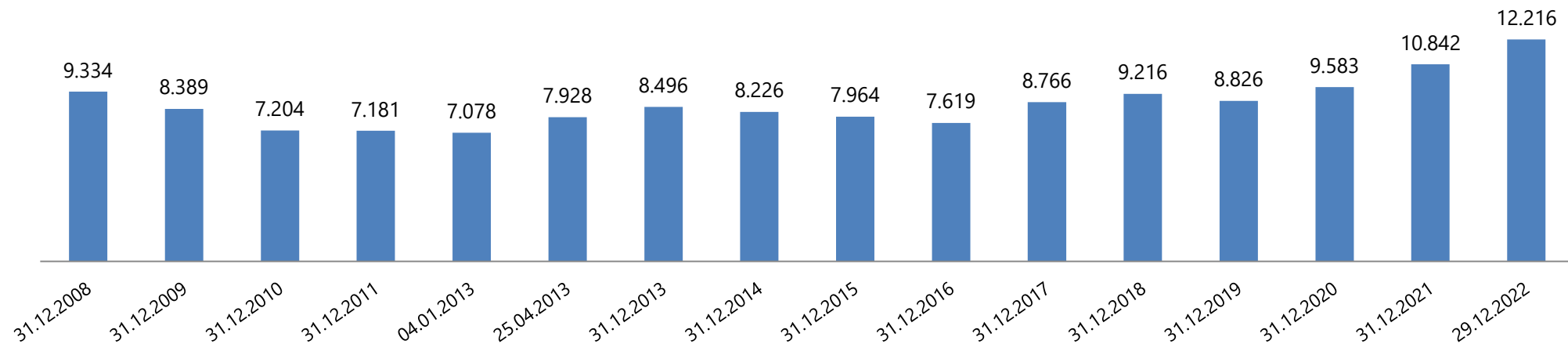


9. EVOLUTION OF THE NUMBER OF TGN SHAREHOLDERS BETWEEN 2008-2022

Starting from 14 November 2019, the exercise of the rights and the fulfilment of the obligations arising from the Romanian State's shareholding in the National Natural Gas Transmission Company Transgaz SA is carried out by the Romanian State through the General Secretariat of the Government, following the transfer of shares from the account of the Romanian State through the Ministry of Economy, pursuant to GEO no.68/06.11.2019 on the establishment of certain measures at the level of central public administration and for the amendment and supplementation of certain regulatory acts.

The number of shareholders registered in TGN's shareholder register has fluctuated over the 15 years of trading. Thus, on 29.12.2022 a total of 12,216 shareholders were registered, 2,882 more shareholders than on 31.12.2008 when 9,334 shareholders were registered in Transgaz' shareholder register.

The evolution of the number of Transgaz' shareholders between 2008 and 2022 is as follows:



LEGAL REGULATIONS ON THE PAYMENT OF DIVIDENDS

- ORDINANCE No. 64 of 30 August 2001 on the distribution of profits of national companies, national enterprises and fully or majority state-owned companies, as well as autonomous companies, as subsequently amended and supplemented - Article 1(f);
- MEPF ORDER No 144 of 15 February 2005 on the approval of the Specifications for the determination of the amounts subject to profit distribution according to Government Ordinance No 64/2001 on the distribution of profits of national companies, national enterprises and fully or majority state-owned companies, as well as autonomous companies, approved as amended by Law No 769/2001, as amended and supplemented;
- Law no. 227/2015 on the Tax Code as subsequently amended and supplemented;
- EMERGENCY ORDINANCE No 55 of 23 June 2010 on some measures to reduce public expenses - Article 5 on some measures to reduce public expenses for the financial year 2010, in national companies, national enterprises and fully or majority state-owned companies;
- Law no.31/1990 on companies, republished as subsequently amended and supplemented;
- Capital market specific legislation;
- Memorandum of 27 December 2012 on the rationalization of expenses at state-owned companies and providing for the distribution of a minimum share of 85% of the net profit in the form of payments to the state budget, in the case of autonomous companies, or in the form of dividends, in the case of other majority/fully state-owned economic operators, under the terms of GO 64/2001, as amended and supplemented;
- EMERGENCY ORDINANCE No 29 of 30 March 2017 amending Article 1(1)(g) of Government Ordinance No 64/2001 on the distribution of profits of national companies, fully or majority state-owned national companies and commercial companies, as well as autonomous companies, and amending Article 1(2) and (3) of Government Emergency Ordinance No 109/2011 on corporate governance of public enterprises.

10. DIVIDENDS

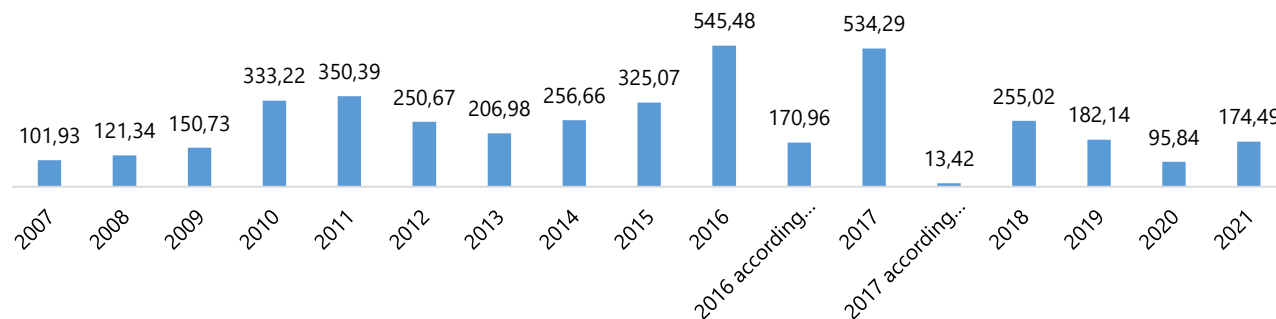
SNTGN Transgaz SA is one of the companies with the most attractive dividend policy, as dividends are distributed in accordance with the provisions of GO no.64/2001 and OMFP no. 144/2005, which stipulate that a minimum of 50% of the "accounting profit remaining after deduction of corporate income tax" shall be distributed in the form of dividends. The value of dividends paid to shareholders in the 15 years since the listing on the Bucharest Stock Exchange was approximately 4 billion lei.

Financial year	Gross dividend / share (lei)	Number of shares	Value of gross dividends distributed (lei)	Total dividend tax paid to the state budget (lei)	Amount of net dividends distributed (lei)
2007	9,66	11.773.844	113.735.333,04	11.800.081,14	101.935.251,90
2008	10,47	11.773.844	123.272.146,68	1.852.239,10	121.419.907,58
2009	13,02	11.773.844	153.295.448,88	2.338.945,53	150.956.503,35
2010	28,77	11.773.844	338.733.491,88	5.387.917,42	333.345.574,46
2011	29,76	11.773.844	350.389.597,44	5.592.166,40	344.797.431,04
2012	21,29	11.773.844	250.665.138,76	8.678.169,34	241.986.969,42
2013	17,58	11.773.844	206.984.177,52	10.100.472,30	196.883.705,22
2014	21,80	11.773.844	256.669.799,20	11.864.552,93	244.805.245,95
2015	27,61	11.773.844	325.075.832,84	4.475.060,52	320.600.772,69
2016	46,33	11.773.844	545.482.192,52	6.882.182,93	538.600.009,60
2016 acc. GEO 29/2017	14,52	11.773.844	170.956.214,88	2.161.720,42	168.794.494,46
2017	45,38	11.773.844	534.297.040,72	6.829.562,66	527.467.478,06
2017 acc. GOMS Resolution no.7/2018	1,14	11.773.844	13.422.182,16	156.040,92	13.266.141,24
2018	21,66	11.773.844	255.021.461,04	2.943.673,50	252.077.787,54
2019	15,47	11.773.844	182.141.366,68	2.029.663,02	180.111.703,66
2020	8,14	11.773.844	95.839.090,16	892.441,60	94.946.648,56
2021	14,82	11.773.844	174.488.368,08	1.599.685,31	172.888.682,77

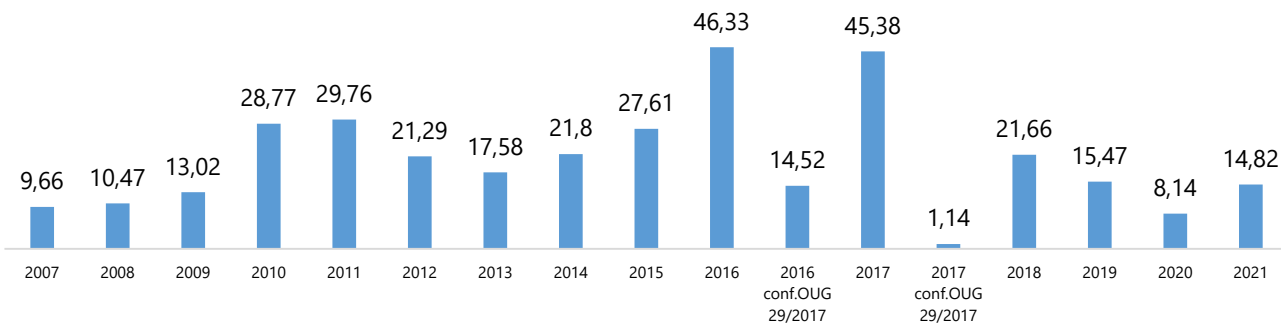
10. DIVIDENDS

- Graphically, the situation of dividends distributed between 2008 and 2022 is as follows:

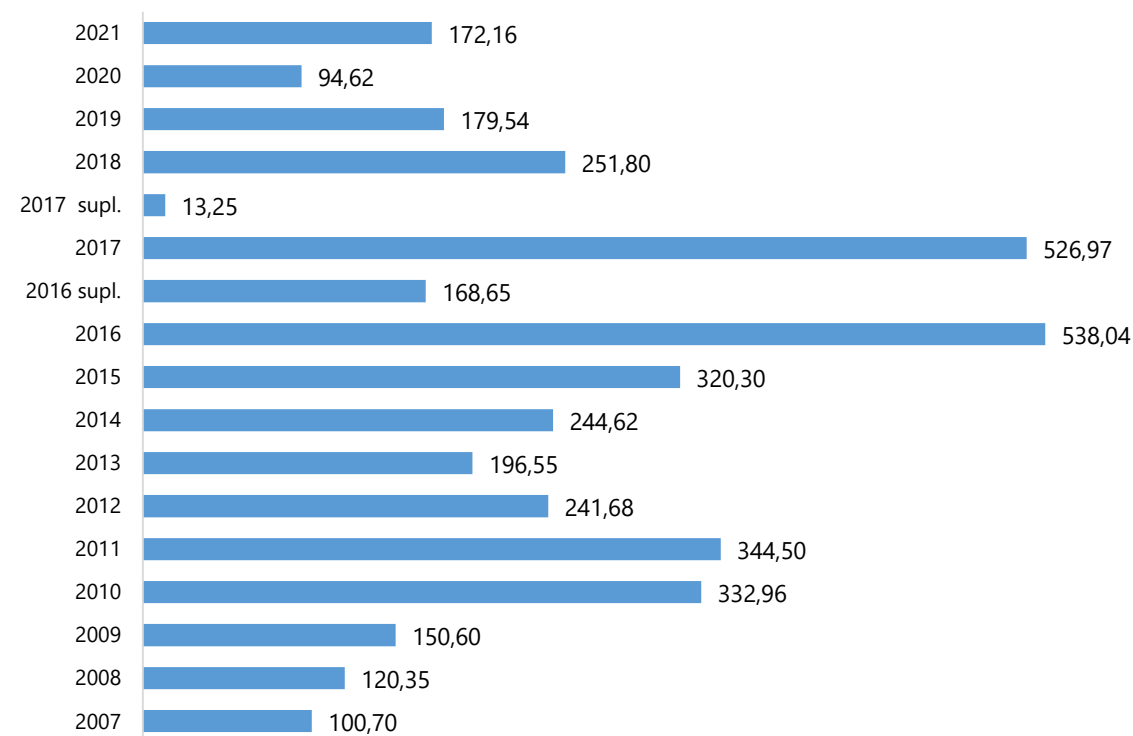
Value of the gross dividends distributed (million Lei)



Gross dividend value/share (lei)



Net dividends paid- million lei



The general and specific strategic objectives of SNTGN TRANSGAZ SA are set in the context of alignment with the requirements of the new European energy policy on energy security and safety, sustainable development and competitiveness.

In this context, the implementation and development of corporate governance principles, as well as the development of responsible, transparent business practices, is increasingly becoming a necessity in the substantiation and implementation of companies' business strategies and policies. Subscribing to this desideratum, SNTGN Transgaz SA Mediaș, also aims, through its own Corporate Governance Regulation, to ensure a rigorous framework for the dimensioning and regulation of corporate governance at company level.

The Corporate Governance Regulation of SNTGN TRANSGAZ SA was approved by the General Meeting of Shareholders on 2 March 2011, by GMS Resolution no. 1/2011 (art. 4), and the updating of the document was approved at the meeting of the Board of Administration on 29.06.2022, in accordance with the provisions of the Corporate Governance Code of the Bucharest Stock Exchange.

The updated corporate governance reference document has a structure in line with corporate governance requirements and it includes a total of 7 chapters, as follows:

Chap.1 – **Corporate governance structures:** Management System, Board of Administration, Advisory Committees, Executive Management.

Chap.2 – **Board of Administration:** Role and obligations of the Board of Administration, Structure of the Board of Administration, Election of BA members, Remuneration of BA members.

Chap.3 – **Rights of holders of shares:** Rights of holders of shares, Treatment of holders of shares.

Chap.4 – **Transparency and reporting, internal audit and risk management:** Transparency and reporting, Internal audit, Risk management.

Chap.5 – **Conflicts of interest and significant related party transactions:** Transgaz' Code of Ethics, Conflict of Interest, Significant Related Party Transactions.

Chap.6 – **Corporate information regime**

Chap.7 – **Social responsibility**

On 22 September 2015, a new Corporate Governance Code for listed companies was launched, with the main objective of facilitating investors' access to information and protecting their rights. It is structured in four sections: Responsibilities, Risk Management and Internal Control System, Fair Reward and Motivation, and Adding Value through Investor Relations. Each section sets out 'general principles', followed by 'provisions to be complied with'.

SNTGN Transgaz SA is in compliance with most of the provisions of the new Code, and the provisions with which the company was not in compliance were explained in a current report submitted to the BSE in January 2016, which was also published on the company's website in the section: *Investor Information/Current Reports/2016*.

Subsequent compliance with the provisions of the Code, namely A.2 - *Provisions for managing conflicts of interest* and C.1 - *Remuneration policy*, were reported to the market through the publication of current reports at the BSE and on the company's website, the detailed situation of compliance/non-compliance with the provisions of the BSE CGC being presented in the Report issued by the Board of administration for the year 2022.

Any subsequent compliance that the company achieves in this regard will be reported to the capital market.

12. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As part of Transgaz' sustainable development strategy, the social responsibility policy aims both to permanently increase the company's degree of responsibility towards employees, shareholders, partners, the community and the environment, and to make the impact of the social responsibility programs initiated for this purpose more effective.

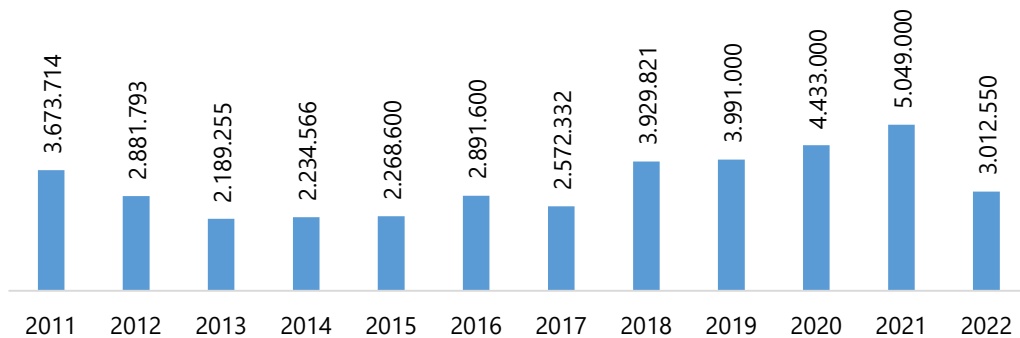
The commitment undertaken by the company's management through the "Policy Statement on the Integrated Quality-Environmental Management System" is a clear proof that Transgaz takes responsibility for the importance of ensuring an organizational climate in which all stakeholders: employees, shareholders, customers, suppliers, the community and the environment can interact efficiently and responsibly, both from an economic and social point of view.

Transgaz' social responsibility policy is based on a set of principles that define this interaction between the company on the one hand and employees, shareholders, partners, the community and the environment on the other. The priority areas in which Transgaz carries out social responsibility programs are: *sport, community development (places of worship, schools, kindergartens), education, arts and culture, humanitarian actions, health (hospitals) and the environment.*

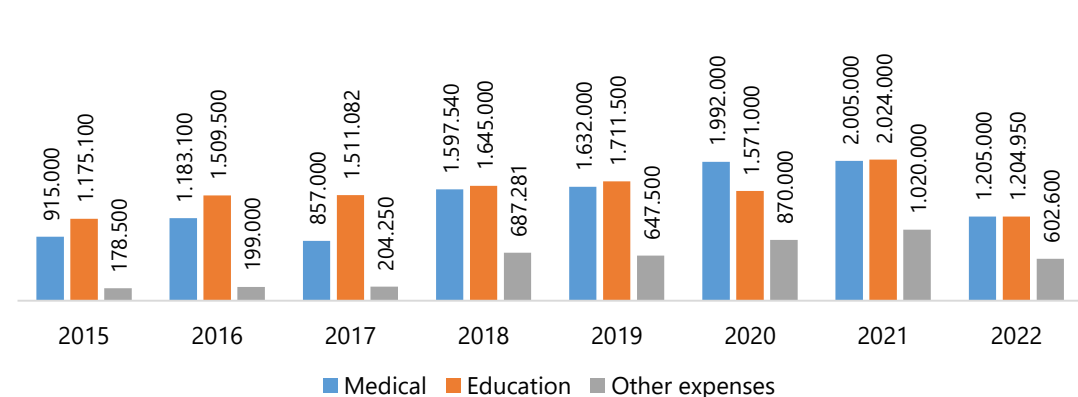


- The contribution of SNTGN Transgaz SA, in the period 2011-2022, in the line of sponsorship actions granted in the areas listed above, is as follows:

Total sponsorships granted in the period 2011-2022



Sponsorships granted in the period 2015-2022, by fields



By being listed on the Bucharest Stock Exchange, SNTGN Transgaz SA has gained a lot in terms of reputational capital, both in terms of managerial know-how and the rigors of transparency, communication and investor relations and all the experience gained by working under excellent conditions with all capital market institutions.

Together we have managed to achieve performance and implement strategic investment projects, which have made Romania a regional pole of energy security and an active and interesting player for international institutional partners.

On the occasion of the 15th anniversary of SNTGN TRANSGAZ SA's presence on the Bucharest Stock Exchange, the company's management would like to express its gratitude to the management of the capital market institutions: the BSE, the FSA, the management of the Central Depository and ARIR, investors, analysts, the media, and all those who, through their daily activities, have contributed to the development of the capital market and, implicitly, of the Romanian company and society.

