

**THE NATIONAL GAS TRANSMISSION COMPANY
TRANSGAZ S.A.**

**CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2022**

**PREPARED IN ACCORDANCE WITH
THE INTERNATIONAL FINANCIAL REPORTING STANDARDS
ADOPTED BY THE EUROPEAN UNION**

This version of the financial statements is a translation from the original, which was prepared in Romanian. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

CONSOLIDATED FINANCIAL STATEMENTS



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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(expressed in lei, unless otherwise stated)



	Note	31 December 2022	31 December 2021
ASSET			
Fixed assets			
Tangible Assets	7	801.193.708	852.178.630
Rights of use of the leased assets	9	16.934.813	19.617.136
Intangible Assets	9	3.909.592.137	3.997.052.066
Goodwill	10	9.566.769	9.704.675
Trade receivables and other receivables	12	2.141.205.428	1.788.570.507
Deferred tax	18	—	352.591
		6.878.492.855	6.667.475.605
Current assets			
Inventories	11	613.182.876	311.708.204
Commercial receivables and other receivables	12	346.798.529	612.007.279
Cash and cash equivalent	13	418.666.555	414.955.056
		1.378.647.960	1.338.670.539
		8.257.140.815	8.006.146.144
EQUITY AND DEBTS			
Equity			
Share capital	14	1.883.815.040	117.738.440
Hyperinflation adjustment of share capital	14	441.418.396	441.418.396
Share premium	14	247.478.865	247.478.865
Other reserves	15	1.265.796.861	1.265.796.861
Retained earnings	15	199.648.810	1.785.866.415
Exchange rate differences from consolidation		19.932.259	16.520.600
		4.058.090.231	3.874.819.577
Shareholders` equity			
Non-controlling interests		82.818.034	93.548.755
		4.140.908.265	3.968.368.332
Long-term debts			
Long-term loans	16	2.054.247.351	1.899.193.227
Provision for employee benefits	21	110.895.341	106.041.177
Deferred revenue	17	969.150.112	1.069.813.639
Deferred tax payment	18	3.053.157	—
Commercial debt and other debts	19	14.178.481	16.699.325
		3.151.524.442	3.091.747.368

Notes 1 to 33 are part of these financial statements.

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(expressed in lei, unless otherwise stated)



	<u>Note</u>	<u>31 December 2022</u>	<u>31 December 2021</u>
Current debts			
Commercial debts and other debts	0	634.601.301	650.466.973
Deferred revenue	17	107.439.092	91.671.887
Provision for risks and charges	20	81.438.491	67.779.988
Short-term loans	16	136.644.990	132.104.365
Provision for employee benefits	0	<u>4.584.234</u>	<u>4.007.231</u>
		<u>964.708.108</u>	<u>946.030.444</u>
Total debts		<u>4.116.232.550</u>	<u>4.037.777.812</u>
Total equity and debts		8.257.140.815	8.006.146.144

Endorsed and signed on behalf of the Board of Administration on 21 March 2023 by:

Chairman of the Board of Administration

Văduva Petru Ion

Director – General

Ion Sterian

Chief Financial Officer

Marius Lupean

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STATEMENT OF COMPREHENSIVE INCOME
(expressed in lei, unless otherwise stated)



	<u>Note</u>		
Revenue from the domestic transmission activity		1.356.044.593	1.164.418.613
Revenue from the international transmission activity and similar		73.926.517	72.037.147
	Erro r! Refe renc e sour ce not foun d.		<u>128.493.903</u>
Other revenue			
Operational revenue before the balancing and construction activity according to IFRIC12		1.579.283.502	1.364.949.663
Depreciation	7, 9	(435.409.965)	(359.741.684)
Employees costs	24	(495.131.807)	(467.705.112)
NTS gas consumption, materials and consumables used		(180.267.951)	(112.818.316)
Expenses with royalties		(5.703.430)	(4.945.824)
Maintenance and transmission		(37.253.061)	(32.925.423)
Taxes and other amounts owed to the state		(86.781.521)	(86.200.783)
Revenue/ (Expenses) with provisions for risks and charges		(18.096.076)	7.226.509
Other operating cost	23	<u>(174.323.882)</u>	<u>(187.128.338)</u>
Operational profit before the balancing and construction activity according to IFRIC12		146.315.809	120.710.692
Revenue from the balancing activity		1.005.543.997	442.199.967
Cost of balancing gas		(1.005.543.997)	(442.199.967)
Revenue from the construction activity according to IFRIC12	32	299.868.442	704.026.548
Cost of assets constructed according to IFRIC12	32	<u>(299.868.442)</u>	<u>(704.026.548)</u>
Operational profit		146.315.809	120.710.692
Financial revenue	25	498.370.151	152.208.435
Financial cost	25	<u>(225.110.222)</u>	<u>(42.669.235)</u>
Financial revenue, net		<u>273.259.929</u>	<u>109.539.200</u>
Profit before tax		419.575.738	230.249.892
Profit tax expense	0	<u>(72.507.267)</u>	<u>(53.445.225)</u>
Net profit for the period		347.068.471	<u>176.804.667</u>
Attributable to the parent company		351.895.142	178.145.746
Attributable to the non-controlling interests		(4.826.671)	(1.341.079)
Number of shares		188.381.504	11.773.844
Other items of comprehensive income			-
Basic and diluted earnings per share (expressed in lei per share)	28	1,84	15,03
Actuarial gain / loss for the period		2.452.222	15.782.924
Exchange rate difference		(8.396.441)	31.649.572

Notes 1 to 33 are part of these financial statements.

STATEMENT OF COMPREHENSIVE INCOME
(expressed in lei, unless otherwise stated)



Total comprehensive income for the period	<u>341.124.252</u>	<u>224.237.163</u>
Attributable to the parent company	345.950.923	224.390.110
Attributable to the non-controlling interests	(4.826.671)	(152.947)
 Chairman of the Board of Administration Văduva Petru Ion		
 Director - General Ion Sterian		
	 Chief Financial Officer Marius Lupean	

Notes 1 to 33 are part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(expressed in lei, unless otherwise stated)



	<u>Share Capital</u>	<u>Share capital adjustments</u>	<u>Share premium</u>	<u>Other reserves</u>	<u>Retained earnings</u>	<u>Consolidation exchange rate difference</u>	<u>Non-controlling interests</u>	<u>Total equity</u>
Balance on 1 January 2021	<u>117.738.440</u>	<u>441.418.396</u>	<u>247.478.865</u>	<u>1.265.796.861</u>	<u>1.687.776.834</u>	<u>(13.940.839)</u>	<u>-</u>	<u>3.746.268.557</u>
Net profit for the period	-	-	-	-	178.145.746	-	(1.341.079)	176.804.667
Actuarial gain / loss for the period	-	-	-	-	15.782.924	-	-	15.782.924
	-	-	-	-	193.928.670	-	(1.341.079)	192.587.591
Dividends related to 2020	-	-	-	-	(95.839.089)	-	-	(95.839.089)
Consolidation exchange rate difference	-	-	-	-	-	30.461.439	1.188.132	31.649.571
Non-controlling interests	-	-	-	-	-	-	93.701.702	93.701.702
Balance on 31 December 2021	<u>117.738.440</u>	<u>441.418.396</u>	<u>247.478.865</u>	<u>1.265.796.861</u>	<u>1.785.866.415</u>	<u>16.520.600</u>	<u>93.548.755</u>	<u>3.968.368.332</u>
Net profit for the period reported	-	-	-	-	351.895.142	-	(4.826.671)	347.068.471
Actuarial gain / loss for the period	-	-	-	-	2.452.222	-	-	2.452.222
	-	-	-	-	354.347.364	-	(4.826.671)	349.520.693
Establishing profit reserves	-	-	-	-	(21.873.676)	-	-	(21.873.676)
Legal reserve increase	-	-	-	-	21.873.676	-	-	21.873.676
<i>Transactions with shareholders:</i>								
Increase of share capital	1.766.076.600	-	-	-	(1.766.076.600)	-	-	-
Dividends related to 2021	-	-	-	-	(174.488.368)	-	-	(174.488.368)
Consolidation exchange rate difference	-	-	-	-	-	3.411.659	(11.808.100)	(8.396.441)
Non-controlling interests	-	-	-	-	-	-	5.904.050	5.904.050
Balance on 31 December 2022	<u>1.883.815.040</u>	<u>441.418.396</u>	<u>247.478.865</u>	<u>1.265.796.861</u>	<u>199.648.810</u>	<u>19.932.259</u>	<u>82.818.034</u>	<u>4.140.908.265</u>

The exchange rate differences on consolidation arise from the presentation of the financial statements of the subsidiary Eurotransgaz in the reporting currency of the parent company (RON).

Chairman of the Board of Administration
Văduva Petru Ion

Director - General
Ion Sterian

Chief Financial Officer
Marius Lupean

Notes 1 to 33 are part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT
(expressed in lei, unless otherwise stated)

	<u>Note</u>	The year ended 31 December 2022	The year ended 31 December 2021
Cash generated from operations	26	661.712.514	622.542.890
Interest paid		(69.604.175)	(7.369.936)
Interest received		1.277.835	972.988
		<u>(77.532.781)</u>	<u>(24.095.578)</u>
Paid profit tax			
Net cash inflow from operation activities		515.853.393	592.050.364
Cash flow from investment activities			
Payments to acquire intangible assets		(598.243.216)	(941.370.046)
Payments to acquire tangible assets		(18.801.250)	(47.304.652)
Receipts from the disposal of tangible assets		479.363	861.814
Cash flow from connection fees and grants		<u>133.208.997</u>	<u>206.422.259</u>
Net cash used in investment activities		(483.356.106)	(781.390.625)
Cash flow from financing activities			
Increase of share capital		3.205.405	-
Long-term loans withdrawals		-	403.248.362
Shareholder's contributions		-	103.086.442
Long term loans repayments		(143.485.273)	(70.179.940)
Credit withdrawals/repayments for working capital		291.740.052	(20.285.208)
Payments IFRS 16		(5.157.454)	(4.704.239)
Dividends paid		<u>(175.088.518)</u>	<u>(96.322.140)</u>
Net cash used in financing activities		(28.785.788)	314.843.277
Net change in cash and cash equivalents		<u>3.711.499</u>	<u>125.503.016</u>
Cash and cash equivalent as at the beginning of the year	13	<u>414.955.056</u>	<u>289.452.040</u>
Cash and cash equivalent as at the end of the period	13	<u>418.666.555</u>	<u>414.955.056</u>

Chairman of the Board of Administration
Văduva Petru Ion

Director – General
Ion Sterian

Chief Financial Officer
Marius Lupean

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

1. GENERAL INFORMATION

The National Gas Transmission Company - SNTGN Transgaz SA (‘company’) has as main activity the transmission of natural gas. Also, the company maintains and operates the national gas transmission system and carries out research and design activities in the area of natural gas transmission. On 31 December 2022, the majority shareholder of the company is the Romanian state, through the General Secretariat of the Government.

The company was established in May 2000, following several reorganizations of the gas sector in Romania: its predecessor was part of the former national gas monopoly SNGN Romgaz SA (‘predecessor company’), which was reorganized under Government Decision 334/2000.

The natural gas sector is regulated by the ‘National Energy Regulatory Authority’ - ‘ANRE’. ANRE's main responsibilities are the following:

- issuing or withdrawing licenses for companies operating in the natural gas sector;
- publishing framework contracts for the sale, transmission, acquisition and distribution of natural gas;
- setting the criteria, requirements and procedures related to the selection of eligible consumers;
- setting the pricing criteria and the calculation methods for the natural gas sector.

The company is headquartered in 1 C.I. Motaş Square, Mediaş, Romania.

From January 2008, the company is listed at the Bucharest Stock Exchange, as a Tier 1 company, under the TGN symbol.

On 18 December 2017, the limited liability company EUROTRANSGAZ SRL Chisinau (EUROTRANSGAZ S.R.L.) was established in the Republic of Moldova. SNTGN Transgaz SA Mediaş is the sole shareholder of EUROTRANSGAZ S.R.L. under EGMS Resolution no. 10/12 December 2017 on the establishment company.

The core business of EUROTRANSGAZ is:

1. Natural gas production; natural gas transmission; natural gas distribution; natural gas storage; natural gas supply
2. Transmission through pipelines
3. Storage
4. Business and management consulting activities.

The share capital of EUROTRANSGAZ S.R.L. as of 31 December 2022 is in the amount of MDL 772.687.005 (equivalent in RON of lei 187.608.405) and is wholly owned by SNTGN Transgaz SA Mediaş - the founder of the Company, as sole shareholder.

The Decision of the Board of Administration of March 2018 approved the signing of the Sale and Purchase Agreement of I.S Vestmoldtransgaz and the payment of the price offered for the privatization and all taxes and fees related to the privatization process.

Based on the Decision no.39/05.09.2019, the Board of Directors of SNTGN Transgaz S.A. approved the authorization of Eurotransgaz (ETG) administrators to register the sale-purchase contract and the transfer of the property right on the single asset complex IS "Vestmoldtransgaz" and also to carry out any actions necessary for the reorganization procedure of Vestmoldtransgaz (VTMG) into a limited liability company.

In 2021 the European Bank for Reconstruction and Development (EBRD) became a 25% shareholder of Vestmoldtransgaz S.R.L., by depositing funds in amount of MDL 414.986.000, of which MDL 394.178.670 was recorded as a contribution to the statutory capital and the difference of MDL 20.807.330 was recognized as capital premia.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

1. GENERAL INFORMATION (CONTINUED)

For the purpose of consolidating this set of financial statements, the non-controlling interest in the Group's share capital in amount of MDL 360.974.897 represents EBRD's share in the total net assets of the Vestmoldtransgaz S.R.L. in statement as at 31 December 2022.

The consolidation method applied is the global integration method, based on a percentage of control by the parent company greater than 50%.

The Ordinary General Meeting of Shareholders approves the annual financial statements of the Company based on the reports of the Board of Administration and of the financial auditors.

2. OPERATIONAL FRAMEWORK OF THE COMPANY

Romania

The continuation of the economic reforms by the Romanian authorities is necessary for the consolidation of the internal macro-financial framework. The positive performances the Romanian economy registered must be consolidated by the application of a coherent mix of policies. In this context it can be noticed that:

- (i) According to European Commission forecasts, after a high-growth 2022, Romania's economy is set to slow, with real GDP expected to grow by around 2% in the coming years, due to rising inflation, tightening financial conditions and the aftermath of Russia's war of aggression against Ukraine. Inflation is expected to peak at the end of 2022 and remain high in 2023 before falling in 2024. Unemployment will remain at around 5-6%. The general government deficit is projected to gradually decline to 4,8% in 2024, as a result of high revenues and falling current expenditure as a share of GDP, mainly on the back of a significant increase in nominal GDP. The debt-to-GDP ratio will be around 47,6% in 2024. Overall, real GDP is projected to grow by 5,8% in 2022, 1,8% in 2023 and 2,2% in 2024.
- (ii) In the meeting of 10 January 2023, the Board of the National Bank of Romania decided:
 - to increase the monetary policy rate to 7,00 % per year, from 6,75 % per year from 11 January 2023;
 - increase the interest rate on the lending facility (Lombard) to 8,00 per cent per year from 7,75 per cent per year and increase the interest rate on the deposit facility to 6,00 per cent from 5,75 per cent per year from 11 January 2023;
 - to maintain the current levels of the mandatory minimum reserves for the lei and currency liabilities of the credit institutions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

- (iii) In view of the November 2022 NBR Inflation Report, the annual CPI inflation rate rose to 15,88 percent in September (0,83 percentage points higher than in June), but slowed down compared to the previous quarter. Disinflationary action was exerted by the fuel group as a result of the government's measure to compensate the price of a litre of fuel by 50 bani (starting in July), but also of the slightly downward slope of the Brent price throughout the third quarter. Also in the energy segment, the electricity and gas bill payment support scheme continued to strongly dampen the pass-through of successive shocks in the energy markets into final prices. The economic environment remains burdened by inflationary pressures stemming from production costs, the pass-through of which to consumer prices is facilitated by resilient demand. The phenomenon is more pronounced for food commodities - especially processed food, with a substantial contribution to the increase in adjusted core CORE2 inflation, whose annual change reached 11,9% in September.
- (iv) Fitch International Rating Agency confirmed on 17.06.2022 the rating of the National Natural Gas Transmission Company Transgaz at "BBB-" with stable outlook. "The confirmation of Transgaz' rating is based on its strong business profile as title holder and operator of the gas transmission network in Romania, as well as our expectations regarding the continuity of the regulatory framework in the new regulatory period from October 2024," the agency's report said.
- (v) Fitch Ratings confirmed Romania's sovereign rating at "BBB " with a negative outlook, which is the last rating in the "investment-grade" category (recommended for investment), according to a press release from the financial rating agency of 07.10.2022. The negative outlook reflects downside risks to Romania's economic, fiscal and external performance from the war in Ukraine and the European energy crisis, aggravated by the much weaker euro area growth outlook and tighter external financing conditions than at the time of the last review in April. These risks are compounded by the competing policy objectives underlying the persistent macroeconomic imbalances. They also reflect continued uncertainty about the implementation of policies to address structural fiscal imbalances over the medium term, despite the progress made this year.

At the end of 2021, as compared to the end of 2020, the LEU depreciated both against the EURO (`EUR`) and the US dollar (`USD`). Thus, as compared to the end of 2020, the LEU depreciated by 1,62% against EUR (4,9481 as at 31 December 2021; 4,8694 as at 31 December 2020) and depreciated by 10,20% against the USD (4,3707 as at 31 December 2021; 3,9660, as at 31 December 2020).

At the end of 2022, the LEU increased against the EURO (`EUR`) and depreciated against the US dollar (`USD`). Thus, as compared to the end of 2022 the LEU increased by 0,01% against EUR (4,9474 as at 31 December 2022, ; 4,9481 as at 31 December 2021 and depreciated by 6,04% against USD (4,6346 as at 31 December 2022, 4,3707 lei as at 31 December 2021).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared based on a going concern principle.

The main accounting policies applied in the preparation of these financial statements are presented below. These policies were consistently applied to all the financial years considered, unless otherwise stated.

3.1 Basis of preparation

The financial statements of the company were prepared in accordance with the International Financial Reporting Standards adopted by the European Union (`EU IFRS`). The financial statements were prepared based on the historical cost convention, except for the financial assets which are measured at fair value by the profit and loss account or at the fair value among other elements of the comprehensive income.

The preparation of the financial statements in accordance with EU IFRS requires the use of critical accounting estimates. Also, the management is required to use judgment in applying the company's accounting policies. Areas with a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are presented in Note 5.

Since 2017, the year in which EUROTRANSGAZ was established with SNTGN Transgaz S.A. as its founder, the company is required to prepare consolidated financial statements in accordance with IFRS 10-Consolidated Financial Statements, IFRS 12-Disclosure of Interests in Other Entities and IAS 21-The Effects of Changes in Foreign Exchange Rates.

As of 2018, following the acquisition of Vestmoldtransgaz SRL in Moldova by Eurotransgaz SRL, Transgaz, as the parent company, files consolidated group financial statements including the consolidation of Eurotransgaz SRL with Vestmoldtransgaz SRL in Moldova.

The consolidation of Transgaz with ETG was done in stages, i.e. the consolidation of ETG with VTMG in the first phase, followed by their consolidation in the financial statements of the parent company, Transgaz.

The annual financial statements of non-resident companies are converted using the closing rate method, which means that the balance sheet is converted at the NBR rate issued on 31 December 2022 (closing rate) and the income statement is converted at the average annual rate published by the NBR for Q3 2022. The use of these different rates results in a conversion difference.

In accordance with the Accounting Law no. 82/1991 republished, as amended and supplemented, and with OMFP 2844/2016, as amended and supplemented, for the approval of accounting regulations in accordance with International Financial Reporting Standards, the parent company must prepare both its own individual financial statements and consolidated financial statements of the Group.

IFRS 10 sets out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee and also sets out the accounting requirements for the preparation of consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The parent company must prepare consolidated financial statements using uniform accounting policies for similar transactions and events in similar circumstances. Consolidation of an investee shall begin at the date when the investor obtains control and shall cease when the investor loses control of the investee.

The parent company must disclose non-controlling interests in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent company. Changes in a parent's interest in the equity of a subsidiary that do not result in the parent losing control of the subsidiary are equity transactions (i.e., transactions with owners, in their capacity as owners).

If a parent-company loses control of a subsidiary, the parent shall: (a) derecognise the assets and liabilities of the former subsidiary in the consolidated statement of financial position; (b) recognise any undistributed investment in the former subsidiary at its fair value when it loses control and subsequently account for those investments and amounts due from or to the former subsidiary in accordance with the relevant IFRSs. That fair value shall be deemed to be the fair value at initial recognition of a financial asset in accordance with IFRS 9 or, if applicable, the cost at initial recognition of an investment in an association or joint venture; (c) recognise the gain or loss associated with the loss of control attributable to the former controlling interest.

The consolidated financial statements incorporate the financial statements of the Company and the affiliated entity, EUROTRANSGAZ under the control of the Company by combining similar items of assets, liabilities, equity, expenses and cash flows of the parent company with those of the affiliated company, offsetting (eliminating) the carrying amount of the parent's investment in each subsidiary and the parent's share of each subsidiary's equity and eliminating in full the assets and liabilities, equity, income, expenses and cash flows within the group that relate to intra-group transactions.

A company controls an investee when it is exposed to or has rights to variable income based on its ownership interest in the investee and has the ability to influence that income through its authority over the investee. The control principle therefore establishes the following three elements of control:

1. Authority over the investee;
2. Exposure or rights to variable income based on participation in the investee; and
3. Ability to use authority over the investee to influence the value of the investor's results.

The Company presents investments in the affiliated entity in the separate financial statements as "Financial assets".

IFRS 3 requires the acquirer, after recognising identifiable assets, liabilities and all non-controlling interests to identify any differences between:

- a) Aggregation of the consideration transferred, any non-controlling interests in the entity acquired and in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interests in the acquiree, and
- b) Net identifiable assets acquired;

Generally the difference will be recognised as goodwill. In accordance with IAS 36 - Impairment of Assets, goodwill acquired in a business combination shall be tested for impairment annually.

Consolidation procedures under IFRS 10

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidated financial statements:

- combines similar items of assets, liabilities, equity, income, expenses and cash flows of the parent company with those of subsidiaries;
- offsets (eliminates) the carrying amount of the parent's investment in the subsidiary and the parent's share of the subsidiary's equity; accounting is in accordance with IFRS 3;
- fully eliminates assets and liabilities, equity, income, expenses and cash flows within the group that relate to transactions between group entities: profits or losses arising from intra-group transactions that are recognised in assets, such as inventories and fixed assets, are fully eliminated.

Accounting regulations applicable as of 2016

Amendments to various Improvements to IFRSs (2014-2016 Cycle) resulting from the project to improve IFRSs (IFRS 1, IFRS 12, IAS 28) mainly to eliminate inconsistencies and to clarify certain formulations (Amendments to IFRS 12 are applicable for the annual periods beginning on or after 1 January 2017 and the Amendments to IFRS 1 and IAS 28 are applicable for the annual periods beginning on or after 1 January 2018).

(a) Standards and interpretations applicable as of 2017

The following standards and amendments of the current standards, issued by the International Accounting Standard Board (IASB) and adopted by the European Union (EU) became applicable in 2017:

Amendments to IAS 12 "Income Tax"

Recognition of Deferred Tax Assets for Unrealised Losses (applicable for the annual periods beginning on or after 1 January 2017);

Amendments to deferred tax recognition for unrealized assets clarify the following aspects:

- Unrealized loss on debt instruments measured at fair value and at cost for tax purposes will give rise to a deductible temporary difference regardless of whether the holder of the debt instrument expects to recover the accounting value of the debit instrument by sale or by use;
- The accounting value of an asset does not limit the estimation of the future taxable profits
- Estimates of future taxable profits exclude tax deductions resulting from the lapse of taxable temporary differences;
- The entity estimates a deferred tax in combination with other deferred taxes. Where tax law restricts the use of tax loss, an entity will estimate deferred tax in combination with other deferred tax of the same type.

The Amendments are applicable for the period starting from or after 2017. The previous application is allowed;

The amendments to IAS 7 Statement of Cash Flows – Disclosure Initiative (applicable for the annual periods beginning on or after 1 January 2017);

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Standards and interpretations applicable as of 2018

At the date of reporting of these Financial Statements, the following standards, revisions and interpretations became applicable:

IFRS 9 Financial Instruments - adopted by the UE on 22 November 2016 (applicable for the annual periods beginning on or after 1 January 2018) replaces IAS 39 – Financial Instruments - Recognition and Measurement;

IFRS 9 includes the requirements on financial instruments referring to recognition, classification, evaluation, depreciation loss, derecognition and hedge accounting against risks:

- Classification and evaluation: IFRS 9 introduces a new approach to the classification of financial assets and comprises three main categories of financial assets: measured at amortized cost, at fair value through other comprehensive income elements, at fair value through profit or loss. The IFRS 9 classification is determined by the cash flow and business model in which an asset is held. This unitary approach based on principles eliminates the financial asset classification categories in IAS 39: held-to-maturity, loans and advances and available-for-sale financial assets. The new model will also determine the existence of a single depreciation model applicable to all financial instruments.
- According to IFRS 9, derivatives incorporated into contracts, where the host instrument is a financial instrument for the purpose of this standard, are not separate, but the entire hybrid instrument is considered for classification.
- Impairment loss: IFRS 9 introduces a new anticipated impairment loss model based on expected loss, which will require anticipated recognition of expected loss from impairment of receivables. The standard requires entities to recognize the anticipated impairment loss on receivables from the time of initial recognition of financial instruments, and to recognize the anticipated impairment loss over their lifetime. The amount of expected loss will be updated for each reporting period so as to reflect changes in credit risk as compared to initial recognition.
- *Impairment*: applies to commercial receivables that do not have a funding component is measured at amortized cost (the condition is that assets are held within a business model whose objective is to collect cash flows);
- *Hedge accounting*: IFRS 9 introduces a significantly improved hedge accounting model which includes additional disclosure requirements for risk management activity. The new model is a significant revision of the hedge accounting principles, which allows the alignment of the accounting treatment with the risk management activities.

IFRS 15 "Revenue from Contracts with Customers" as subsequently amended and amendments to IFRS 15 "Effective Date of IFRS 15" adopted by the EU on 22 September 2016 (applicable for the annual periods beginning on or after 1 January 2018);

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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

IFRS 15 establishes a single model for the entities for revenue accounting resulting from customer contracts, replacing the following standards and interpretations from the date of entry into force:

- IAS 18 - Revenue;
- IAS 11 - Construction Contracts
- IFRIC 13 - Customer Loyalty Programmes;

Standards and interpretations that will come into force/applicable as of 2019 or at a future date

- IFRIC 15 - Agreements for the Construction of Real Estate;
- IFRIC 18 - Transfers of Assets from Customers;
- SIC 31 – Income - Barter Transactions Involving Advertising Services

The core principle of IFRS 15 is that an entity recognizes revenue when the goods or services promised to customers are transferred at a value that reflects the consideration the entity expects to have the right to exchange for those goods or services. An entity recognizes revenue in accordance with this core principle by applying the following steps: contract identification; identifying performance obligations from the contract; determining the transaction price; allocating the transaction price for the contract performance obligations; recognizing revenue when (or as) it fulfils an execution obligation.

The revenue from services provision is recognized as follows:

- based on the tariffs regulated by ANRE for firm/ interruptible natural gas transmission services through the National Transmission System;

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- based on the transmission tariffs approved by ANRE for the transmission capacity booking on the entry/ exit points in/out of the natural gas transmission pipeline Isaccea 2-Negru Vodă 2;
- based on the tariffs negotiated within the transmission contract for the transmission capacity booking on the Isaccea 3-Negru Vodă 3 gas transmission pipeline;
- by auction, on the Regional Capacity Booking Platform (RBP) for the trading of bundled and unbundled capacity at cross-border interconnection points with transmission systems from European Union member countries,
- on the basis of regulated tariffs for activities related to the operation of the gas transmission system;
- prices determined on the basis of ANRE regulations for the balancing and neutrality activity within the provision of the transmission service;
- tariffs determined based on ANRE regulations for the administration of the balancing market.

For goods developed under the Concession Agreement, achieved in-house, the revenue is recognized at the level of the costs incurred.

Amendments to IAS 40 "Property Investment"—*property related to Investment transactions (applicable for the annual periods beginning on or after 1 January 2018);*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

IFRIC 22 "Foreign Currency Transactions and Advance Consideration" (applicable for the annual periods beginning on or after 1 January 2018); the interpretation refers to the determination of the transaction date to determine the exchange rate to be used for the initial recognition of an asset, expense or income (or part thereof) in the derecognition of a non-monetary asset or non-monetary debt generated by a payment in advance in foreign currency. IFRIC 22 does not provide for guidance on the definition of the monetary and non-monetary items. A payment or advance payment generally leads to the recognition of a non-monetary asset/liability, but it may also lead to the recognition of a monetary asset/liability.

At the date of the reporting of these Financial Statements the following standards and interpretations are not applicable and they will enter into force on or after 1 January 2019:

- **IFRS 16 Leases** (applicable for the annual periods beginning on or after 1 January 2019); at the date of entry into force IFRS 16 will replace the following standards and interpretations:
 - IAS 17 - Leases;
 - IFRIC 4- Determining whether an Arrangement Contains a Lease;
 - SIC 15 – Operating Leases - Incentives;
 - SIC 27- Evaluating the Substance of Transactions in the Legal Form of a Lease.

IFRS 16 provides a control model for the identification of leases by establishing principles for the recognition, measurement and disclosure of leases, i.e. the right to control the use of an identified asset for a specified period of time in return for consideration. The right to control the use of the identified asset exists if the customer has the right to obtain substantially all the economic benefits and also the right to determine the manner and purpose for which the asset is used.

IFRS 16 introduces significant changes in lease accounting, in particular by eliminating the distinction between finance lease and operating lease, and requires the lessee to recognize a usable asset and a lease liability at the date of commencement of the contract, except for short-term leases or low-value asset lease.

As of 1 June 2020, IFRS 16 was amended to provide a practical expedient to lessees` s rent concessions occurring as direct consequence of the COVID-19 pandemic and meeting the following criteria:

- (a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (b) The reduction in lease payments relates only to payments due on or before 30 June 2021; and (c) There is no substantive change to other terms and conditions of the lease.

Rent concessions meeting these criteria can be accounted according to the practical opportunity, which means that the lessee does not assess whether the rent concession meets the definition of a lease modification. The lessees apply other IFRS 16 requirements in the accounting of the accounting for the concession.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Amendments to IFRS 2 `Share-based Payment` – Classification and measurement of share-based payment transactions (applicable for the annual periods beginning on or after 1 January 2018);

- Amendments to IFRS 4 `Insurance Contracts` - Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts (applicable for the annual periods beginning on or after 1 January 2018 or at the application for the first time of IFRS 9 `Financial Instruments`);
- Amendments to IFRS 10 `Consolidated Financial Statements` and IAS 28 `Investments in Associates and Joint Ventures` - Sale or contribution of assets between an investor and its associate or joint venture and its further amendments (the effective date was deferred indefinitely until completion of the research on the equity method);
- IFRIC 23- `Uncertainty over Income Tax Treatment` was prepared as an interpretation regarding IAS 12 Income Taxes, to specify the way of the uncertainty over the income tax accounting is presented.

The IFRS Interpretation Committee developed IFRIC 23 to clarify uncertainties over how tax law applies to a particular transaction or circumstance or the extent to which a tax authority will accept a company`s tax treatment company. IAS 12 Income Taxes specifies how to account for current and deferred tax, but not how to reflect the effects of uncertainty .

In 2020, the IASB finalizes the amendments to IAS 1 and IAS 8 on the definition of “significant”
”Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity based on that financial statement, which provides financial information about a particular reporting entity. ”

The following changes are valid as of 1 January 2022:

- Onerous contracts - The cost of performing a contract (Amendments to IAS 37); IAS 37 Provisions, Contingent Liabilities and Contingent Assets (Amendment - Onerous Contracts - Cost of Fulfilling a Contract) - In May 2020, the IASB issued amendments to IAS 37 that specify the costs that a company includes when assessing whether a contract will result in a loss and is therefore recognised as an onerous contract. These amendments are expected to result in more contracts being accounted for as onerous contracts as they increase the scope of costs that are included in the assessment of the onerous contract.
- Annual Improvements to IFRSs: 2018-2020 Cycle - In May 2020, the IASB issued minor amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IAS 41 Agriculture and illustrative examples accompanying IFRS 16 Leasing.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- The Conceptual Framework for Financial Reporting (Amendments to IFRS 3) - In May 2020, the IASB issued amendments to IFRS 3, which update a reference to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. The amendments are effective for annual reporting periods beginning on or after 1 January 2022. Earlier application is permitted.
- IAS 16 Property, Plant and Equipment (Amendment - Proceeds before Intended Use) - In May 2020, the IASB issued amendments to IAS 16 that prohibit a company from deducting amounts received from the sale of items produced while the company is preparing the asset for its intended use from the cost of property, plant and equipment. Instead, a company will recognise such sales revenue and any related costs in profit or loss.

New standards, interpretations and amendments with subsequent applicability.

The company has chosen not to apply in advance these standards, interpretations and amendments to be subsequently applicable

- IFRS 17 Insurance Contracts - IFRS 17 introduces an internationally consistent approach to accounting for insurance contracts. Prior to IFRS 17, there was significant diversity worldwide in the accounting and presentation of insurance contracts, with IFRS 4 allowing many previous (non-IFRS) accounting approaches to continue to be followed. IFRS 17 will result in significant changes for many insurers, requiring adjustments to existing systems and processes. In December 2021, the IASB amended IFRS 17 to add a transition option to address potential accounting mismatches between financial assets and insurance contract liabilities in comparative information presented on initial application of IFRS 17 and IFRS 9, thereby improving the usefulness of comparative information for users of financial statements.
- IAS 1 Presentation of Financial Statements (Amendment - Classification of Liabilities as Current or Long-Term) - In January 2020, the IASB issued amendments to IAS 1 that clarify how an entity classifies liabilities as current or long-term. The amendments originally had an effective date of 1 January 2022, however, in July 2020, this was delayed until 1 January 2023 due to the COVID-19 pandemic. These changes are expected to have a significant impact on many entities, with several debts being classified as current, particularly those with loan-related conditionalities. The International Accounting Standards Board (IASB) issued "Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)" providing a more general approach to the classification of liabilities in accordance with IAS 1 based on existing contractual arrangements in the reporting. The International Accounting Standards Board (IASB) issued "Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)" providing a more general approach to the classification of liabilities in accordance with IAS 1 based on existing contractual arrangements in the reporting.
- The changes were initially valid for annual reporting periods beginning on or after 1 January 2022. However, in May 2020, the effective date was postponed to annual reporting periods beginning on or after 1 January 2023:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Changes in the Classification of Liabilities in Current or Non-Current (Amendments to IAS 1) affect only the presentation of liabilities in the statement of financial position - not the amount or timing of the recognition of any assets, income or expenses or the information that entities disclose about these items. The following is clarified:

- ✓ The classification of liabilities as current or non-current should be based on rights that exist at the end of the reporting period and the wording shall be aligned in all relevant paragraphs to refer to the "right" to defer settlement by at least twelve months and clarify that only the rights in force "at the end of the reporting period" should affect the classification of a debt;
 - ✓ The classification is not affected by expectations that an entity will exercise its right to defer the settlement of a debt;
 - ✓ Settlement refers to the transfer to the counterparty of the cash, equity instruments, other assets or services.
 - ✓ An entity applies this interpretation for annual reporting periods beginning on at or after 1 January 2019. Application prior to this date is permitted.
 - ✓ An `uncertain tax treatment` is a tax treatment for which there is uncertainty over whether the relevant taxation authority will accept the tax treatment under the tax law.
- Disclosure of Accounting Policies (Amendment to IAS 1 and IFRS Practice Statement 2) - In February 2021, the IASB issued amendments to IAS 1 that change the disclosure requirements regarding accounting policies from "significant accounting policies" to "disclosures about material accounting policies". The amendments provide guidance on when accounting policy information can be considered material. The amendments to IAS 1 are effective for annual reporting periods beginning on or after 1 January 2023, with earlier application permitted. As IFRS Practice Statements are non-binding guidance, no mandatory effective date has been specified for amendments to IFRS Practice Statement 2.
 - Definition of accounting estimates (amendment to IAS 8) - In February 2021, the IASB issued amendments to IAS 8 that added to the definition of accounting estimates in IAS 8. The amendments also clarified that the effects of a change in an input or measurement technique are changes in accounting estimates, unless they result from correcting prior period errors.
 - Deferred tax relating to assets and liabilities arising from a single transaction (amendments to IAS 12) - In May 2021, the IASB issued amendments to IAS 12 clarifying whether the initial recognition exemption applies to certain transactions that result in both an asset and a liability recognised simultaneously (for example, a lease within the scope of IFRS 16). The amendments introduce an additional criterion for the initial recognition exemption under IAS 12.15, whereby the exemption does not apply to the initial recognition of an asset or liability that, at the time of the transaction, gives rise to equal taxable and deductible temporary differences.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Reporting on segments

Reporting on business segments is made consistently with the internal reporting by the main operating decision-maker. The main operating decision-maker, which is in charge with resource allocation and assessment of business segments' performance, was identified as being the Board of Administration, which makes the strategic decisions.

3.3 Transactions in foreign currency

a) *Functional currency*

The items included in the financial statements of the company are valued using the currency of the economic environment where the entity operates ('functional currency'). The financial statements are presented in Romanian leu ('lei'), which is the functional currency and the currency of company presentation.

b) *The rounding level used in the presentation of the financial statements*

In the financial statements the value are presented rounded by units.

c) *Transactions and balances*

Transactions in foreign currency are converted into functional currency using the exchange rate valid on the date of transactions or valuation at the balance sheet date. Profit and loss resulting from exchange rate differences following the conclusion of such transactions and from the conversion at the exchange rate at the end of the reporting period of monetary assets and liabilities denominated in foreign currency are reflected in the statement of the comprehensive income.

3.4 Accounting for the effects of hyperinflation

Romania has gone through periods of relatively high inflation and was considered hyperinflationary under IAS 29 'Financial Reporting in Hyperinflationary Economies'. This standard required financial statements prepared in the currency of a hyperinflationary economy to be presented in terms of purchasing power as of 31 December 2003. As the characteristics of the economic environment in Romania indicate the cessation of hyperinflation, from 1 January 2004, the company no longer applies IAS 29.

Therefore, values reported in terms of purchasing power on 31 December 2003 are treated as basis for the accounting values of these financial statements.

3.5 Intangible Assets

Computer Software

Licenses acquired related to rights of use of the computer software are capitalized on the basis of the costs incurred with the acquisition and operation of the software in question. These costs are amortized over their estimated useful lives (three years).

Costs associated with developing or maintaining computer software are recognized as expenses in the period in which they are registered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Service Concession Agreement

From 2010, the company started to apply IFRIC 12 **Service Concession Arrangements**, adopted by the EU. The scope of IFRIC 12 includes: the existing infrastructure at the time of signing the concession agreement and, also, the modernization and improvement brought to the gas transmission system, which are transferred to the regulatory authority at the end of the concession agreement.

As presented in Note 8, the company is entitled to charge the users of the public service and, consequently, an intangible asset was recognized for this right.

Due to the fact that the Service Concession Agreement (‘SCA’) had no commercial substance (i.e. nothing substantial changed in the way the company operated assets; cash flows changed only with the payment of royalties, but, on the other hand, the transmission tariff increased to cover the royalty), the intangible asset was measured at the remaining net value of the derecognized assets (classified in the financial statements as tangible assets on the date of application of IFRIC 12). Consequently, the company continued to recognize the asset, but reclassified it as intangible asset. The company tested the intangible assets recognized at the time without identifying depreciation. As they occur, costs of replacements are recorded as expense, while the improvements of assets used within SCA are recognized at cost.

Intangible assets are amortized at zero value during the remaining period of the concession agreement.

3.6 Tangible Assets

Tangible assets include buildings, land, assets used for the non-regulated international transmission activity (e.g. pipelines, compressors, filtering installations, devices).

The company’s policy is to reflect intangible assets at their cost at their cost less any accumulated depreciation and any impairment accumulated losses.

Buildings include particularly ancillary buildings of operating assets, a research centre and office buildings.

Further expenses are included in the book value of the asset or recognized as separate asset, as the case may be, only when the entry of future economic benefits for the company associated to the item is likely and the cost of the respective item can be valued in a reliable manner. The book value of the replaced asset is taken off the books. All the other expenses with repairs and maintenance are recognized in the statement of comprehensive income in the financial period when they occur.

Land is not depreciated. Depreciation on other items of tangible assets is calculated based on the straight-line method in order to allocate their cost minus the residual value, during their useful life, as follows:

	<u>Number of years</u>
Buildings	50
Assets of the gas transmission system	20
Other fixed assets	4 - 20

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Before 31 December 2008, costs of indebtedness were incurred as they occurred. As of 1 January 2009, costs of indebtedness attributable directly to the acquisition, construction or production of an asset with a long production cycle are capitalized as part of the cost of the respective asset. Costs of indebtedness attributable directly to the acquisition, construction or production of a long lead asset are those costs of indebtedness that would have been avoided if expenses with the asset hadn't been made. To the extent that funds are borrowed specifically for obtaining a long-lead asset, the borrowing costs eligible for the capitalization of the respective asset is determined by the actual cost generated by that borrowing during the period, minus the revenue from the temporary investments of those borrowings. To the extent that funds are generally borrowed and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset.

The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the entity that are outstanding during the period, other than borrowings made specifically for obtaining the long-lead asset.

The costs of the funds borrowed for obtaining a long lead asset (achievement of the investment) are capitalized by the company on the asset as a difference between the current leverage costs related to such loan during the period and any revenue from the investments obtained from the temporary investment of these loans.

Borrowing costs attributable to the arrangement are recognized as an expense in the period in which they are incurred, unless the operator has the contractual right to receive an intangible asset, in which case the borrowing costs attributable to an arrangement are capitalized during the engagement stage.

The residual values of the assets and their useful lives are reviewed and adjusted as appropriate, at the end of each reporting period.

The book value of the asset is written down immediately to its recoverable amount if the book value of the respective asset is greater than its estimated recoverable amount (Note 3.7).

Gain and loss on disposal are determined by comparing amounts to be received with the book value and are recognized in the statement of comprehensive income in the period in which the sale took place.

3.7. Impairment of non-financial assets

Depreciated assets are reviewed for impairment loss whenever events or changes in circumstances indicate that the book value may not be recoverable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The impairment loss is the difference between the book value and the recoverable amount of the asset. The recoverable amount is the greater of the asset's fair value minus costs to sell and value in use. An impairment loss recognized for an asset in prior periods is reversed if there are changes in the estimates used to determine the recoverable amount of the asset at the date the last impairment loss was recognized. For the calculation of this impairment, assets are grouped at the lowest levels for which there are identifiable independent cash flows (cash generating units).

Depreciated non-financial assets are reviewed for possible reversal of the impairment at each reporting date.

3.8 Assets of public domain

In accordance with Public Domain Law No. 213/1998, pipelines for gas transmission are public property. Government Decision 491/1998, confirmed by Government Decision 334/2000, states that fixed assets with a gross historical statutory book value of lei 474.952.575 (31 December 2017: RON 474.952.575), representing gas pipelines, are managed by the company. Therefore, the company has the exclusive right to use such assets during the concession and shall return them to the state at the end of this period (see Note 8). The company receives most of the benefits associated with the assets and is exposed to most of the risks, including the obligation to maintain network assets over a period at least equal to the remaining useful life, and the financial performance of the company is directly influenced by the state of the network. Therefore, before 1 January 2010, the company recognized those assets as tangible assets, with a proper reserve in the shareholders' equity (see Note 5.2.).

Accounting policies applied to these assets were the same as those applied to the company's tangible assets (Notes 3.7 and 3.6).

The company adopted IFRIC 12 as of 1 January 2010 and reclassified these assets and the subsequent improvements as intangible assets (except for international transmission pipelines).

Starting with 01.01.2018, IFRS 15 "Revenues from the contracts with the clients" became applicable in Romania. This standard replaces a set of older standards (such as IAS 11, IAS 18) and changes IFRIC 12 giving a new interpretation to the contract notion. Therefore, our company registered the discounted receivables related to the regulated value remained undepreciated at the end of the concession agreement as a counterperformance and an intangible asset at a value diminished with the amount of the discounted receivables.

In accordance with Public Concession Law No. 238/2004, a royalty is due for public goods managed by companies other than state-owned. The royalty rate for using the gas transmission pipelines is set by the government. As of October 2007, the royalty was set at 10% of the revenue. The duration of the concession agreement is 30 years, until 2032.

Subsequent to entry into force of the provisions of art. 103 para. 2 of Law no. 123/2012, as of 12 November 2020, the royalty was set at 0,4%, from the domestic and international gas transmission services provided by the company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.9 Financial assets

The company classifies its financial assets into the following categories: measured at fair value through profit or loss, measured at depreciated cost and measured at fair value by other elements of the comprehensive income. Classification is made depending on the purpose for which the financial assets were acquired. The management sets the classification of these fixed assets upon initial recognition.

(a) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not listed in an active market. They are included in the current assets, except for those which have a maturity greater than 12 months after the end of the reporting period. These are classified as fixed assets. Loans and receivables of the company include `trade receivables and other receivables` and cash and cash equivalent in the statement of the financial position (Notes 3.11 and 3.13).

Law 127/2014 entered into force on 5 October 2014 states that if the concession contract is terminated for any reason, or upon contract termination, the investment made by the national transmission system operator shall be transferred to the national transmission system owner or another grantor on payment of compensation equal to the regulated value which was not depreciated fixed by ANRE. The company recognized for the investments made until the balance sheet date an updated receivable related to the regulated value remained undepreciated at the end of the concession agreement, at a counterperformance and an intangible asset at a value less the updated receivable. The discount rate used to calculate the present value of the debt is long-term government bonds, zero coupon, over a period close to the remainder of the concession agreement. The initial measurement of the compensation is made at the fair value which reflects the credit risk which applies to the regulated amount remaining unamortized at the end of the contract. Subsequent valuation is done at amortized cost using the effective interest method. The actual interest rate used is based on historical data and does not change according to market interest rate.

In 2019, ANRE Order no. 41/2019 on the adjustment of asset regulated value to the inflation rate. The company records the present value of the contractual cash flows recalculated as a result of the adjustment of the regulated asset value to the inflation rate and recognizes a gain or loss from the change in the profit or loss account.

(b) *Financial assets measured at fair value through the profit or loss account or measured at fair value by other elements of the comprehensive income*

IFRS 9 introduces a new approach to the classification of financial assets and comprises three main categories of financial assets: measured at amortized cost, at fair value through other comprehensive income, at fair value through profit or loss. The classification on IFRS 9 is determined by the cash flow characteristics and the business model in which an asset is held. This unitary approach based on principles eliminates the classification of financial assets in IAS 39: held-to-maturity investments, loans and receivables, and available for sale financial assets. The new model will also determine the existence of a single depreciation model applicable to all financial instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Upon initial recognition, an entity may make an irrevocable choice to present to other comprehensive income elements the subsequent changes in the fair value of an investment in an equity instrument that is neither held for trading nor is it a recognized contingent consideration by an acquirer in a business combination to which IFRS 3 applies. In this case it will recognize the dividends from that investment in the income statement.

(c) Impairment of financial assets

At each reporting date, the company assesses whether there is objective evidence that a financial asset or group of financial assets suffered impairment. A financial asset or group of financial assets is impaired and impairment loss is incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss generating event') and if such event (or events) which generates loss has (have) an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the company uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or debtor;
- breach of contract, such as default or delinquency in interest or loan payment;
- the company, for economic or legal reasons relating to the borrower's financial difficulty, grants to the borrower a concession that the lender would not otherwise have had in view;
- it is likely that the debtor will go bankrupt or enter another form of financial reorganization;
- disappearance of the active market for that financial asset because of financial difficulties; or
- observable data indicate that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified for individual financial assets in the portfolio, including:
 - adverse changes in the payment status of debtors in the portfolio; and
 - economic conditions, at national or local level, that correlate with defaults, relating to the assets in the portfolio.

The company assesses first whether objective evidence of impairment exists.

(i) Assets registered at amortized cost

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment testing of trade receivables is described above.

For loans and receivables, the amount of the loss is measured as the difference between the book value of the asset and the updated value of estimated future cash flows (excluding future credit loss which was not incurred), discounted at the asset's original rate; the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. In practice, the company may measure impairment based on the fair value of an instrument using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized (such as an improvement in the credit rating of the borrower), the reconsidered of impairment loss recognized previously in profit or loss.

(ii) *Assets measured at cost*

The share held at Eurotrangaz SRL is recognized at its fair value as of the date of trading, being evaluated, after the initial recognition, at cost according to Art.4.1.2 of IFRS 9 and Art.10.a-IAS 27-Separate Financial Statements:

"When an entity prepares separate financial statements, it shall account for investments in subsidiaries, joint ventures and associates either at cost, in accordance with IFRS 9 or using the equity method."

In 2022 the company evaluated the stake held in Eurotrangaz SRL in order to identify any possible impairment losses No impairments were found.

3.10. Inventories

Inventories are stated at the lower of cost and net achievable value.

The components recovered from disassemblings and repairs of pipelines built by the company are recorded as stocks at a value determined by a technical committee. The amount so determined does not exceed the net achievable value.

The cost is determined based on the first in, first out method. Where necessary, adjustment is made for obsolete and slow moving inventories. Individually identified obsolete inventories are adjusted for the full value or written off. For slow moving inventory, an estimate is made of the age of each main category on inventory rotation.

3.11. Value added tax

The calculation of the general adjustment for the depreciation of stocks is made monthly depending on the age of the existing items in stock, applying the following percentages according to age: 0 - 12 months 0%; 1 - 2 years 10%; 2 - 3 years 30% - 40%; over 3 years 75% - 80%.

The cost of natural gas used for the balancing activity related to the transmission system is determined based on the average weighted cost method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The minimum gas stock that the company, as holder of the national natural gas transmission system operating license is required to have in underground storage facilities, is established by decision of the President of the National Energy Regulatory Authority (ANRE President). The Decision no. 588/08.04.2020 of the ANRE President established the obligation for the company to have a minimum level of natural gas stock of 560.724,517 MWh as at 31 October 2020, and the Decision no. 748/14.04.2021 of the ANRE President established the obligation for the company to have a level of natural gas stock of 597.115,143 MWh as at 31 October 2021.

The debt adjustment policy according to IFRS9 is presented in note 12.

3.12. Trade receivables

Trade receivables are amounts due from customers for services rendered in the ordinary course of business. If the collection period is one year or less (or in the normal operating cycle of the business), they are classified as current assets. If not, they are presented as fixed assets.

Trade receivables are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, minus the adjustments for impairment.

The value added tax must be paid to tax authorities based on the monthly VAT declaration by the 25th of the following month, regardless of the collection of receivables from customers. Tax authorities allow the settlement of VAT on a net basis. If the deductible VAT is higher than the output VAT, the difference is refundable at the request of the company. That VAT can be refunded after a tax audit, or, even in its absence, if certain conditions are met. VAT on sales and purchases which are not settled at the end of the reporting period is recognized in the statement of financial position at net value and disclosed separately as a current asset or liability. In cases where adjustments were made for impairment of receivables, impairment loss is recorded for the gross amount of the debtor, including the VAT. The related VAT has to be paid to the State and can be recovered, as from the date of the judgment or, as the case may be, the date of the closure of the bankruptcy, according to the insolvency law.

3.13. Cash and cash equivalent

Cash and cash equivalents comprise cash on hand, cash in current accounts with banks, other short-term investments with high liquidity and with maturity terms of up to three months and overdrafts from banks. In the statement of financial position, overdraft facilities are registered at loans, under current liabilities.

3.14 Equity

Share capital

Ordinary shares are classified as equity.

Additional costs directly attributable to the issue of new shares or options are registered at equity as a deduction, net of tax, from the receipts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends

Dividends are recognized as liabilities and deducted from equity at the end of the reporting period if they are declared before or at the end of the reporting period. Dividends are recognized when they are proposed before the end of the reporting period, or when they were proposed or declared after the end of the reporting period but before the date the financial statements were approved for issue.

The company did not distribute partial dividends during the financial year.

3.15 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs recorded. Subsequently, borrowings are stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in profit or loss during the borrowings, based on the effective interest method.

Borrowings are classified as current liabilities, unless the company has an unconditional right to defer payment of debt for no less than 12 months after the end of the reporting period.

3.16 Current and deferred profit tax

Tax expense for the period includes the current tax and the deferred tax and is recognized in profit or loss, unless it is recognized in other items of the comprehensive income or directly in equity because it relates to transactions that are, in turn, recognized in the same or in a different period, in other items of the comprehensive income or directly in equity.

Current profit tax expense is calculated based on the tax regulations in force at the end of the reporting period. The company periodically evaluates situations where the applicable tax regulations are subject to interpretation and establishes provisions/ adjustments for impairment, where appropriate, for the amounts with accounting/fiscal impact.

The deferred profit tax is recognized based on the liability method, on temporary differences arising between the tax bases of assets and liabilities and their book values in the financial statements. However, the deferred profit tax arising from the initial recognition of an asset or liability in a transaction other than a business combination and at the time of the transaction does not affect the accounting profit and the taxable revenue is not recognized. The deferred profit tax is determined based on tax rates (and legal regulations) in force until the end of the reporting period and which

are expected to apply in the period in which the deferred profit tax asset is realized or the deferred profit tax liability is settled.

Deferred revenue tax assets are recognized to the extent that it is probable that future taxable profit be derived from temporary differences.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.17 Commercial payables and other payables

Suppliers and other payables are recognized initially at fair value and subsequently measured at amortized cost, using the effective interest method. Commercial payable accounts and other payables are closed as a result of the payment of debts, offsetting with receivables or their write-off through the profit and loss account.

3.18 Deferred revenue

Deferred revenue is recorded for connection fees applied to customers upon their connection to the gas transmission network, for the objectives received free of charge and for grants collected.

The grants collected are assimilated to the governmental subsidies.

The governmental subsidies are acknowledged to their market value when there is a reasonable assurance that they will be received and that the relevant conditions will be met.

For the connection fees applied to the clients for their connection to the gas transmission network and to the facilities received free of charge, for the grants the company chose to record the total asset value and a deferred revenue.

Law 127/2014 entered into force on 5 October 2014 states that if the concession contract is terminated for any reason, or upon contract termination, the investment made by the national transmission system operator shall be transferred to the national transmission system owner or another grantor on payment of compensation equal to the regulated value which was not depreciated fixed by ANRE. The company recognized for the investments made until the balance sheet date an updated receivable related to the remaining unamortised value at the end of the concession agreement at a counterperformance and an intangible asset at a value less the updated receivable.

3.19 Employee benefits

In the normal course of business, the company makes payments to the Romanian state on behalf of its employees, for health funds, pensions and unemployment benefits. All the company employees are members of the pension plan of the Romanian state, which is a fixed contribution plan. These costs are recognized in the profit and loss account with the recognition of salary expenses.

Benefits granted on retirement

Under the collective agreement, the company must pay the employees on retirement a compensatory amount equal to a certain number of gross salaries, depending on the time worked in the gas industry, working conditions etc. The company recorded a provision for such payments (see

Note 10). The obligation recognized in the balance sheet represents the present value of the obligation at the balance sheet date. The obligation is calculated annually by independent experts using the Projected Unit Credit Method. The present value is determined by discounting future cash flows with the interest rate of the long-term government bonds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The current service cost is recognized in the profit and loss account in the employee costs. Interest expense is included in the profit and loss account in the financial costs.

Actuarial gain or loss due to changes in actuarial assumptions is recognized in the statement of comprehensive income in the period for which the actuarial calculation is made.

Social insurance

The company records expenses related to its employees, as a result of granting social insurance benefits. These amounts mainly include the implicit costs of employing workers and, therefore, are included in the salary expenses.

Profit sharing and bonuses

The company recognizes an obligation and expense for bonuses and profit sharing, based on a formula taking into account the profit attributable to the company's shareholders, after certain adjustments. The company recognizes an obligation where it is required under contract or where there is a past practice which created an implicit obligation.

3.20 Provisions for risks and charges

The provisions for risks and charges are recognized when the company has a legal or implicit obligation as a result of past events, when for the settlement of the obligation an outflow of resources is required, which incorporates economic benefits and for which a credible estimate can be made in terms of the obligation value. Where there are similar obligations, the probability for an outflow of resources to be necessary for settlement is set after the assessment of the obligation class as a whole. The provision is recognized even if the probability of an outflow of resources related to any item included in any obligation class is reduced. Where the company expects the writing back to revenue of a provision, for example under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is theoretically certain.

Provisions are measured at the discounted value of the expenditures expected to be required to settle the obligation, using a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

3.21 Revenue recognition

Revenue covers the fair value of amounts received or receivable from the sale of services and/or goods in the normal course of business of the company. Revenue is recorded net of value added tax, returns, rebates and discounts.

The company recognizes the revenue when their amount can be estimated with certainty, when it is probable that the entity collects future economic benefits and when certain criteria are met for each of the company's activities as described below. The amount of revenue is not considered reliably estimated until all contingencies relating to the sale are settled. The company bases its estimates on historical results, taking into account the type of customer, type of transaction and the specifics of each commitment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

a) *Revenue from services*

Revenue from the domestic and international gas transmission results from the booking the transmission capacity and from the transmission through the NTS of the determined quantities of natural gas, expressed in units of energy, during the validity of a gas transmission contract, and are recognized at the moment of their delivery. During the administration of the transmission contracts, the TSO issues and submits to the NU, by day 15 of the month following the month for which the transmission service was provided: an invoice for the transmission services provided for the previous month, based on the final allocations; an invoice related to the final daily imbalances registered in the previous month; and an invoice exceeding of the capacity booked.

Revenue from international transmission and similar activities are represented by the transmission capacity booking on the Isaccea 2.3 - Negru Voda 2.3 international transmission pipelines and by the amounts receivable for the reporting period under the Termination Agreement of the legacy contract between SNTGN Transgaz SA and GPE concluded for the transmission of natural gas through the T3 transit pipeline on Romanian territory to third countries. According to the Agreement for the termination of the legacy Contract between SNTGN Transgaz SA and GPE, the payment of the remaining amounts to be paid will be made in instalments over a maximum period of three years and the revenues received from transmission are regulated according to ANRE Order 41/2019 and ANRE Order 34/2014 respectively depending on the points where capacity is booked, the monthly difference being classified as assimilated revenues.

According to the Network Code, the gas delivery day is defined as the time period beginning at 7:00 a.m. Romanian local time on any day and ending at 7:00 a.m. Romanian local time on the following day. The gas day shall be reduced to 23 hours at the changeover to daylight saving time and increased to 25 hours at the changeover to winter time, so that all related rights and obligations under the gas transmission contracts shall be increased or reduced accordingly on those gas days

b) *Revenue from the sale of goods*

Revenue from the sale of goods is registered when the goods are delivered.

c) *Interest revenue*

Interest revenue is recognized proportionally, based on the effective interest method.

d) *Revenue from dividends*

Dividends are recognized when the right to receive payment is recognized.

e) *Mutual compensation and barter transactions*

A relatively reduced part of the sales and purchases are compensated by mutual agreements, barter or non-cash agreements. These transactions generally occur in the form of cancellation of balances, either bilaterally or through a chain involving several companies. Sales and purchases that are intended to be offset by mutual agreements, barter or non-cash agreements are recognized based on management's estimates of their fair value to be received or disposed of in non-cash compensation. Fair value is determined based on the available market information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Non-cash transactions were excluded from the cash flow statement, so investing activities, financing activities, and all operational activities represent current cash flows.

No barter transactions were performed in 2022 and in 2021.

f) Revenue from penalties

Revenue from penalties for late payment is recognized when future economic benefits are expected for the company.

4. FINANCIAL RISK MANAGEMENT

Financial risk factors

By the nature of the activities performed, the company is exposed to various risks, which include: market risk (including currency risk, interest rate risk on fair value, interest rate risk on cash flow and price risk), credit risk and liquidity risk. company's risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the company. The company does not use derivative financial instruments to protect itself from certain risk exposures.

(a) Market risk

(i) Currency risk

The company is exposed to currency risk by exposures to various foreign currencies, especially to EUR. Currency risk is associated to assets (Note 12) and recognized liabilities.

The company does not perform formal actions to minimize the currency risk related to its operations; so the Company does not apply hedge accounting. The management believes however, that the Company is covered in terms of the currency risk, given that the foreign currency incoming payments (mainly revenue from international transmission) are used to settle liabilities denominated in foreign currency.

The following table shows the sensitivity of profit or loss and equity, to reasonably possible changes in exchange rates applied at the end of the reporting period of the functional currency of the company, with all variables held constant:

	<u>31 December 2022</u>	<u>31 December 2021</u>
<i>Impact on profit and loss and on equity of:</i>		
USD appreciation by 10%	717.466	130.464
USD depreciation by 10%	(717.466)	(130.464)
EUR appreciation by 10%	(48.434.205)	(45.921.358)
EUR depreciation by 10%	48.434.205	45.921.358

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

(ii) **Price risk**

The company is exposed to the commodity price risk related to gas purchased for own consumption. If the gas price had been 5% higher/lower, the net profit related to the period would have been lower/higher by lei 6.204.117 (on December 2021: lei 3.040.424).

(iii) **Interest rate risk on cash flow and fair value**

The company is exposed to interest rate risk by its bank deposits and variable interest loans. The company did not conclude any commitment to diminish the risk. For the average exposure of the period, if the interest rates had been lower/higher by 50 basis points, with all the other variables maintained constant, the profit related to the period and equity would have been higher/lower by 8.799.596 (December 2021: 7.912.653 higher/lower) as a result of reducing the interest rate for variable interest loans and the interest rate on the bank deposits.

(b) **Credit risk**

Credit risk is especially related to cash and cash equivalents and trade receivables. The company drew up a number of policies, through their application ensuring that sales of products and services are made to proper customers. The book value of receivables, net of adjustments for doubtful debts, represents the maximum value exposed to credit risk. The company's credit risk is concentrated on the 5 main customers, which together account for 50% of the trade receivable balances on 31 December 2022 (31 December 2021: 45%). Although the collection of receivables can be influenced by economic factors, the management believes that there is no significant risk of loss exceeding the adjustments already made. As at 31 December 2022 the company has available payment guarantees from its clients amounting to lei 346.445.075.

Cash is placed with financial institutions, which are considered as associated to a minimum performance risk.

	<u>31 December 2022</u>	<u>31 December 2021</u>
Fără rating	336.387	331.743
BB+	146.038.192	168.203.478
BBB-	147.205.763	1.250.380
BBB	34.429.420	9.243
BBB+	90.012.913	244.753.841
A+	135.448	136.085
AA	<u>319.570</u>	<u>112.021</u>
	<u>418.477.693</u>	<u>414.796.791</u>

All the financial institutions are presented in the Fitch rating or equivalent.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) *Liquidity risk*

Preventive liquidity risk management involves keeping enough cash and funds available by a proper value of committed credit facilities.

The company projects cash flows. The financial function of the company continually monitors the company's liquidity requirements to ensure that there is sufficient cash to meet operational requirements, while maintaining a sufficient level of unused borrowing facilities (Note 16) at any time, so the company does not violate the limits or loan agreements (where applicable) for any of its borrowing facilities. These projections take into account the company's debt financing plans, compliance with agreements, compliance with internal targets on the balance sheet indicators and, where appropriate, external regulations or legal provisions.

The Financial Division of the company invests extra cash in interest bearing current accounts and term deposits, choosing instruments with appropriate maturities or sufficient liquidity to provide the appropriate framework, established under the provisions mentioned above.

The table below shows obligations on 31 December 2022 in terms of contractual maturity remained. The amounts disclosed in the maturity table are contractual undiscounted cash flows.

Maturity analysis of financial liabilities on 31 December 2022 is as follows:

	<u>Total amount</u>	<u>Less than 1 year</u>	<u>1-5 years</u>	<u>Over 5 years</u>
Loans	2.870.185.324	274.804.999	1.531.875.310	1.063.505.015
Commercial payables and other payables	<u>561.713.941</u>	<u>547.535.460</u>	<u>14.178.481</u>	<u>-</u>
	<u>3.431.899.265</u>	<u>822.340.459</u>	<u>1.546.053.791</u>	<u>1.063.505.015</u>

Maturity analysis of financial liabilities on 31 December 2021 is as follows:

	<u>Total amount</u>	<u>Less than 1 year</u>	<u>1-5 years</u>	<u>over 5 years</u>
Loans	2.278.593.629	171.952.005	984.570.956	1.122.070.668
Commercial payables and other payables	<u>588.649.616</u>	<u>571.950.291</u>	<u>16.699.325</u>	<u>-</u>
	<u>2.867.243.245</u>	<u>743.902,296</u>	<u>1.001.270.281</u>	<u>1.122.070.668</u>

Commercial payables and other payables include trade payables, suppliers of fixed assets, dividends payable, payables and other payables (see Note 19) and are not included: payables generated as a result of the legal provisions imposed by the authorities, payables to the employees and advance registered revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial instruments categories:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Financial assets		
Cash and cash equivalents	233.977.930	249.195.225
Term bank deposits	184.688.625	165.759.831
Loans and receivables	2.432.068.467	2.344.915.484
Financial assets - stakes	24.578.237	24.578.237
Provisions related to financial assets - stakes	<u>(24.578.237)</u>	<u>(24.578.237)</u>
	<u>2.850.735.022</u>	<u>2.759.870.540</u>
Financial liabilities		
Debts evaluated to amortised cost:		
Loans	2.190.892.341	2.031.297.592
Liabilities evaluated at fair value:		
Financial securities for contracts	44.668.511	50.028.771
Commercial liabilities and other liabilities	<u>504.810.001</u>	<u>522.356.500</u>
	<u>2.740.370.853</u>	<u>2.603.682.863</u>

In the category including loans and liabilities, the liabilities related to employees and payables registered in advance are not included.

Capital risk management

The company's objectives related to capital management refer to keeping the company's capacity to continue its activity to provide compensation to shareholders and benefits to the other stakeholders and to maintain an optimal structure of the capital, as to reduce capital expenditure. There are no capital requirements imposed from outside.

As for the other companies in this sector, the company monitors the capital based on the indebtedness degree. This coefficient is calculated as net debt divided by total capital. The net debt is calculated as total borrowings (including `current and long-term borrowings`, according to the statement of financial position), except for cash and cash equivalent. The total capital is calculated as `equity`, according to the statement of the financial position, plus the net debt.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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4. FINANCIAL RISK MANAGEMENT (CONTINUED)

The net indebtedness degree on 31 December 2022 and on 31 December 2021 is reflected in the table below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Total borrowings	2.190.892.341	2.031.297.592
Except: cash and cash equivalents (Note 13)	<u>(418.666.554)</u>	<u>(414.955.056)</u>
Net cash position	<u>1.772.225.786</u>	<u>1.616.342.536</u>
Equity capital	4.140.908.265	3.968.368.332
Leverage ratio	0,43	0,41

Fair value estimate

The fair value of the financial instruments traded on an active market is based on market prices quoted at the end of the reporting period. The fair value of the financial instruments that are not traded on an active market is set using valuation techniques.

It is considered that the book value less the impairment adjustment of trade receivables and payables approximate their fair values. The fair value of financial liabilities is estimated by discounting the future contractual cash flows using the current market interest rate available to the company for similar financial instruments.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES

Critical accounting estimates and assumptions

The company develops estimates and assumptions concerning the future. Estimates and assumptions are continuously evaluated and are based on historical experience and other factors, including predictions of future events considered reasonable under certain circumstances.

The resulting accounting estimates will, by definition, seldom equal the actual results. Estimates and assumptions that have a significant risk of causing an important material adjustment to the book value of assets and liabilities within the next financial year are presented below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES (CONTINUED)

5.1 Assumptions for the determination of the provision for retirement benefits

This provision was calculated based on estimates of the average wage, the average number of employees and the average number of wage payment at retirement, as well as based on the benefits payment scheme. The provision was brought to the present value by applying a discount factor calculated based on the risk-free interest rate (i.e. interest rate on government bonds).

The present value of the obligations at 31 December 2022 is of lei 115.479.575 (on 31 December 2020: lei 110.048.408) (Note 21).

Current value presentation for the year 2022 according to the following variables:

	<u>31 December 2022</u>
Inflation rate +1%	126.823.240
Inflation rate -1%	105.427.034
Investment return +10%	107.561.146
Investment return -10%	124.374.482

Analysis of the maturity of benefits payments:

	<u>31 December 2022</u>
Up to one year	5.282.194
Between 1 and 2 years	3.249.417
Between 2 and 5 years	116.985.162
Between 5 and 10 years	321.262.300

5.2 The accounting treatment of the concession agreement

As indicated in Note 8, in May 2002 the company concluded a Concession Agreement with the National Agency for Mineral Resources (`ANRM`), which entitles the company to use the main pipelines of the national gas transmission system for a period of 30 years. Before concluding this agreement, the pipelines were managed by the company according to Public Domain Law No. 213/1998, Government Decision (`GD`) No. 491/1998 and GD No. 334 of 2000 by which the company was established. According to the provisions of this agreement, the company receives most of benefits associated to assets and is exposed to most of the risks. Therefore, the company recognized these assets in the statement of the financial position, with an appropriate reserve in equity.

Regarding the already existing infrastructure on the date of signing the Concession Agreement, given that the company has no payment obligations at the time of terminating the Concession Agreement (but only obligations on maintenance and modernization, investments in new pipelines), the company's management considered that it is, in substance, an equity component, defined as the residual interest in the company's assets after the deduction of all debts. In addition, because the company and its predecessor, SNGN Romgaz SA, were controlled by the Romanian

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES (CONTINUED)

state, the publication of Public Patrimony Law (i.e. loss of property) and the reorganization of SNGN Romgaz SA into 5 companies can be treated as transactions with shareholders, in its capacity of shareholder, which supports the recognition of transactions in equity. As of 2010, the company applied IFRIC 12 (Note 3.5).

5.3 The accounting treatment of royalties payable for using the national gas transmission system

As indicated in Note 8, the company pays royalties, calculated as percentage of the gross revenue achieved from the operation of pipelines of the national gas transmission system. These costs were recognized as expenses, rather than deduction from revenue, because they are not of the nature of taxes collected from customers and sent to the state, given the nature of activity and the regulatory framework:

- the company's revenue is based on tariffs approved by another regulator than the one setting the level of royalties;
- expense with royalties is an item taken into consideration at the calculation of the transmission tariff;

As of 1 January 2020, according to ANRE Order no. 1/2020, the company has the obligation to pay annually to ANRE a tariff amounting to 0.062 lei MWh applied to the quantity of natural gas transmitted for carrying out activities in the natural gas sector based on a license.

5.4 Long-term receivables

Law 127/2014 entered into force on 5 October 2014 states that if the concession contract is terminated for any reason, or upon contract termination, the investment made by the national transmission system operator shall be transferred to the national transmission system owner or another grantor in exchange for the payment of a compensation equal to the unamortized regulated value set by ANRE.

The company believes that the legislative change represents a compensation for the value of the investments made, which the company will not recover through the tariff, implicitly the value of the intangible asset not recovered through the tariff, recognized for the right to charge users.

From 01.01.2018, IFRS 15 Revenue from Contracts with Customers became applicable in Romania. This standard replaces some older standards (such as IAS 11, IAS 18) and amends IFRIC 12 by introducing new interpretations to the notion of a contract. As a result, the company applies the bifurcated model registering the updated receivable related to the regulated amount remaining unamortized at the end of the concession agreement as a financial asset the intangible asset will be presented in the financial statements by the residual method resulted less the value of the construction works, achieved at fair value with the amount of the updated long term receivable (compensation) upon the commissioning of the investment.

The present value was determined for the remaining period of the concession contract (the year 2032), because it is estimated that it will not be terminated before the expiration date (see Note 3.9 (a)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES (CONTINUED)

In 2019 ANRE Order no. 41/2019 on the adjustment of the regulated value of the assets at the inflation rate entered into force. The company records the present value of the contractual cashflows recalculated as a result of the adjustment of the regulated asset value to the inflation rate and recognizes a gain or loss from the change in the profit or loss account.

From 2021 onwards, the company has changed the way of estimating the discount rate for the present value calculation, using instead of the Bloomberg rate the NBR reference rate for government securities (fixing), considering that this rate reflects with increased fidelity the internal context in which the transactions take place; by using a rate fixed for a period of 10 years, there is no need for a sensitivity analysis associated with this calculation

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

6. INFORMATION ON SEGMENTS

Reporting segments are set according to the nature of the activities conducted by the company: the regulated activity, the unregulated activity and other activities. As transmission system operator, the company reported annually to the National Regulatory Authority on the activity performed on the four reporting segments.

The segment information provided to the Board of Administration, which makes strategic decisions for reportable segments, for the period ended 31 December 2022 is:

	Domestic gas transmission	International gas transmission	Balancing	Unallocated	Total
Revenue from domestic transmission	1.356.044.593	-	-	-	1.356.044.593
Revenue from international transmission and similar	-	73.926.517	-	-	73.926.517
Other revenue	<u>64.311.464</u>	<u>-</u>	<u>-</u>	<u>85.000.927</u>	<u>149.312.392</u>
Operating revenue before the balancing and the construction activity according to IFRIC12	<u>1.420.356.058</u>	<u>73.926.517</u>	<u>-</u>	<u>85.000.927</u>	<u>1.579.283.502</u>
Depreciation	(392.636.059)	(29.334.202)	-	(13.439.704)	(435.409.965)
Operating expenses other than depreciation	<u>(892.220.675)</u>	<u>(24.216.023)</u>	<u>-</u>	<u>(81.121.030)</u>	<u>(997.557.728)</u>
Profit from operation before the balancing and construction activity according to IFRIC12	<u>135.499.324</u>	<u>20.376.292</u>	<u>-</u>	<u>(9.559.807)</u>	<u>146.315.809</u>
Revenue from the balancing activity	-	-	1.005.543.997	-	1.005.543.997
Cost of balancing gas	-	-	(1.005.543.997)	-	(1.005.543.997)
Revenue from the construction activity according to IFRIC12	-	-	-	299.868.442	299.868.442
Cost of constructed assets according to IFRIC12	-	-	-	(299.868.442)	(299.868.442)
Operating profit	<u>135.499.324</u>	<u>20.376.292</u>	<u>-</u>	<u>(9.559.807)</u>	<u>146.315.809</u>
Net financial gain	-	-	-	-	273.259.929
Profit before tax	-	-	-	-	419.575.738
Profit tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(72.507.267)</u>
Net profit	-	-	-	-	347.068.471
Assets on segments	6.560.071.640	175.201.017	646.355.866	875.512.292	8.257.140.815
Liabilities on segments	3.426.729.582	558.370	492.686.382	196.258.216	4.116.232.550
Capital expenditure - increases in assets in progress	335.905.595	812.328	-	82.421	336.800.344
Non-monetary expenses other than depreciation	48.601.989	22.035.187	9.544.329	497.538	80.679.043

In 2022 the subsidiaries Eurotransgaz SRL and Vestmoldtransgaz carried out the transmission activity, their assets of RON 250.723.298 and liabilities of RON 192.560.793 are shown under the unallocated segment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

6. INFORMATION ON SEGMENTS (CONTINUED)

Assets shown for the two main operating segments mainly comprise tangible and intangible assets, inventories and receivables, and mainly exclude cash and bank accounts. Assets shown for the balancing segment comprise mainly gas stocks procured for NTS balancing and trade receivables from the balancing activity.

Unallocated assets include:

Tangible and intangible assets	415.225.550
The right of use of the leased assets	16.934.813
Goodwill	9.566.769
Cash	418.666.555
Other assets	<u>15.118.604</u>
	875.512.292

Unallocated liabilities include:

Deffered tax	3.053.157
Dividends payable	1.627.487
Loans	187.411.020
Other debts	<u>4.166.551</u>
	196.258.216

The liabilities presented for the two main operating segments consist of payables and borrowings contracted by the company for the acquisition of assets for the respective segments. Liabilities shown for the balancing segment comprise mainly commercial debts from the balancing activity și the borrowings contracted to finance the balancing activity.

Non-cash expenses other than depreciation consist of the expense with the impairment of receivables and the write-down of inventories, provisions for risks.

Transmission services are performed for several domestic and foreign clients.

	<u>Domestic Clients</u>	<u>Foreign Clients</u>	<u>Total</u>
Revenue from the domestic transmission	1.146.821.286	209.223.307	1.356.044.593
Revenue from international transmission and similar	-	73.926.517	73.926.517
Other revenue	<u>149.312.392</u>	<u>-</u>	<u>149.312.392</u>
	1.296.133.678	283.149.824	1.579.283.502

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

6. INFORMATION ON SEGMENTS (CONTINUED)

<i>Domestic clients with over 10% of the total revenue include:</i>	<u>Percentage of the total revenue</u>
OMV PETROM S.A.	12%
ENGIE ROMANIA S.A	11%
SNGN ROMGAZ S.A.	10%

All parent company's assets are located in Romania. All parent company's activities are carried out in Romania.

The company has external trade receivables amounting to lei 30.908.640 (31 December 2021: lei 20.783.737).

The *domestic gas transmission* segment includes information related to the activity of domestic gas transmission, which is regulated by the National Regulatory Authority as well as the operating and financial revenue related to the claims for the regulated value of the regulated asset base remained undepreciated at the end of the Concession Agreement; the *international gas transmission* segment includes information related to the activity of pipeline gas transmission without the transshipment of the Romanian territory and similar; the *balancing* segment includes expenses and revenue related to the national transmission system balancing activity developed starting with 1 December 2015, neutral in financial terms, any profit or loss from this activity will be distributed to clients for whom domestic transmission services are provided; the *unallocated* segment includes activities with a low share in the company's revenue such as sales of assets, rents, royalties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

6. INFORMATION ON SEGMENTS (CONTINUED)

The information on segments provided to the Board of Administration, who makes strategic decisions for the reporting segments, related to the financial year ended 31 December 2021, is as follows:

	Domestic gas transmission	International gas transmission	Balancing	Unallocated	Total
Revenue from					
domestic transmission	1.164.418.613	-	-	-	1.164.418.613
Revenue from international transmission and similar	-	72.037.147	-	-	72.037.147
Other revenue	<u>68.525.222</u>	<u>929.966</u>	-	<u>59.038.715</u>	<u>128.493.903</u>
Operating revenue before the balancing and the construction activity according to IFRIC12	1.232.943.835	72.967.113	-	59.038.715	1.364.949.663
Depreciation	(317.241.420)	(32.197.050)	-	(10.303.214)	(359.741.684)
Operating expense other than depreciation	<u>(803.300.547)</u>	<u>(14.099.924)</u>	-	<u>(67.096.816)</u>	<u>(884.497.287)</u>
Profit from operation before the balancing activity according to IFRIC12	112.401.868	26.670.139	-	(18.361.315)	120.710.692
Revenue from the balancing activity	-	-	442.199.967	-	442.199.967
Cost of balancing gas	-	-	(442.199.967)	-	(442.199.967)
Revenue from the construction activity according to IFRIC12	-	-	-	704.026.548	704.026.548
Cost of constructed assets according to IFRIC12	-	-	-	(704.026.548)	(704.026.548)
Profit from operation	112.401.868	26.670.139	-	(18.361.315)	120.710.692
Net financial gain					109.539.200
Profit before tax					230.249.892
Profit tax					(53.445.225)
Net profit					176.804.667
Assets on segments	6.355.911.803	201.129.595	494.208.099	954.896.647	8.006.146.144
Liabilities on segments	3.523.771.217	566.587	306.561.727	206.878.281	4.037.777.812
Capital expenditure - increases in assets in progress	794.706.329	318.145	-	117.891	795.142.365
Non-cash expenses other than depreciation	28.228.266	1.896	56.173.700	11.802.053	96.205.915

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

6. INFORMATION ON SEGMENTS (CONTINUED)

In 2021 the subsidiaries Eurotransgaz SRL and Vestmoldtransgaz did not carry out any transmission activity, the assets recorded by the subsidiaries in the amount of lei 283.055.655 and the liabilities in the amount of 203.714.360 lei are presented in the unallocated segment.

Assets indicated for the two main operating segments mainly comprise tangible and intangible assets, inventories and receivables, and mainly exclude cash and bank accounts. The presented assets for the balancing segment are mainly gas stocks procured for NTS balancing and trade receivables from the balancing activity.

Unallocated assets include:

Tangible and intangible assets	430.746.174
Right of use of leased assets	19.617.136
Goodwill	9.704.675
Deferred tax	352.591
Cash	414.955.056
Other assets	<u>79.521.015</u>
	954.896.647

Unallocated liabilities include:

Dividends payable	2.227.637
Loans	187.390.771
Other debts	<u>17.259.873</u>
	206.878.281

The liabilities presented for the two main operating segments consist of payables and borrowings contracted by the company for the acquisition of assets for the respective segments. Liabilities shown for the balancing segment comprise mainly commercial debts from the balancing activity.

Non-cash expenses other than depreciation consist of the expense with the impairment of receivables and the expense with the write-down of inventories, provisions for risks.

Transmission services are provided for several foreign customers, while the domestic transmission activity is performed for several domestic customers.

	<u>Domestic Clients</u>	<u>Foreign Clients</u>	<u>Total</u>
Revenue from domestic transmission	1.092.860.930	71.557.683	1.164.418.613
Revenue from international transmission and the similar	-	72.037.147	72.037.147
Other revenue	<u>126.615.605</u>	<u>1.878.298</u>	<u>128.493.903</u>
	1.219.476.535	145.473.128	1.364.949.663

Domestic clients with over 10% of the total revenue include: **Percentage of the total revenue**

ENGIE ROMANIA S.A.	16%
OMV PETROM S.A.	12%
SNGN ROMGAZ S.A.	12%
E.ON ENERGIE ROMANIA SA	10%

All the parent company's assets are located in Romania. All the parent company's activities are carried out in Romania.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

7. TANGIBLE ASSETS

	Lands and buildings	Transmission system assets	Other fixed assets	Assets in progress	Total
On 31 December 2021					
Cost on 1 January 2021	315.990.135	961.742.372	566.670.110	10.910.005	1.855.312.622
Depreciation accumulated	(166.899.579)	(698.136.920)	(257.867.504)	-	(1.122.904.003)
Adjustments for impairment	-	-	-	(1.656.182)	(1.656.182)
Exchange rate difference	22.160	-	663.250	-	685.410
Initial net book value	<u>149.112.716</u>	<u>263.605.452</u>	<u>309.465.856</u>	<u>9.253.823</u>	<u>731.437.847</u>
Inflows	-	-	862.705	164.538.819	165.401.524
Reclassifications	671.248	-	12.270	5.309.799	5.993.317
Transfers	7.048.509	11.899.327	42.646.100	(61.593.936)	-
Outflow (net value)	(212.159)	(19.490)	(93.453)	-	(325.102)
Expense with depreciation	(7.583.150)	(31.478.796)	(30.538.937)	-	(69.600.883)
Exchange rate difference	2.152.120	-	16.742.836	376.971	19.271.927
Final net book value	<u>151.189.284</u>	<u>244.006.493</u>	<u>339.097.377</u>	<u>117.885.476</u>	<u>852.178.630</u>
Cost	327.070.830	972.044.444	616.986.657	119.541.658	2.035.643.589
Accumulated depreciation	(175.826.406)	(728.037.951)	(277.025.016)	-	(1.180.889.373)
Adjustments for impairment	-	-	-	(1.656.182)	(1.656.182)
Exchange rate difference	(55.140)	-	(864.264)	-	(919.404)
Final net book value	<u>151.189.284</u>	<u>244.006.493</u>	<u>339.097.377</u>	<u>117.885.476</u>	<u>852.178.630</u>
On 31 December 2022					
Initial net book value	<u>151.189.284</u>	<u>244.006.493</u>	<u>339.097.377</u>	<u>117.885.476</u>	<u>852.178.630</u>
Inflows	-	-	142.779	31.214.996	31.357.775
Reclassification	(4.155.654)	4.092.161	(37.456)	-	(100.949)
Transfers	16.183.601	8.843.457	111.869.059	(136.896.117)	-
Outflow (net value)	(6.170)	-	(21.443)	-	(27.613)
Expense with depreciation	(7.432.204)	(32.625.704)	(36.738.668)	-	(76.796.577)
Exchange rate difference	(450.523)	-	(3.483.402)	(1.483.633)	(5,417.558)
Final net book value	<u>155.328.333</u>	<u>224.316.407</u>	<u>410.828.247</u>	<u>10.720.721</u>	<u>801.193.708</u>
Cost	337.971.864	984.844.069	720.044.406	12.376.903	2.055.237.243
Accumulated depreciation	(182.714.685)	(760.527.662)	(309.826.037)	-	(1,253.068.384)
Adjustments for impairment	-	-	-	(1,656.182)	(1,656.182)
Exchange rate difference	71.154	-	609.877	-	681.031
Final net book value	<u>155.328.333</u>	<u>224.316.407</u>	<u>410.828.247</u>	<u>10.720.721</u>	<u>801.193.708</u>

The gross book value of the fully depreciated assets, still used, is lei 362.285.728 (31 December 2021: lei 327.452.026).

On 31 December 2022 no advances granted for the procurement of tangible assets are registered.

Regarding the assets developed by the company, which are complementary to the provision of services according to the concession agreement, the State has the option to acquire these assets at the end of the concession agreement. The company does not have the obligation to keep these assets until the end of the concession agreement and it is allowed to sell them. These assets do not fall within the scope of IFRIC 12. All the other assets related to the domestic transmission activity and which are part of the national gas transmission system, including improvements made after signing the concession agreement and which must be handed over to the ANRM at the end of the concession agreement fall within the scope of IFRIC 12.

The company does not depreciate the tangible assets approved for discarding and does not own pledged fixed assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

8. SERVICE CONCESSION AGREEMENT

In May 2002, the company concluded a Service Concession Agreement (`SCA`) with the ANRM, which entitles the company to operate the main pipelines of the national gas transmission system for a period of 30 years. Before concluding this agreement, the pipelines were managed by the company according to Public Domain Law No. 213/1998, GD No. 491/1998 and GD No. 334/2000 by which the company was established. All modernizations and improvements made by the company to the system are considered part of the system and become property of the ANRM at the end of their useful life. The company cannot sell or discard any asset part of the national transmission system; withdrawals can only be made with the approval of the state.

At the expiration of the agreement, the assets belonging to the public domain, existing upon signing the agreement and all investments made in the system will be returned to the State. The company owns and will develop other assets that are not directly part of the national gas transmission system, but are complementary assets for gas transmission operations. The ANRM has the option to buy these assets at the end of the concession agreement, at the fair value.

The main terms of the Concession Agreement are the following:

- The company is entitled to operate directly the assets subject to the concession agreement and to apply and collect tariffs for domestic and international transmission from clients in exchange for services provided; the company is the only entity authorized to operate the pipelines of the national gas transmission system, no sub-concession being allowed;
- Any change of tariffs must be proposed by the company and then approved by the ANRE;
- The company is exempt from the payment of import duties for the assets acquired for operation, improvement or development of the system;
- The company must annually publish by 30 October the available capacity of the system for the following year;
- The company must annually respond to the clients' orders by 30 November and the ANRM must be informed on all rejected orders decided by the company's management;
- The company must keep a specific level of functioning (guaranteed through a mandatory minimum investment programme);
- royalties are paid as percentage (by 30 September 2007: 5%, as of October 2007: 10%) of the gross revenue from the operation of the national transmission system (domestic and international transmission);
- all operating expenses for operating the system are incurred by the company;
- The company may cancel the agreement by notifying the ANRM 12 months in advance;
- The ANRM may cancel the agreement by a 6-month prior notice, if the company fails to comply with the contractual conditions; it also has the option to cancel the agreement with a 30-day prior notice for `national interest` reasons; in this case, the company will receive compensation equal to the average net profit of the past 5 years multiplied by the remaining duration of the agreement.

The Concession Agreement does not include an automatic renewal clause.

The terms of the Concession Agreement were not amended after June 2003, except for the approval of the minimum investment plans.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

9. INTANGIBLE ASSETS

	Assets related to the ACS	Consolidation goodwill	Information programmes	Intangible assets	Assets related to the ACS
On 1 December 2021					
Cost on 1 January 2021	8.171.222.202	-	58.534.013	1.062.450.560	9.292.206.775
Accumulated depreciation	(4.337.236.324)	-	(55.108.164)	-	(4.392.344.488)
Adjustments for impairment	-	-	-	(9.142.777)	(9.142.777)
Consolidation goodwill	-	9.413.102	-	-	9.413.102
Concession Agreement receivables	(1.159.196.071)	-	-	-	(1.159.196.071)
Concession Agreement receivable depreciation	200.168.159	-	-	-	200.168.159
Exchange rate difference	-	<u>(330.976)</u>	<u>963</u>	-	<u>(330.013)</u>
Net book value	<u>2.874.957.966</u>	<u>9.082.126</u>	<u>3.426.812</u>	<u>1.053.307.783</u>	<u>3.940.774.687</u>
Net book value	2.874.957.966	9.082.126	3.426.812	1.053.307.783	3.940.774.687
Inflow	-	-	-	652.514.874	652.514.874
Reclassifications	(683.518)	-	-	-	(683.518)
Transfers	1.300.435.881	-	16.314.633	(1.316.750.514)	-
Outflow	(13.356)	-	-	-	(13.356)
Depreciation	(375.359.164)	-	(1.894.603)	-	(377.253.767)
Concession Agreement receivables	(298.769.079)	-	-	-	(298.769.079)
Concession Agreement receivable depreciation	89.562.670	-	-	-	89.562.670
Exchange rate difference	-	<u>622.549</u>	<u>1.681</u>	-	<u>624.230</u>
Final net book value	<u>3.590.131.400</u>	<u>9.704.675</u>	<u>17.848.523</u>	<u>389.072.143</u>	<u>4.006.756.741</u>
Cost	9.470.896.188	-	74.283.903	398.214.920	9.943.395.011
Accumulated depreciation	(4.712.530.466)	-	(56.429.757)	-	(4.768.960.223)
Adjustments for impairment	-	-	-	(9.142.777)	(9.142.777)
Consolidation goodwill	-	9.413.102	-	-	9.413.102
Concession Agreement receivables	(1.457.965.151)	-	-	-	(1.457.965.151)
Concession Agreement receivable depreciation	289.730.829	-	-	-	289.730.829
Exchange rate difference	-	<u>291.573</u>	<u>(5.623)</u>	-	<u>285.950</u>
Net book value	<u>3.590.131.400</u>	<u>9.704.675</u>	<u>17.848.523</u>	<u>389.072.143</u>	<u>4.006.756.741</u>
On 31 December 2022					
Initial net book value	<u>3.590.131.400</u>	<u>9.704.675</u>	<u>17.848.523</u>	<u>389.072.143</u>	<u>4.006.756.741</u>
Inflow	96.448	-	-	283.898.470	283.994.918
Reclassifications	(206.242)	-	(6.193)	-	(212.435)
Transfers	138.864.565	-	7.252.587	(146.117.151)	-
Outflow	-	-	-	-	-
Depreciation	(459.406.384)	-	(5.345.239)	-	(464.751.624)
Concession Agreement receivables	(16.426.221)	-	-	-	(16.426.221)
Concession Agreement receivable depreciation	109.935.585	-	-	-	109.935.585
Exchange rate difference	-	<u>(137.905)</u>	<u>(152)</u>	-	<u>(138.058)</u>
Final net book value	<u>3.362.989.151</u>	<u>9.566.769</u>	<u>19.749.525</u>	<u>526.853.461</u>	<u>3.919.158.907</u>
Cost	9.609.650.958	-	81.530.297	535.996.238	10.227.177.494
Accumulated depreciation	(5.171.936.850)	-	(61.766.282)	-	(5.233.703.132)
Adjustments for impairment	-	-	-	(9.142.777)	(9.142.777)
Consolidation goodwill	-	9.413.102	-	-	9.413.102
Concession Agreement receivables	(1.474.391.371)	-	-	-	(1.474.391.371)
Concession Agreement receivable depreciation	399.666.414	-	-	-	399.666.414
Exchange rate difference	-	<u>153.667</u>	<u>(14.490)</u>	-	<u>139.178</u>
Net book value	<u>3.362.989.151</u>	<u>9.566.769</u>	<u>19.749.525</u>	<u>526.853.461</u>	<u>3.919.158.907</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

9. INTANGIBLE ASSETS (CONTINUED)

The minimum NTS gas quantity required to ensure the pressures and flow rates for the end consumers under the contractual conditions (NTS linepack) is recognized in the value of the right to use, as an intangible asset. On 31 December 2022 the linepack is of 837.142 MWh and amounts to lei 84.633.624, of which NTS linepack is 692.629 MWh and amounts to lei 55.557.837. On 31 December 2021 the line pack is of 696.964 MWh and amounts to lei 57.240.411, of which NTS linepack is of 574.965 MWh and amounts lei 45.012.893.

As at 31 December 2022, the company capitalized depreciation expenses of lei 94.282 and interest expense amounting to lei 20.128.777 (in 2021, the company capitalized depreciation expenses of 1.426.001 and interest expense amounting to lei 15.529.046).

On 31 December 2022 the advances granted for the procurement of national gas transmission system development works in the amount of lei 6.689.361 are presented in the intangible assets in progress (lei 27.533.952 on 31 December 2021).

The remaining life of the intangible assets is presented in Note 3.5 and Note 3.8.

As at 31 December 2022, the Company capitalized the amount of 3.345.386 lei, representing additional costs for the procurement of natural gas, incurred between 1 January 2022 and 31 December 2022, in order to cover its own technological consumption compared to the costs included in the regulated tariffs, in accordance with the provisions of the Order of the Ministry of Finance no. 3900/19 October 2022, the Order of the President of ANRE no.128 /12 October 2022 and ANRE's clarifications according to which the natural gas referred to in Article 11 letter r of ANRE's Order No 41/2019 does not represent natural gas intended to cover the technological consumption of the NTS and therefore the additional costs with their purchase cannot be capitalised.

Following the acquisition of Vestmoldtransgaz SRL (VTMG) by Eurotransgaz SRL (ETG), goodwill calculated as the difference between the value of the interest and the value of the equity of VTMG weighted by the percentage of interest held, respectively 100%, was recorded in the consolidated financial statements as intangible assets. Goodwill was calculated at the date of acquisition, i.e. March 2018, and presented in the consolidated financial statements at the closing rate.

The rights of use of the leased assets (IFRS 16)

As of 1 January 2019 the company applies IFRS 16 for the leasing contracts complying with the recognition criteria and recognized the intangible asset as a right of use related to the leasing contract:

	<u>Leases according to IFRS16</u>
Cost on 1 January 2022	30.660.861
Accumulated depreciation	(11.043.725)
<u>Net book value</u>	<u>19.617.136</u>
Inflow	1.517.869
Outflow	(560.701)
Depreciation	(3.639.491)
Final net book value on 31 December 2022	<u>16.934.813</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

9. INTANGIBLE ASSETS (CONTINUED)

Detailed information on IFRS 16 as at 31 December 2022:

	31 December 2022	Of which related to the class - Forestry conventions
Value as use (DU)	31.618.029	15.944.147
Depreciation related to DU	14.683.216	4.055.249
DU interest	732.980	474,687
Debt regarding DU	17.929.828	12.577.841
From which:		
Short term	3,751,347	1.152.956
Long term	14.178.481	11.424.885

Leases according to IFRS16

Cost on 1 January 2021	26.397.047
Accumulated depreciation	(7.204.978)
Net book value	<u>19.192.069</u>
Inflow	4.439.371
Outflow	(175.556)
Depreciation	(3.838.748)
Final net book value on 31 December 2021	<u>19.617.136</u>

Detailed information on IFRS 16 as at 31 December 2021:

	31 December 2021	Of which related to the class of low value assets-Forestry conventions
Value as use (DU)	30.660.861	14.997.449
Depreciation related to DU	11.043.725	2.804.014
DU interest	777.546	453.814
Debt regarding DU	20.470.837	12.722.651
From which		
Short term	3.771.512	1.037.891
Long term	16.699.325	11.684.760

Debt according to IFRS 16 is presented in the balance sheet at long-term and short-term trade payables.

The Company recognizes a class of support assets with a cumulative value of more than USD 5000 - forestry conventions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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10. FINANCIAL ASSETS

Financial assets consist of unlisted stakes in the following companies:

<u>Company</u>	<u>Activity</u>	Percentage	Percentage	31 December	31 December
		owned	owned	2022	2021
Resial SA	Production	68,16	68,16	18.116.501	18.116.501
	Gas production	17,47	17,47	6.461.736	6.461.736
Mebis SA	distribution and supply				
Minus adjustments for impairment of investments in: Resial SA, Mebis SA				(24.578.237)	(24.578.237)
				-	-

Shares in Resial SA

Shares owned in Resial SA were obtained in December 2003, as a result of a procedure for the recovery of claims due from a client. Resial SA went into liquidation in 2006; the procedure is carried out by a bailiff appointed by the court and is outside the control of the company, which is why the stake is not consolidated and is recorded at cost less the adjustment for impairment amounting to 100% of the cost. The loan granted to Resial SA is also fully adjusted. The management does not expect the company to recover any amount of this stake and the company does not guarantee any type of residual obligations for Resial SA.

Shares in Mebis SA

Shares owned in Mebis SA were obtained in February 2004, as a result of a procedure for the recovery of claims due from a client. Mebis SA is in the liquidation procedure, which is why the stake in Mebis SA was fully adjusted. The company has no obligations to Mebis SA.

In case of the financial assets held by Transgaz, i.e. Mebis SA and Resial SA, the application of IFRS 9 has no impact whatsoever, as such assets are measured at the fair value by the profit and loss account and 100% impairment adjustments were established.

Goodwill

On 28 March 2018 the Moldovan company Eurotransgaz S.R.L. owned by "SNTGN Tansgaz" S.A. Romania, concluded as buyer with the Public Property Agency of the Republic of Moldova, the contract for the sale and purchase of the single asset complex - state-owned enterprise Vestmoldtransgaz.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

10. FINANCIAL FIXED ASSETS (CONTINUED)

Name	Fair value MDL
Net assets	140.798.149
Fair value of the consideration paid	180.200.000
Goodwill – MDL	39.401.851
Goodwill - lei equivalent on 31.12.2022	9.566.769

At the date of acquisition, the net assets of Vestmoldtransgaz SRL amounted to MDL 140.798.149 and the share capital and unregistered capital to MDL 177.408.819. The fair value of the consideration paid at the date of acquisition was MDL 180.200.000. The difference between the fair value of the consideration paid and the share capital including unregistered capital is included in goodwill and amounts to MDL 2.791.181.

Goodwill is included in the financial position of Eurotransgaz S.R.L. (parent entity) as a result of the consolidation of the financial statements, obtained by the difference between the sale value of the daughter company - Vestmoldtransgaz S.R.L. and the value of the net assets recorded in the accounts of the daughter entity at the date of purchase.

By Decision of the Extraordinary Meeting of the Shareholders No. 10 of 12.12.2017 was approved the establishment on the territory of the Republic of Moldova of the company Eurotransgaz S.R.L. in order to successfully participate in the privatization procedure of the State Enterprise Vestmoldtrasgaz.

The investment made for the purpose of the purchase was offset against the share capital of the purchased entity Vestmoldtransgaz S.R.L.

In 2021 the European Bank for Reconstruction and Development (EBRD) became a 25% shareholder of Vestmoldtransgaz S.R.L., by depositing funds in the amount of MDL 414.986.000, of which MDL 394.178.670 were recorded as a contribution to the share capital and the difference of MDL 20.807.330 was recognized as capital premiums.

For the purpose of consolidating this set of financial statements, the non-controlling interest in the Group's share capital of MDL 360.974.897 represents EBRD's share in the total net assets of Vestmoldtransgaz S.R.L. (lei 0,2428).

Non-controlling interests	<u>31 December 2022</u>	<u>31 December 2021</u>
Shareholders' deposits (EBRD)	99.452.805	93.701.702
Net profit for the period	(4.826.671)	(1.341.079)
Conversion differences from consolidation	<u>(11.808.100)</u>	<u>1.188.132</u>
Non-controlling interests	82.818.034	93.548.755

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

11. INVENTORIES

	<u>31 December 2022</u>	<u>31 December 2021</u>
Gas inventories	358.991.931	227.379.198
Gas for NTS consumption	177.148.436	13.257.485
Spare parts and materials	118.564.992	93.479.391
Materials in custody at third parties	1.229.524	7.092.278
Adjustments for write-down of inventories	(42.752.007)	<u>(29.500.148)</u>
	<u>613.182.876</u>	<u>311.708.204</u>

ANRE Order 160/2015 sets the obligations of Transgaz, as the transmission system operator, regarding the balancing of the national transmission system.

The company does not hold any restricted stocks and has established safety stocks amounting to Lei 9.718.830 as at 31 December 2022 (Lei 9.143.403 on 31 December 2021)

Discharge for the balancing activity is achieved by applying the weighted average cost method, and for the remaining operations by applying the first-in-first-out method (FIFO).

Movements in the adjustments account are analysed below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Adjustment on 1 January	29.500.148	28.577.038
(Revenue)/expense with adjustment for write-down of inventories (Note 23)	<u>13.251.859</u>	<u>923.110</u>
Adjustment at the end of the period	<u>42.752.007</u>	<u>29.500.148</u>

In 2021 adjustments for write-down of inventories were established according to Note 3.10.

12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES

	<u>31 December 2022</u>	<u>31 December 2021</u>
Trade receivables	792.042.763	931.533.538
Advance payments to suppliers for goods and services	273.170	317.599
Loan to Resial SA (Note 10)	1.770.346	1.770.346
Receivable related to the unamortized regulated value at the end of the concession agreement	2.141.205.427	1.788.570.507
Non-refundable loans as subsidies	17.564.563	143.149.971
State budget receivables	58.526.123	54.639.636
Other receivables	116.281.051	78.129.524
Adjustment of impairment of trade receivables	(554.671.720)	(542.126.364)
Adjustment of impairment of other receivables	<u>(84.987.767)</u>	<u>(55.406.971)</u>
	<u>2.488.003.956</u>	<u>2.400.577.786</u>
Financial assets/ Loans and receivables (Note 4)	<u>2.432.068.467</u>	<u>2.344.915.484</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**(expressed in lei, unless otherwise stated)****12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES (CONTINUED)**

The company challenged administratively the tax decision on additional tax payment obligations in the amount of lei 25.409.833 issued in 2016 by ANAF consisting of revenue tax, VAT, penalties and late payments, and set up an adjustment. The company paid the amounts mentioned in the tax decision in order to be able to carry out the activities in the directions set by the management and to facilitate the financing of future projects.

In 2020, the Company administratively challenged the tax decision regarding additional fiscal payment obligations amounting to lei 7.642.671 issued by ANAF in 2020 consisting of profit tax and VAT and constituted an adjustment. In 2022 the amount of the tax decision was reduced to 7.023.213 lei and the amount of the adjustment was also reduced by the Company.

In July 2022 the Company paid the amount of 29.277.726 lei, to which it was bound by Arbitral Award no. 39/06.06.2022, rendered by the Arbitral Tribunal in case no. 107/2018, following the conclusion of the arbitration proceedings concerning the non-fulfilment of obligations under the supply contract for "Software Licences for Additional I/Os/Bandwidth Upgrade for SCADA System", a contract concluded by Transgaz with the Association consisting of RMG REGEL UND MESSTECHNIK GmbH Germany, IDS GmbH Germany and General Fluid S.A. Bucharest. The company has appealed the arbitral tribunal's decision in court and has recorded an impairment allowance of 29.277.726 lei as at 31 December 2022. The advance payments granted to the Company in the context of the contractual relationships are guaranteed by the suppliers by letters of bank guarantee.

On 31 December 2022, the amount of lei 30.908.640 (31 December 2021: lei 110.805.049) representing trade receivables and other receivables, net, is expressed in foreign currency, of which 23% in USD (31 December 2021: 1%) and 77% in EUR (31 December 2021: 99%).

For consolidation purposes as at 31 December 2022, eliminated internal transactions amount to RON 68.027 (as at 31 December 2021: Lei 461.131).

As at 31 December 2022 the Parent Company records VAT to be refunded in the amount of 16.424.377 lei which is shown under Other receivables (31 December 2021: 21.546.877 lei). VAT receivables 9.624.224 lei (MDL39.638.483) represent receivables from the budget formed from deductible VAT through purchases of services and raw materials related to the process of construction of gas distribution networks which is managed by Vestmoldtransgaz S. R.L. In the year 2022 until 31.12.2022 Vestmoldtransgaz S.R.L. recovered VAT in the amount of lei 65.459.614 (MDL 269.603.025). Advances granted in the country represent advances for custom duties and advances granted to partners for material purchases. During 2022 and 2021, no provision was made for receivables from insolvent companies or companies experiencing significant financial difficulties.

According to ANRE Order no. 41/2019 the value of the assets recognised in the Regulated Asset Base is adjusted to the inflation. The company recalculated the value of the Concession Agreement receivables and recognized gains amounting to lei 286.877.258 according to IFRS 9 (31 December 2021: lei 87.969.821).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES (CONTINUED)

	<u>31 December 2022</u>	<u>31 December 2021</u>
Initial balance	1.788.570.507	1.364.268.828
Inflow	16.426.221	298.769.079
Interest	49.353.233	37.810.509
Inflation update	286.877.258	87.969.821
Outflow	<u>(21.793)</u>	<u>(247.730)</u>
	<u>2.141.205.427</u>	<u>1.788.570.507</u>

Commercial receivables analysis according to IFRS9 is as follows:

	<u>30 September 2022</u> <u>(unaudited)</u>	<u>31 December 2021</u>
Current and unamortized		
Transit receivables	-	4.792.478
Doubtful or insolvency receivables	168.036.776	169.099.079
Affiliated party receivables	261.704.717	312.057.251
Other trade receivables	337.394.775	369.494.488
Receivables from various debtors	<u>52.980.353</u>	<u>15.636.334</u>
	820.116.621	871.079.630
Impairment		
Transit receivables	23.303.149	
Doubtful or insolvency receivables	168.036.776	169.091.680
Affiliated party receivables	161.978.362	226.218.824
Other trade receivables	201.353.434	146.815.860
Receivables from various debtors	<u>45.565.452</u>	<u>15.365.200</u>
Total impairment	600.237.173	557.491.564
Total trade receivables net of provision	219.879.448	313.588.066

IFRS 9 introduces a new model for forecasting impairment loss based on the estimated loss. This model entails the anticipated recognition of the loss from receivables impairment. The standard provides for the fact that the entities register the anticipated loss by receivables impairment from the moment of the financial instrument initial recognition and recognize the anticipated loss from the impairment over their entire life. The value of the anticipated loss will be discounted for each reporting period so that it reflects the credit risk changes as opposed to the initial recognition.

For the application of IFRS 9 on the held receivables, based on a loss estimation model, the clients categories were reconsidered starting from the IFRS 9 principle for the anticipation of a non-cashing in risk related to the current receivables.

To estimate the trade receivables non-collection risk, a non-collection rate based on risk categories was applied as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES (CONTINUED)

- international transmission receivables - receivables with a risk of non-collection on-time. Impairment adjustments are calculated at 100% of the amount of the receivable;
- doubtful or contested other than affiliated parties receivables - receivables with high risk of non-collection that are subject to certain court actions. Impairment adjustments of 100% of the receivables amount are calculated;
- affiliated parties receivables - risk-free receivables are adjusted by seniority instalments, i.e. within the range 31-60 a 10% percentage, 61-90 a 20% percentage, 91-120 a 30% percentage, 121-150 a 35%, 151-180 a 60%, and over 181 with a 100% percentage. Doubtful receivables subject to court actions are provisioned with up to 100% of the amount. An adjustment of 100% for receivables exceeding 30 days and of 5% for current receivables is made up for the receivables that are not subject to court actions and have a non-collection risk;
- Various clients (other trade receivables and receivables from various debtors) - the risk-free receivables are provisioned by seniority instalments, 10% for the range 31-60, 20% for the 61-90, 30% for the range 91-120, 35% for the range 121-150, 60% for the range 151-180, and 100% for the receivables over 181. Doubtful receivables subject to court actions are provided with up to 100% of the amount. For receivables that are not subject to court actions and have a risk of non-collection, a provision of 100% for the receivables exceeding 30 days and 5% for the current receivables is made up.

The company constantly analyzes the customers' situation and records adjustments whenever there are indications of an increase in the non-collection risk.

The payment of the equivalent value of the invoices for the natural gas transmission services, issued according to the provisions of the Network Code, is made within 15 calendar days from the date of issuing the invoice. If the due date is a non-working day, the deadline is considered fulfilled on the next working day.

Movements in the provision account are analysed below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Adjustment on 1 January	597.533.335	506.940.947
(Revenue)/expense with the adjustment for doubtful clients (Note 23)	<u>42.126.152</u>	<u>90.592.388</u>
Adjustment at the end of the period	<u>639.659.487</u>	<u>597.533.335</u>

The Company makes adjustments for receivables from insolvent companies or companies that encountered significant financial difficulties.

As at 31 December 2022, the company recorded adjusting expenses for the clients recording an increased non-collection risk, mainly for the receivables of Electrocentrale Constanta (lei 59.360.566), GAZPROM EXPORT LLC (lei 23.303.149) and Black Sea Oil & Gaz SA (lei 29.355.298), and decreased the adjustment to Electrocentrale Bucuresti by lei 116.337.652 due to the collection of outstanding receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES (CONTINUED)

In July 2022 the Company paid the amount of 29.277.726 lei, to which it was bound by Arbitral Award no. 39/06.06.2022, rendered by the Arbitral Tribunal in case no. 107/2018, following the conclusion of the arbitration proceedings concerning the non-fulfilment of obligations under the supply contract for "Software Licences for Additional I/Os/Bandwidth Upgrade for SCADA System", a contract concluded by Transgaz with the Association consisting of RMG REGEL UND MESSTECHNIK GmbH Germany, IDS GmbH Germany and General Fluid S.A. Bucharest. The company has appealed the arbitral tribunal's decision in court and has recorded an impairment allowance of 29.277.726 lei as at 31 December 2022.

13. CASH AND CASH EQUIVALENT

	<u>31 December 2022</u>	<u>31 December 2021</u>
Cash at bank in RON	258.848.438	311.808.782
Cash at bank in foreign currency	159.629.255	9.218.214
Other cash equivalents	<u>188.862</u>	<u>158.265</u>
	<u>418.666.555</u>	<u>321.185.261</u>
	<u>31 December 2022</u>	<u>31 December 2021</u>
Restricted cash (management guarantee)	1.989.947	1.020.791

Cash at bank in foreign currency is mostly denominated in EUR.

The weighted average of the effective interest related to short-term bank deposits was of 3,13% on 31 December 2022 (1,50% on 31 December 2021) and these deposits have a maximum maturity of 30 days.

14. SHARE CAPITAL AND SHARE PREMIUM

IFRS	Number of ordinary shares	Share capital	Share premium	Total
On 31 December 2021	11.773.844	117.738.440	247.478.865	365.217.305
Capital adjustment to the hyperinflation accumulated on 31 December 2003	-	<u>441.418.396</u>	-	<u>441.418.396</u>
On 31 December 2021	<u>11.773.844</u>	<u>559.156.836</u>	<u>247.478.865</u>	<u>806.635.701</u>
Increase of share capital by incorporation of reserves		<u>1.766.076.600</u>	-	<u>1.766.076.600</u>
On 31 December 2022	188.381.504	2.325.233.436	247.478.865	2.572.712.301

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

14. SHARE CAPITAL AND SHARE PREMIUM (CONTINUED)

The authorized number of ordinary shares is 188.381.504 (31 December 2021: 11,773,844) with a nominal value of LEI 10 each. Each share represents one vote. The ownership structure registered at Central Depository on 31 December 2022 is the following:

	<u>Number of ordinary shares</u>	<u>Statutory value (lei)</u>	<u>Percentage (%)</u>
The Romanian state, represented by the General Secretariat of the Government	6.888.840	68.888.400	58,5097
Other shareholders	<u>4.885.004</u>	<u>48.850.040</u>	<u>41,4903</u>
	<u>11.773.844</u>	<u>117.738.440</u>	<u>100,0000</u>

In the statutory accounting, before 1 January 2012, the company included in the share capital certain reserves from revaluation for revaluations made before 31 December 2001. In order to prepare these financial statements according to EU IFRS, such increases were not recognized, because adjustments to hyperinflation for fixed assets were annually recognized in the statement of comprehensive income by 31 December 2003. Therefore, in these financial statements, the company recorded only the share capital from cash or in-kind contribution, adjusted to inflation from the date of the initial contribution on 31 December 2003 and the increase in the share capital that took place after 1 January 2004 was recognized in nominal terms.

The Extraordinary General Meeting of Shareholders approved on 7 December 2022 the increase of the share capital of the Company by incorporating the reserves constituted from the net profit of the previous financial years in the amount of 1.766.076.600 lei, through the issuance of 176.607.660 new shares with a par value of 10 lei/share

15. OTHER RESERVES, LEGAL RESERVE AND RETAINED EARNINGS

Other reserves

Before IFRIC 12, a proper reserve related to assets belonging to the public domain (Notes 3.8 and 5.2) was included in equity as `Reserve of the public domain` at the value of the respective assets restated depending on inflation until 1 January 2004. It was renamed `Other reserves` at the adoption of IFRIC 12 (Note 3.5), to reflect the change in the statute of the related assets. The Company does not intend to change the allocation of deferred income arising from the first-time adoption of IAS 29.

Legal reserve

In accordance with the Romanian law and the company's Articles of Incorporation, the Transgaz must transfer five percent of the profit from the statutory financial statements in a statutory reserve of up to 20% of the statutory share capital. The balance of the statutory reserve, which is not available for allocation on 31 December 2022, amounts to lei 45.421.364 (31 December 2021: lei 23.547.688). The legal reserve is included in the `Retained earnings` in these financial statements. The company does not intend to change the allocation of the legal reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

15. OTHER RESERVES, LEGAL RESERVE AND RETAINED EARNINGS (CONTINUED)

Reserve relating to reinvested profit

The company will submit to the approval of the OGMS the constitution from the profit of the year 2022 of a reserve in the amount of 17.275.596 lei representing tax incentives provided for by Law 237/2015 on the Tax Code on the profit invested in technological equipment-machinery, machinery and work installations, electronic computers and peripheral equipment, cash register, control and invoicing machines and appliances, as well as in software, produced and/or purchased and put into operation, used for the purpose of carrying out the economic activity.

The reserve for reinvested profits is entered in the accounts after the general meeting of shareholders has approved the distribution of profits, in accordance with the law.

Dividend allocation

In 2022, the company declared and allocated a dividend of lei 14,82 /share, related to the profit of the previous year (2021: lei 8,14 /share). The total dividends declared from the profit of 2021 are lei 174.488.368 (dividends declared from the profit of 2020: lei 95.839.090,16).

16. LONG-TERM BORROWINGS

The value of the long term loans recorded by the company on 31 December 2022:

	<u>31 December 2022</u>	<u>31 decembrie 2021</u>
EIB 83644RO	204.822.360	224.643.740
EIB 88825RO	227.642.534	247.405.000
EIB ETG 90703	187.411.021	187.390.771
BCR 20190409029	156.240.000	171.120.000
BCR 20201028056	316.800.000	345.600.000
BCR 20210817030	91.666.666	100.000.000
BCR 20211124044	201.666.666	220.000.000
IBRD	233.467.920	255.702.960
BT	271.175.174	279.435.121
Raiffeisen Bank	<u>300.000.000</u>	-
Total	<u>2.190.892.341</u>	<u>2.031.297.592</u>

Loans breakdown by maturity range:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	136.644.990	132.104.365
Over 1 year	<u>2.054.247.351</u>	<u>1.899.193.227</u>
Total	<u>2.190.892.341</u>	<u>2.031.297.592</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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16. LONG-TERM BORROWINGS (CONTINUED)

The European Investment Bank (EIB)

The company signed with the European Investment Bank the following loans for the financing of the project `Development on the Romanian territory of the National Gas Transmission System on the Bulgaria – Romania – Hungary – Austria corridor` (BRUA Phase 1).

- Loan Agreement no. 83644RO concluded on 27.10.2017 for the amount of EUR 50 million, fixed interest rate, maturity of 15 years, grace period of 3 years at principal repayment.
- Loan Agreement no.88825RO concluded on 14.12.2017 for the amount of EUR 50 million, with disbursements in lei or EUR (at the choice of the company), with fixed or variable interest (at the choice of the company), maturity of 15 years, the grace period of 3 years of repayment of the principal.

The company signed with the EIB Loan Agreement no.89417RO on 17.12.2018 for the financing of the project `Development on the Romanian territory of the Southern Transmission Corridor for taking over Black Sea gas` (Black Sea - Podișor) for the amount of EUR 50 million, maturity of 15 years, grace period of 3 years at principal repayment. The open-ended contract allows the use of the loan in lei or in EUR (at the option of the company) with fixed or variable interest (at the option of the company)

On 24 January 2019, the company signed a loan agreement with the European Investment Bank for the amount of EUR 100 million, maturity 15 years, grace period of 3 years at the repayment of the principal, in order to finance the project `Development on the Romanian territory of the Southern Transmission Corridor for taking over Black Sea gas`.

On 24 January 2019, the Company signed a loan agreement with the European Investment Bank for an amount of EUR 38 million, maturity of 15 years, grace period of 3 years for the repayment of the principal, for the purpose of financing the project "Construction of the pipeline interconnecting the national natural gas transmission system of the Republic of Moldova with the natural gas transmission system of the European Union, through Romania, in the direction Ungheni - Chisinau".

The financial commitments undertaken by the loan agreements requires the company to comply with the negotiated limits of the following financial indicators: the ratio of the total net debts to the Borrower's RAB, the net leverage ratio and the Interest coverage rate.

In 2017 the company received the first tranche of Loan Agreement number 83644RO of EUR 15 million issued by EIB on 30 November 2017, in 28 February 2018 the second tranche of the loan amounting to EUR 15 million and on 30 April 2018, the third tranche of the loan amounting to EUR 20 million was received.

The maturity of the loan 83644RO from the EIB is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	19.789.000	19.792.400
Between 1 and 5 years	79.158.400	79.169.600
Over 5 years	<u>105.874.360</u>	<u>125.681.740</u>
	<u>204.822.360</u>	<u>224.643.740</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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16. LONG-TERM BORROWINGS (CONTINUED)

In 2019 the company received under Loan Agreement no. 88825RO two tranches totalling EUR 50 million.

The maturity of the loan 88825RO from the EIB is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	19.727.466	19.730.257
Between 1 and 5 years	78.909.865	78.921.030
Over 5 years	<u>129.005.203</u>	<u>148.753.713</u>
	<u>227.642.534</u>	<u>247.405.000</u>

The book value of the short term loans approximates their fair values.

On 24 April 2020, the Company received the first tranche of EUR 22 million from the EIB loan No 90703RO and on 22 January 2021, the second tranche of EUR 16 million.

The EBRD 90703RO loan maturity is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	4.546.216	-
Between 1 and 5 years	62.675.551	51.563.644
Over 5 years	<u>120.189.254</u>	<u>135.827.127</u>
	<u>187.411.021</u>	<u>187.390.771</u>

The European Bank for Reconstruction and Development (EBRD)

On 23 February 2018 Transgaz signed with EBRD a contract amounting to lei 278 million, the equivalent of EUR 60 million, for the financing of the BRUA Project.

The loan was fully disbursed by two equal disbursements: on 29 April 2020 and on 29 May 2020.

The EBRD loan maturity is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	22.235.040	22.235.040
Between 1 and 5 years	88.940.160	88.940.160
Over 5 years	<u>122.292.720</u>	<u>144.527.760</u>
	<u>233.467.920</u>	<u>255.702.960</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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16. LONG-TERM BORROWINGS (CONTINUED)

The Romanian Commercial Bank (BCR)

The company signed on 24.04.2019 the contract no. 20190409029 with the Romanian Commercial Bank for committing the financing in the amount of 186 million lei, the equivalent of 40 million EUR, with drawing and repayment in lei, maturity 15 years, grace period for principal repayment of 3 years, variable interest for the financing of the project Development on the Romanian territory of the National Gas Transmission System on the Bulgaria – Romania – Hungary – Austria corridor` (BRUA Phase 1).

The BCR loan no. 20190409029 is fully disbursed and its maturity is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	14.880.000	14.880.000
Between 1 and 5 years	59.520.000	59.520.000
Over 5 years	<u>81.840.000</u>	<u>96.720.000</u>
	<u>156.240.000</u>	<u>171.120.000</u>

On 29.10.2020, the Company signed contract no.20201028056 with Banca Comercială Română contemplating the Company's benefiting from a lei 360 million loan for a period of 13 years, destined to refinance two major projects carried out by Transgaz: "National Transmission System Developments in the North Eastern part of Romania (Onești - Gherăești - Lețcani)"and "The interconnection of the National Transmission System with the international gas transmission pipeline T1 and reverse flow at Isaccea Phase II (Onești - Siliștea)".

BCR loan no. 20201028056 is fully collected and its maturity is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	28.800.000	28.800.000
Between 1 and 5 years	115.200.000	115.200.000
Over 5 years	<u>172.800.000</u>	<u>201.600.000</u>
	<u>316.800.000</u>	<u>345.600.000</u>

On 17.08.2021, the Company signed contract no. 20210817030 with Banca Comercială Română contemplating the Company's benefiting from a lei 100 million loan for a period of 12 years, destined to refinance the project "National Transmission System Developments in the North Eastern part of Romania (Onești - Gherăești - Lețcani)".

BCR loan no. 20210817030 is fully collected and its maturity is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	8.333.334	8.333.334
Between 1 and 5 years	33.333.336	33.333.336
Over 5 years	<u>49.999.996</u>	<u>58.333.330</u>
	<u>91.666.666</u>	<u>100.000.000</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

16. LONG-TERM BORROWINGS (CONTINUED)

On 24.11.2021, the Company signed contract no. 20211124044 with Banca Comercială Română contemplating the Company's benefiting from a lei 220 million loan for a period of 12 years, destined to refinance the project: "National Transmission System Developments in the North Eastern part of Romania (Onești - Gherăești - Lețcani)".

BCR loan no. 20211124044 is fully collected and its maturity is presented below:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Within 1 year	18.333.334	18.333.334
Between 1 and 5 years	73.333.333	73.333.333
Over 5 years	<u>109.999.999</u>	<u>128.333.333</u>
<u>Total</u>	<u>201.666.666</u>	<u>220.000.000</u>

Transilvania Bank (BT)

On 15 July 2020, as a result of a competitive negotiation procedure, the company signed a contract with Transilvania Bank allowing the company to benefit from a credit facility amounting to lei 300 million, for 2 years, to cover the necessary working capital and partly to issuing letters of guarantee. The repayment of the credit line has been extended until 19.12.2023, based on the conclusion of the Addendum No. 1/20.12.2021.

On 15.07.2022, the Addendum No.2 to the contract for the credit facilities and the issuance of letters of guarantee was signed with Banca Transilvania, which increased the initial amount of the facility (300 million lei) by a maximum of 153.000.000 lei, in order to issue a letter of guarantee in favour of ANAF to guarantee the payment obligation imposed by the mandatory order no. 6006/250938/IEF/14.04.2022 issued by the Ministry of Finance, during the period of the procedures for challenging the administrative act.

As at 31 December 2022, out of the total of credit line the amount of Lei 271.175.175 was used to cover working capital requirements and the amount of Lei 20.500.000 from the threshold for the issuing of letters of guarantee was used to cover two bank letters of guarantee issued in favour of third parties, and the amount of lei 152.964.894 was used to cover a letter of guarantee issued in favour of ANAF. The company has negotiated with Banca Transilvania the terms for a two-year extension of the credit line and is expected to sign the addendum in the first quarter of next year. The Company considers that the conditions for presenting the credit line under the long-term loan category are met.

RAIFFEISEN BANK

The company signed on 14 July 2022, following a competitive negotiation procedure, a contract with Raiffeisen Bank under which it benefits from a credit facility of 300 million lei for a period of 2 years, intended to finance working capital for the commercial balancing activity.

As at 31 December 2022 the credit facility is drawn down to the maximum level of 300.000.000 lei. The obligation is presented under long-term loans.

As at 31 December 2022, the balance of interest due for the loans of the company is lei 15.071.341 broken down by loans as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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16. LONG-TERM BORROWINGS (CONTINUED)

	<u>31 December 2022</u>	<u>31 December 2021</u>
EIB 83644RO	533.008	584.153
EIB 88825RO	906.961	-
EIB ETG 90703	1.814.195	658.684
BCR 20190409029	1.272.555	502.614
BCR 20201028056	4.512.968	1.605.478
BCR 20210817030	2.500.943	644.959
BCR 20211124044	1.325.088	641.315
EBRD	<u>2.205.623</u>	<u>985.167</u>
	<u>15.071.341</u>	<u>5.622.370</u>

The exposure of the company's loans to the changes of the interest rate is as follows:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Variable interest rate loans	1.986.069.981	1.806.653.852
Fixed interest rate loans	<u>204.822.360</u>	<u>224.643.740</u>
Total loans	<u>2.190.892.341</u>	<u>2.031.297.592</u>

17. DEFERRED REVENUE

Deferred revenue consists of connection fees charged to clients for their connection to the national gas transmission system, assets taken over for free for connection to the network, grants and the right to recover the unamortized regulated value of the assets related to the investments made as a licensee. The company uses the connection fee to achieve the connection of the client's facilities to the national transmission system. Deferred revenue (presented as `revenue from the connection fees`) is registered as revenue for the period when the related assets are depreciated and estimating the duration of the relationship with the client (Note 20).

Based on the connection contracts, the necessary infrastructure is built to ensure the estimated transmission capacity to be used over the duration of the concession agreement.

	<u>31 December 2022</u>	<u>31 December 2021</u>
Initial balance	1.161.485.526	1.112.663.468
Increases	21.447.219	131.117.814
Revenue from connection fees (Note 22)	(13.267.714)	(12.908.125)
Income from non-reimbursable funds and goods taken over free of charge (Note 22)	<u>(93.075.827)</u>	<u>(69.387.631)</u>
Final balance	<u>1.076.589.204</u>	<u>1.161.485.526</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

17. DEFERRED REVENUE (CONTINUED)

The balance of the deferred revenue consists of:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Connections and assets received free of charge	238.213.439	237.981.685
Grants	<u>838.375.765</u>	<u>923.503.841</u>
	<u>1.076.589.204</u>	<u>1.161.485.526</u>

For the BRUA project the company obtained from the European Union through the National Agency for Innovation and Networks (INEA) a grant of 1.519.342 Euros, representing 50% of the estimated eligible costs for financing the FEED for the three compressor stations (Podișor, Bibești and Jupa) and a grant of 159.449.379 Euro, representing 40% of the estimated eligible costs, for financing the BRUA Phase I project implementation.

The following amounts were received as pre-financing to finance the implementation of the BRUA Phase I project: EUR 25.834.489,60 (in 2016) and EUR 13.839.087,37 (in 2018) and EUR 29.192.463,92 (in 2019), EUR 37.740.347 (in 2020) and EUR 20.953.114,91 in 2021.

On 22.11.2018 the company signed with the Ministry of European Funds AM POIM Financing Contract 226 for non-reimbursable financing for the implementation of the draft project code MYSMIS 2014-122972 NTS developments in North-East Romania for enhancing gas supply to the area and for ensuring transmission capacities to the Republic of Moldova within the Specific objective 8.2 – Increasing the interconnectivity of the National Transmission System with neighbouring states. The amount of the grant is lei 214.496.026,71, namely 32,53% of the value of the eligible expenses. For the financing of the works for the implementation of the project NTS developments in North-East Romania for enhancing gas supply to the area and for ensuring transmission capacities to the Republic of Moldova, the amount of lei 199.345.792 was collected as eligible expenses reimbursement.

On 18.06.2020 the company signed Grant Agreement no. HCOP/685/3/8/132556 on the implementation of the project „TransGasFormation” Code 132556 for the amount of LEI 701.259,60 with the Ministry of European Funds, as Management Authority for the Human Capital Operational Programme.

The company recognizes a right to collect the grant when there is reasonable assurance that it will comply with the conditions attached to its award and that the grant will be received. The Company considers that the reasonable assurance that the grant will be received can be confirmed by the fulfillment of the eligibility conditions in the funding applications, prior to the approval of the funding application.

Therefore, on 31 December 2021, the company registered the right to receive non-reimbursable financing in the amount of Lei 104.567.843, corresponding to the amounts expected to be received from INEA, plus Lei 28.188.869,85 corresponding to the amounts expected to be received from AM POIM. The latter includes the amount of a reimbursement request of Lei 10.628.059,64 submitted to the AM POIM before 31 December 2022.

The income from the grant is recognized proportionally from the amortization of the financed assets, applying the percentage of financing of the eligible expenses on the monthly amortization.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

18. PROFIT TAX

Profit tax expense

	The year ended 31 December 2022	The year ended 31 December 2021
Expense with the profit tax - current	69.101.519	48.812.710
Deferred tax - impact of temporary differences	<u>3.405.748</u>	<u>4.632.515</u>
Profit tax expense	<u>72.507.267</u>	<u>53.445.225</u>

As at 31 December 2022 and 31 December 2021 the parent Company calculated the profit tax at the rate of 16% applied to the profit determined in accordance with the Romanian laws.

	The year ended 31 December 2022	The year ended 31 December 2021
Profit before tax	437.473.521	239.268.327
Profit/loss (ETG-VTMG)	(17.897.783)	(9.018.435)
Theoretical expense with the tax the statutory rate of 16% (2021: 16%)	70.784.378	39.401.302
Non-taxable expenses, net	<u>1.722.890</u>	<u>14.043.923</u>
Profit tax expense	<u>72.507.267</u>	<u>53.445.225</u>
Profit tax related liability, current	-	-

Depreciation of tangible assets hyperinflation adjustments is a deductible expense with the adoption of EU IFRS as framework of statutory reporting.

At Eurotransgaz the current expenses regarding income tax is calculated based on the the taxable income in the statutory financial statements. For tax purposes, the deductibility of certain expenses, such as protocol expenses, is limited to a certain percentage of the profit specified in the tax legislation. On 31 December 2022, the standard rate of income tax was set at 12% (31 December 2021: 12%).

Deferred tax

Deferred tax payment and recoverable tax are valued at the actual tax rate of 16% on 31 December 2022 (31 December 2021: 16%). Deferred tax payment and recoverable tax, as well as expenses with/(revenue from) deferred tax recognized in the statement of comprehensive income are attributable to the following items:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

18. PROFIT TAX (CONTINUED)

	<u>31 December 2022</u>	<u>Movement</u>	<u>31 December 2021</u>	<u>Movement</u>	<u>1 January 2021</u>
Deferred tax payment					
Tangible and intangible assets	123.639.748	14.577.989	109.061.759	13.559.317	95.502.442
Recoverable deferred tax					
Provision for Employee benefits	(18.496.492)	(908.806)	(17.587.686)	3.990.395	(21.578.081)
Risks and charges	(12.991.679)	(2.200.261)	(10.791.418)	(4.707.289)	(6.084.129)
Receivables and other assets	<u>(89.098.420)</u>	<u>(8.063.174)</u>	<u>(81.035.246)</u>	<u>(8.209.908)</u>	<u>(72.825.338)</u>
	<u>3.053.157</u>	<u>3.405.748</u>	<u>(352.591)</u>	<u>4.632.515</u>	<u>(4.985.106)</u>

Deferred revenue tax liability related to tangible and intangible assets is determined by the fact that: a) the fiscal value of intangible assets does not include inflation update; and b) the nature of public domain property does not represent depreciable assets from a tax perspective, regardless of how they are reflected in the accounts. Temporary differences for receivables and other assets arise from impairment adjustments for bad debts. In the consolidated financial statements of ETG with VTMG, a deferred tax liability of Lei 1.866.713 has been recognised for property, plant and equipment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

18. PROFIT TAX (CONTINUED)

The amounts presented in the statement of the financial position include the following:

	<u>31 December 2022</u>	<u>31 December 2021</u>
Deferred tax liabilities/receivables in more than 12 months as reported	3.053.157	(352.591)

19. TRADE PAYABLES AND OTHER PAYABLES

Short term payables

	<u>31 December 2022</u>	<u>31 December 2021</u>
Trade payables	282.546.544	394.318.166
Suppliers of fixed assets	52.284.961	38.764.763
Dividends payable	1.627.487	2.227.637
Debts related to royalties	1.677.975	1.442.920
Other taxes	26.440.372	24.102.671
Amounts payable to employees	17.157.304	16.164.863
Transmission service guarantees	35.679.099	42.772.922
Transmission services advance payments	39.975.995	36.806.228
Tender guarantees	126.591.894	55.360.467
Other debts	<u>50.619.670</u>	<u>38.506.336</u>
	<u>634.601.301</u>	<u>650.466.973</u>
Financial debts (Note 4)	<u>549.478.512</u>	<u>572.385.271</u>

Long term payables

	<u>31 December 2022</u>	<u>31 December 2021</u>
Other debts	<u>14.178.481</u>	<u>16.699.325</u>
	<u>14.178.481</u>	<u>16.699.325</u>

On 31 December 2022, of the total trade payables and other debts the amount of lei 44.068.581 (31 December 2021: lei 10.065.779) is expressed in foreign currency, especially in EUR.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

20. PROVISIONS FOR RISKS AND CHARGES

	<u>31 December 2022</u>	<u>31 December 2021</u>
<i>Current provision</i>		
Provision for litigation	38.870.414	38.870.414
Provision term contract	3.268.931	3.206.340
Provision for employee participation in profits	18.215.362	17.370.468
Provision for voluntary leaving employment	14.840.000	2.584.036
Other provision	<u>6.243.784</u>	<u>5.748.730</u>
	81.438.491	67.779.988

Employees` participation in the profit is calculated within the limit of 10% of the net profit, but not more than a monthly average salary achieved in the relevant financial year according to the provisions of GO 64/2001 and the Collective Labour Agreement.

The company was the subject of an investigation of the Competition Council regarding the way in which procedures for the awarding of the contracts for the procurement of works carried out by Transgaz in 2009 -2011, before the implementation of the private management, according to the provisions of GEO 109/2011 on corporate governance of public enterprises. In 2020, the Competition Council communicated Decision no. 43/11.08.2020 sanctioning the Company with a fine in the amount of lei 34.166.616.

Following the conclusion of the arbitration proceedings which had as dispute the restitution of the quantity of natural gas from the Tranzit 1 pipeline, the arbitral tribunal admitted Bulgargaz EAD's action, and a provision for litigation in the amount of Lei 1.673.984, the equivalent in Lei for legal interest and incidental expenses was established. The arbitral tribunal's decision was appealed, and the action for annulment was registered with the Bucharest Court of Appeal.

The company also made provisions for the following disputes: with Blue Star SRL for the MRS Timisoara I - Timisoara pipeline in the amount of Lei 2.300.000, with PF Galaction Laurentiu for the dismantling of the construction/removal of the MRS Vaslui connection pipeline in the amount of Lei 332.000. lei, with PF Bălăsoiu Marian for claims for compensation for lack of use of land in the amount of lei 296.341, with Ippon Med S.R.L. for contesting public procurement in the amount of lei 17.325 and with employees for contesting suspended employment contracts in the amount of lei 84.147.

For the strategic redefinition and efficiency of the activity, the Company drafted the Program of voluntary departures for 2023 in the amount of 14.840 thousand lei, the annual value being provided by the budget of revenues and expenses approved by the GMS.

As at 31 December 2022 the amount of the provision for voluntary departures is Lei 14.840.000 (LEI 2.584.036 as at 31 December 2022).

The Company records provisions for untaken leave at the end of the financial year. The Company has recorded provisions for untaken leave in the amount of lei 3.295.885 relating to the period ended 31 December 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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21. PROVISION FOR EMPLOYEE BENEFITS

Employee benefits

According to the collective labour contract, the company must pay to employees upon retirement a compensatory amount equal to a certain number of salaries, calculated as the average of the monthly salary average achieved over the last 12 months, depending on the period worked in the gas industry, working conditions etc. The present value of the provision was determined based on the Projected Unit Credit Method. Retirement benefits received by an employee were first raised by the contributions of the employer and then every benefit was updated taking into account the rotation of employees, layoffs and the probability of survival until retirement. The number of years until retirement was calculated as the difference between retirement age and age at time of reporting. The expected average of the remaining work period was calculated based on the number of years until retirement, also taking into account the rate of layoffs, employee rotation rate and the probability of survival.

Assumptions 2022

The amount of the provision has been calculated individually for each distinct employee/beneficiary of the company using the actuarial calculation method and taking into account International Accounting Standards, in particular the IAS 19. The provision is calculated taking into account the long-term liabilities undertaken by the company under the collective labour contract. The calculation assumptions and specifications for the calculation model were established based on the company's previous experience and a set of assumptions about the company's future experience. The most important actuarial assumptions used are as follows:

- for the benefit consisting of basic salaries paid at retirement, this benefit is paid for company employees who reach retirement;
- Employee rotation is calculated based on departures from the company and a probability has been assigned for each age and gender group;
- the mortality of the entity's employees is calculated according to the data provided by the National Institute of Statistics for the years 2011 – 2021;
- the employee rotation was calculated by grouping employees by age into groups of 5 starting from 16 years old;
- the method used is the projected credit factor method;
- Retirement age at retirement considered: 65 for men and 63 for women;
- Long-term wage growth rate is considered equal to the forecast inflation rate for the euro area, and is 2,3 % and in the short term is considered equal to the forecast inflation rate for RON and is 12,4% in the first year, 7,5% in the second year and 4,2% for the next 8 years for both women and men;
- the plan is not financed by the entity and employees.
- It has been estimated that people approaching retirement age are likely to retire early
- For the death benefit, for retired former Transgaz employees, in the first year after retirement, mortality at the age of 66 men and 64 years women was used.

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21. PROVISION FOR EMPLOYEE BENEFITS (CONTINUED)

Financial assumptions

The discount rate is the interest rate curve in lei without adjustments provided by EIOPA for December 2022.

The long-term salary growth rate is considered equal to the forecast inflation rate for the euro area, and is 2,3% and in the short term is considered equal to the forecast inflation rate for RON and is 12,4% in the first year, 7,5% in the second year and 4,2% in the following 8 years for both feminine as well as masculine genders.

Movement in the provision for employee benefits

1 January 2021	<u>121.509.096</u>
of which:	
Short-term	2.898.092
Long-term	118.611.004
Interest cost	3.165.348
Current service cost	5.692.366
Payments from provisions during the year	(4.535.478)
Actuarial gain/loss related to the period	(15.782.924)
31 December 2021	<u>110.048.408</u>
of which:	
Short-term	4.007.231
Long-term	106.041.177
Interest cost	5.541.410
Current service cost	5.917.932
Payments from provisions during the year	(3.575.953)
Actuarial gain/loss related to the period	(2.452.222)
31 December 2022	<u>(115.479.575)</u>
of which:	
Short-term	4.584.234
Long-term	110.895.341

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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22. OTHER REVENUE

	The year ended 31 December 2022	The year ended 31 December 2021
Revenue from penalties applied to clients for delay payments	19.186.967	11.431.114
	1.706.063	12.908.124
Revenue from connection fees		
Revenue from grants and goods taken free of charge	104.629.899	70.133.469
	3.127.906	4.132.698
Revenue from the sale of residual materials		
Revenue from leases	1.951.375	1.748.145
Revenue from recovered materials	4.721.562	5.362.282
Revenue from grants for operating expenses	730.934	232.251
Other revenue from operation	<u>13.257.686</u>	<u>22.545.820</u>
	<u>149.312.392</u>	<u>128.493.903</u>

On 31 December 2022, within operating income, the amount of Lei 779.437 (MDL 3.169.732) was recognized, representing the value of fixed assets received by Vestmoldtransgaz S.R.L. free of charge from ACI CLUJ SA, and on 31 December 2021 the amount of 780.705 lei (3.169.732 MDL) representing income from the execution of letters of guarantee as a result of non-compliance by the contractor with the conditions of the contract for the execution of works.

As at 31 December 2022 the intra-group income eliminated is Lei 68.027 and as at 31 December 2021 the intra-group income eliminated is Lei 461.131.

23. OTHER OPERATING EXPENSES

	The year ended 31 December 2022	The year ended 31 December 2021
Loss/gain on impairment of receivables	42.126.152	90.592.388
Sponsorship costs	3.012.538	5.046.705
Utilities	20.518.959	8.965.544
Insurance premium	1.043.192	1.097.924
Maintenance expenses	786.366	1.873.740
Security and protection expenses	28.606.064	24.346.057
Professional training	3.362.399	1.688.280
Telecommunications	3.295.434	3.349.966
Bank charges and other fees	2.379.999	2.328.108
Rents	1.813.535	1.055.493
Loss on amounts receivable	1.695.530	247.729
Loss/(gain) on inventory impairment	13.249.122	848.843
Marketing and protocol expenses	521.269	296.875
Costs related to studies and research	-	222.071
Penalties and fines	725.153	163.022
Gas storage capacity booking	14.754.361	9.772.999
Computer service	7.167.727	8.765.557
Other	<u>29.266.080</u>	<u>26.467.037</u>
	<u>174.323.882</u>	<u>187.128.338</u>

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24. EMPLOYEE COSTS

	The year ended 31 December 2022	The year ended 31 December 2021
Salaries and benefits	454.188.446	430.192.862
Cost of insurance and social security	29.340.429	27.489.784
Other employee costs	<u>11.602.932</u>	<u>10.022.466</u>
	<u>495.131.807</u>	<u>467.705.112</u>

Average number of employees in financial year:

	The year ended 31 December 2022	The year ended 31 December 2021
Blue collars	2.274	2.370
White collars	<u>1.740</u>	<u>1.727</u>
	<u>4.014</u>	<u>4.097</u>
Eurotransgaz S.R.L.	3	3
Vestmoldtransgaz S.R.L.	<u>40</u>	<u>39</u>
	<u>43</u>	<u>42</u>

25. NET FINANCIAL REVENUE/(EXPENSES)

	The year ended 31 December 2022	The year ended 31 December 2021
Foreign exchange revenue	53.844.467	25.256.233
Interest revenue	50.739.681	38.979.410
Revenue from the adjustment of the Concession Agreement receivable	286.877.258	87.969.821
Revenue from shares	-	-
Other financial revenue	<u>106.908.745</u>	<u>2.971</u>
	498.370.151	152.208.435
Foreign exchange loss	(54.514.787)	(25.212.533)
The effects of the update of the provision for employee benefits	(5.541.410)	(3.165.348)
Interest loss related to IFRS16	(634.684)	(728.139)
Interest loss	(55.752.281)	(13.563.215)
Expenditure on financial fixed assets transferred	<u>(108.667.060)</u>	<u>-</u>
	(225.110.222)	(42.669.235)

According to ANRE Order no. 41/2019 the value of the assets recognised in the Regulated Asset Base is adjusted to the inflation. The company recalculated the value of the Concession Agreement receivables and recognized on 31 December 2022 gains amounting to lei 286.877.258 according to IFRS 9 (lei 87.969.821 as at 31 December 2021).

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25. NET FINANCIAL REVENUE/(EXPENSES) (CONTINUED)

The amount of the inflation adjustment of the claim increased in 2022 compared to 2021 due to the increase in the inflation rate in 2022 to 13,80% (5,05% in 2021) and the increase of the regulated asset entries base with the inflows in the gas year October 2021 - September 2022 in the amount of lei 326.631.190. Fixed assets recognised in the regulated asset base in a gas year are discounted at the inflation rate from the following gas year. The income from the adjustment of the receivable related to the Concession Agreement is a non-monetary item (Note 26).

By the resolution of the BA no. 39/2021 Transgaz approved the reduction of Eurotransgaz share capital by EUR 13,15 million, amount received by Transgaz in Q1 2022.

By BoA Decision no. 19/2022 Transgaz approved the reduction of Eurotransgaz share capital by the amount of 172.024.718 MDL (equivalent to 8,5 million Euro).

26. CASH FROM OPERATION

	<u>The year ended</u> <u>31 December 2022</u>	<u>The year ended</u> <u>31 December 2021</u>
Profit before tax	419.575.738	230.249.892
<i>Adjustments for:</i>		
Depreciation	435.409.965	359.741.684
Gain/(loss) on transfer of fixed assets	(451.748)	(743.351)
Provisions for risks and charges	13.759.358	(8.348.417)
Revenue from connection fees, grants and goods taken free of charge	(107.066.896)	(82.528.005)
Provisions for employee benefits	2.341.979	1.238.790
The effect of updating the provision for employee benefits	5.541.410	3.165.348
Adjustment of the Claim regarding the Concession Agreement	(286.877.258)	(87.969.821)
Sundry debtors and receivable loss	1.695.530	247.729
Loss/(gain) on receivables impairment	13.249.122	848.843
Adjustments for the receivables impairment	42.126.151	90.592.388
Interest revenue	(50.739.681)	(38.979.408)
Interest expenses	55.752.281	13.563.216
Effect of exchange rate fluctuation on other items than from operation	2.312.196	(761.003)
Other revenue and expenses	(834.770)	-
Operating profit before the changes in working capital	<u>545.793.377</u>	<u>480.317.885</u>
(Increase)/decrease in trade and other receivables	110.453.918	(75.164.629)
(Increase)/decrease in inventories	(320.635.665)	(171.968.274)
Increase/(decrease) in trade payables and other debts	<u>326.100.884</u>	<u>389.357.908</u>
Cash generated from operations	<u>661.712.514</u>	<u>622.542.890</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

27. TRANSACTIONS WITH RELATED PARTIES

The Parties are considered related if one of the parties has the ability to control the other party, to exercise a significant influence over the other party in financial or operational decision making, if they are under the common control with another party, if there is a joint venture in which the entity is an associate or a member of the management as described in the IAS 24 `Related Party Disclosures`. In evaluating each possible related party relationship, the focus is on the essence of this relationship and not necessarily on its legal form. Related parties may enter into transactions which unrelated parties cannot conclude, and transactions between related parties will not apply the same terms, conditions and values as for unrelated parties.

The prices / tariffs related to the transport and balancing contracts are approved by the National Energy Regulatory Authority (ANRE), are regulated and are not established under market conditions.

Procurement is carried out in compliance with the legal regulations on public procurement.

In the periods ended 31 December 2022 and 31 December 2021 the following transactions with related parties were performed and the following balances were payable / receivable from related parties at the respective dates.

i) Benefits granted to the members of the Board of Administration and of the management

	<u>The year ended</u> <u>31 December 2022</u>	<u>The year ended</u> <u>31 December 2021</u>
Salary paid to the members of the Board of Administration and management	22.377.657	21.222.651
Social contribution of the company	<u>1.304.256</u>	<u>1.224.066</u>
	<u><u>23.681.913</u></u>	<u><u>22.446.717</u></u>

In the periods ended 31 December 2022 and 31 December 2021, no advance payments and loans were granted to the company's administrators and management, except for advance payments from salaries and those for business trips, and they don't owe any amount from such advance payments to the company at the end of the period .

The company has no contractual obligations related to pensions towards the current administrators and directors.

The provision for the mandate contract is presented in Note 20.

The company has no contractual obligations related to pensions towards the former administrators and directors.

ii) Loan to a related party

	<u>The year ended</u> <u>31 December 2022</u>	<u>The year ended</u> <u>31 December 2021</u>
Loan to Resial SA	1.770.346	1.770.346
Minus the adjustment for loan impairment	<u>(1.770.346)</u>	<u>(1.770.346)</u>

Dividends allocated are presented in Note 15. Royalties paid are presented in Note 3.8.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

iii) Revenue from related parties – services supplied (VAT excluded)

	<u>Relationship</u>	<u>The year ended 31 December 2022</u>	<u>The year ended 31 December 2021</u>
SNGN Romgaz	Entity under common control	105.473.064	161.781.503
Electrocentrale București SA	Entity under common control	53.386.931	48.680.300
Electrocentrale Constanța	Entity under common control	4.113.599	4.193.177
E.ON Energie Romania	Entity under common control	<u>123.227.823</u>	<u>138.850.367</u>
		<u>331.852.643</u>	<u>353.505.347</u>

iv) Sales of other goods and services (VAT excluded)

	<u>Relationship</u>	<u>The year ended 31 December 2022</u>	<u>The year ended 31 December 2021</u>
SNGN Romgaz	Entity under common control	1.531	3.696
Electrocentrale Deva SA	Entity under common control	546.670	725.547
Electrocentrale Bucuresti	Entity under common control	1.200	588
Electrocentrale Constanța	Entity under common control	353.119	770.893
E.ON Energie Romania	Entity under common control	<u>421</u>	<u>199.025</u>
		<u>902.941</u>	<u>1.699.749</u>

v) Gas sales – the balancing activity (VAT excluded)

	<u>Relationship</u>	<u>The year ended 31 December 2022</u>	<u>The year ended 31 December 2021</u>
SNGN Romgaz	Entity under common control	5.582.732	14.742.212
Electrocentrale București	Entity under common control	27.877	1.089.733
Electrocentrale Deva SA	Entity under common control	422.437	-
Electrocentrale Constanța	Entity under common control	101.062.657	47.304.442
Termo Calor Pitesti	Entity under common control	346.816	-
E.ON Energie Romania	Entity under common control	<u>89.004.356</u>	<u>45.492.894</u>
		<u>197.114.312</u>	<u>108.629.281</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

vi) Receivables from related parties (without the adjustment)

	<u>Relationship</u>	<u>The year ended</u> <u>31 December</u> <u>2022</u>	<u>The year ended</u> <u>31 December</u> <u>2021</u>
SNGN Romgaz	Entity under common control	13.337.958	19.078.343
Electrocentrale Deva SA	Entity under common control	-	20.116
Electrocentrale București	Entity under common control	26.006.049	19.020.413
Electrocentrale Constanța	Entity under common control	-	29.276
Termo Calor Pitesti	Entity under common control	2.939	
E.ON Energie Romania	Entity under common control	<u>35.969.746</u>	<u>38.151.354</u>
		<u>75.316.692</u>	<u>76.299.502</u>

vii) Client receivables – the balancing activity (without the adjustment)

	<u>Relationship</u>	<u>The year ended</u> <u>31 December</u> <u>2022</u>	<u>The year ended</u> <u>31 December</u> <u>2021</u>
SNGN Romgaz	Entity under common control	9.971	319
Electrocentrale Deva SA	Entity under common control	-	65.954
Electrocentrale Bucuresti	Entity under common control	792.941	848.134
Electrocentrale Constanța	Entity under common control	-	15.614.007
Termo Calor Pitesti	Entity under common control	314.570	
E.ON Energie Romania	Entity under common control	<u>23.292.181</u>	<u>(6.848.924)</u>
		<u>24.409.663</u>	<u>9.679.490</u>

viii) Procurement of services from related parties (other services – VAT excluded)

	<u>Relationship</u>	<u>The year ended</u> <u>31 December 2022</u>	<u>The year ended</u> <u>31 December 2021</u>
SNGN Romgaz	Entity under common control	33.957.915	8.455.693
E.ON Energie Romania	Entity under common control	180.445.384	2.355
Termo Calor Pitesti	Entity under common control	1.165.222	-
Electrocentrale București	Entity under common control	<u>78.933.647</u>	<u>6.169</u>
		<u>294.502.168</u>	<u>8.464.217</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

ix) Procurement of gas – the balancing activity (VAT excluded)

		The year ended 31 December 2022	The year ended 31 December 2021
	<u>Relationship</u>		
SNGN Romgaz	Entity under common control	2.520.556	24.338.825
Electrocentrale București	Entity under common control	40.841.743	17.389.447
Electrocentrale Constanța	Entity under common control	326.798	3.592.194
E.ON Energie Romania	Entity under common control	<u>101.131.739</u>	<u>59.101.928</u>
		<u>144.820.836</u>	<u>104.422.394</u>

x) Debts to affiliated parties from services (other services - VAT included)

		The year ended 31 December 2022	The year ended 31 December 2021
	<u>Relationship</u>		
SNGN Romgaz	Entity under common control	2.452.358	317.594
Electrocentrale București	Entity under common control	<u>1.194</u>	<u>889</u>
		<u>2.453.551</u>	<u>318.483</u>

xi) Debts to suppliers – balancing activity (VAT included)

		The year ended 31 December 2022	The year ended 31 December 2021
	<u>Relationship</u>		
SNGN Romgaz	Entity under common control	3.229.577	19.873.114
Electrocentrale București	Entity under common control	2.018.612	17.474.941
Electrocentrale Constanța	Entity under common control	2.095.909	2.486.589
Termo Calor Pitesti	Entity under common control	1.951.308	-
E.ON Energie Romania	Entity under common control	<u>16.848.247</u>	<u>43.791.122</u>
		<u>26.143.653</u>	<u>83.625.766</u>

xii) Guarantees from affiliates (bank guarantee letter)

		The year ended 31 December 2022	The year ended 31 December 2021
	<u>Relationship</u>		
SNGN Romgaz	Entity under common control	15.015.388	22.593.205
Termo Calor Pitești	Entity under common control	-	210
Electrocentrale Constanța	Entity under common control	-	1.000
E.ON Energie Romania	Entity under common control	<u>-</u>	<u>21.828.961</u>
		<u>15.015.388</u>	<u>44.423.376</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

xiii) Loans and interest to be reimbursed

	<u>Relationship</u>	<u>The year ended 31 December 2022</u>	<u>The year ended 31 December 2021</u>
EUROPEAN BANK FOR RECONSTRUCTION	Jointly controls entities	<u>233.467.920</u>	<u>256.688.127</u>
		<u>233.467.920</u>	<u>256.688.127</u>

xiv) Transactions during the period

	<u>Relationship</u>	<u>The year ended 31 December 2022</u>	<u>The year ended 31 December 2021</u>
EUROPEAN BANK FOR RECONSTRUCTION	Jointly controls entities	<u>16.439.443</u>	<u>8.567.690</u>
		<u>16.439.443</u>	<u>8.567.690</u>

28. EARNINGS PER SHARE

The company shares are listed on the first category of the Bucharest Stock Exchange.

Basic earnings per share are calculated by dividing the profit attributable to the company's equity holders to the average number of ordinary shares existing during the year.

	<u>The year ended 31 December 2022</u>	<u>The year ended 31 December 2021</u>
Profit attributable to the company's equity holders	347.068.471	176.804.667
Weighted average of the number of shares	188.381.504	11.773.844
Basic and diluted earnings per share (lei per share)	1,84	15,03

29. SIGNIFICANT TRANSACTIONS NOT INVOLVING CASH

Compensations

Approximately 12,25 % of the receivables were settled by transactions that haven't involved cash outflows during the period ended 31 December 2022 (31 December 2021: 5,130,95%). Transactions mainly represent sales of products and services in exchange for raw materials and services or offsets with clients and suppliers within the operating cycle and receivables registered with the state budget.

Barter transactions

No barter transactions were made in 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (expressed in lei, unless otherwise stated)

30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS

i) Commitments

The Service Concession Agreement (S.C.A. - Note 8) provides that, at the end of the agreement, the ANRM is entitled to receive back, all goods of public property existing when the agreement was signed and all investments made into the national transmission system, in accordance with the investment program stipulated in the service concession agreement. The company also has other obligations related to the concession agreement, which are described in Note 8.

Law 127/2014 entered into force on 5 October 2014 states that if the concession contract is terminated for any reason, or upon contract termination, the investment made by the national transmission system operator shall be transferred to the national transmission system owner or to another grantor on payment of compensation equal to the unamortized regulated value established by ANRE, as presented in Note 3.18.

On 31 December 2022 the value of the contractual firm obligations of parent Company for the purchase of tangible and intangible assets is of lei 70.071.442, and subsidiary Eurotransgaz SRL has no capital commitments.

Eurotransgaz SRL, the company established and owned by Transgaz in Moldova, was appointed the winner of the privatization investment contest for the single patrimonial complex State Enterprise Vestmoldtransgaz operating the Iasi-Ungheni gas transmission pipeline on the territory of Moldova.

The company is a guarantor of the loan agreement concluded on 24 January 2019 between the European Investment Bank and Eurotransgaz, in total amount of Euro 38 milion, for the funding of the construction by Vestmoldtransgaz of the Ungheni-Chisinau gas transmission pipeline.

On December 11, 2019 the European Bank for Reconstruction and Development approved project No 50410, which represents capital investment in the form of a capital increase in exchange for a stake in the share capital of Vestmoldtransgaz SRL daughter company of Eurotrasngaz SRL, which is ultimately owned and controlled by the Romanian gas transmission operator SNTGN Transgaz SA. The Bank's investment will finance the construction of the Ungheni-Chisinau natural gas pipeline in Moldova with a length of approx. 120 km and a planned capacity of 1.5 bcm.

ii) Taxation

The taxation system in Romania is in a phase of consolidation and harmonization with the European law. However, there are still various interpretations of the tax law. In Romania, the tax year remains open for fiscal verification for 5 years. The company's management believes that fiscal obligations included in these financial statements are properly presented and that it is not necessary for any additional provisions to be established to cover the uncertainties related to tax treatment.

The royalty rate for the use of gas transmission pipelines is set by the government. Since October 2007, the royalty has been set at 10% of revenue. After the entry into force of Art. 103 para. 2 of the Law no. 123/2012, starting from 12 November 2020 the fee was set at 0,4% of the domestic and international gas transmission services value performed by the company. ANRM requests Transgaz to calculate and pay the royalty by applying the percentage of 10% according to Law 238/2004. The company considers that it is obliged to calculate and pay a single royalty at the rate of 0,4% established by the special law, namely Law 123/2012. Law 248/July 2022 approving GEO 143/2021

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (expressed in lei, unless otherwise stated)

30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

amending and supplementing the Electricity and gas Law 123/2012 sets the royalty percentage at 0.4% of the gross revenue from natural gas transmission and the specialist report drawn up by the specialist committees of the Chamber of Deputies clarifies that the Electricity and gas Law 123/2012 is a special regulation in the field of natural gas, in relation to Oil Law 238/2004. Administrative and judicial dispute settlement is detailed in the chapter "Court and other actions".

iii) Insurance policies

The company does not have insurance policies related to operations, complaints on products, or for the public debt. The company has insurance policies for buildings and mandatory civil liability policies for the car fleet. Moreover, the company has contracted professional liability insurance services for the members of the Board of Administration and for 57 managers in 2021 (54 managers in 2020).

iv) Environmental aspects

Environmental regulations are under development in Romania and the company did not record any obligation on 31 December 2022 and on 31 December 2021 related to anticipated expenses that include legal and consulting fees, analysis of locations, preparing and implementing recovery measures related to environmental protection. The management of the company believes there are no significant obligations related to environmental aspects.

v) Lawsuits and other actions

During the normal activity of the company, there were complaints against it. The company has pending disputes for the lack of use of lands occupied with NTS objectives, commercial and labour disputes. Based on its own estimates and internal and external consulting, the company's management believes there will be no material loss exceeding the provisions established in these financial statements and is not aware of circumstances that give rise to potentially significant obligations in this regard.

The company was the subject of an investigation by the Competition Council regarding the manner in which procedures were awarded for works contracts carried out by Transgaz during 2009-2011, before the implementation of private management according to the provisions of GEO 109/2011 on corporate governance of public enterprises.

In 2020, the Competition Council communicated Decision no. 43 / 11.08.2020 sanctioning the Company with a fine in the amount of lei 34.166.616. The company challenged in court the decision of the Competition Council. (Note 20). The dispute concerns an action for annulment of the decision. At first instance, Transgaz's application was dismissed as unfounded. The company lodged an appeal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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30. CONTINGENȚE. ANGAJAMENTE ȘI RISCURI OPERAȚIONALE (CONTINUARE)

Control Y Montajes Industriales S.A

As at 31 December 2022, the daughter company is involved in a dispute with the entity Control Y Montajes Industriales S.A. The dispute arose in the context of the procurement procedure in connection with the disagreement of the participant Control Y Montajes Industriales S.A. regarding the way in which the tender was conducted. In court, the applicant seeks the annulment of the results of the procurement procedure by invoking certain clauses in the regulation of the National Agency for Energy Regulation. Until the results of the procurement procedure were announced, the applicant submitted an incomplete tender file, of which it was repeatedly informed. The probability of Vestmoldtransgaz winning is qualified as high.

National Agency for Energy Regulation (ANRE)

As at 31 December 2022, the daughter company is involved in two disputes with ANRE as follows:

- First dispute concerning the partial annulment of the Decision of the Board of Directors of ANRE no.211/14.05.2021, approving the basic costs of the Transmission System Operator. The Decision was challenged in the part concerning the approval in the basic costs of the expenses related to the remuneration of local and external staff involved in the implementation of the Investment Project. Given that ANRE has announced that ex officio it will amend its decision contested by Vestmoldtransgaz, the dispute will be settled in favour of Vestmoldtransgaz;
- Second dispute concerning the partial annulment of the Decision of the ANRE Board of Directors No 432 of 28.09.2021 with an order to issue an individual administrative act amending the contested act and approving the amounts of the calculation basis and related expenses concerning the annual depreciation of fixed assets and intangible assets relating to the natural gas transmission service provided by Vestmoldtransgaz in the amount proposed by Vestmoldtransgaz, in accordance with the present Application, and annulment in part of the Decision of the Board of Directors of ANRE No 447 of 12 October 2021 with an order that ANRE issue in this part an individual administrative act amending the contested act, by which it is approved in full at the amount requested by Vestmoldtransgaz the reserve prices for firm capacity reservation products (MWh/product) as well as the direct entry/exit tariffs for the natural gas transmission service provided by Vestmoldtransgaz.

As of 6 June 2016, the company was subject to an inspection carried out by the European Commission - Directorate General for Competition under Art. 20 (4) of Council Regulation (EC) No 1/2003 on the implementation of the rules on competition laid down in Articles 81 and 82 of the EC Treaty, which became Articles 101 and 102 of the Treaty on the Functioning of the European Union. In 2020, the European Commission approved the Company's commitments to address concerns related to a possible breach of Article 102 of the Treaty on the Functioning of the European Union, namely:

- to provide a minimum export capacity of 1.75 billion cubic meters per year at the interconnection point between Romania and Hungary (Csanádpalota);
- to make available minimum export capacities of 3.7 billion cubic meters per year in total at two interconnection points between Romania and Bulgaria (Giurgiu / Ruse and Negru Vodă I / Kardam);

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

- to make sure that the tariffs to be proposed to the Romanian Energy Regulatory Authority (ANRE) will not make any difference between the export and the domestic markets, thus avoiding interconnection tariffs that render exports commercially non-feasible;
- refrain from using any other means of obstructing exports.

Based on their own estimates, the company's management considers that there are no circumstances that would give rise to significant potential liabilities in this regard.

Following the conclusion of the arbitration proceedings with Bulgargaz EAD, the arbitral tribunal upheld Bulgargaz EAD's claim and ordered the restitution of the quantity of natural gas of 6.733.433 cm and, if restitution in kind is not possible, the reimbursement of the monetary equivalent of the linepack, and statutory interest (Note 20). The decision of the arbitral tribunal has been appealed and the action for annulment has been registered with the Bucharest Court of Appeal. The action for annulment was dismissed as unfounded. Transgaz lodged an appeal.

The company was an intervener in a dispute concerning the annulment of ANRE's 2017 decision on the interpretation and application of the provisions of Article 99 of the Network Code, namely on the calculation of the invoices related to the excess of capacity booked by network users, in this case ENGIE Romania SA. By civil decision no. 3829/2021, the High Court of Cassation and Justice accepted Transgaz's and ANRE's appeal and, on retrial, dismissed as unfounded the application brought by the applicant Engie Romania on annulment of Decision no. 2 of 31 May 2017 of the Commission for the settlement of disputes on the wholesale and retail market set up within ANRE. The decision is final. Moreover, as the revenue is regulated, the amount deducted would be subject to recovery from the regulated revenue of the following gas year. In 2020 and in 2021 the network user initiated several lawsuits for the recalculation of the tariff related to the exceeding of the capacity booked during November 2016-February 2017, and March 2017 – December 2017 and January-April 2018 and the payment of the amount of lei 57.444.164, 5.112.291,07 and 17.789.789. The resolutions have not been appealed by ENGIE, the decision to dismiss the action being final. (Transgaz appealed against the decision as regards lawsuit costs, which were partially awarded by the court). Based on its own estimations, the company's management considers that there are no circumstances that would give rise to obligations in this regard, and the above-mentioned disputes were settled at first court and ENGIE's claims for recovery of the above-mentioned amounts were dismissed.

The dispute between ANRM and Transgaz was the subject of a tax inspection of the royalty which ended with the issuance of a mandatory order to pay two royalties, namely 10% and 0,4% of the value of domestic and international natural gas transmission services performed by the company. The company lodged a preliminary complaint against the mandatory provision no. 6006/250938/IEF/14.04.2022 issued by the Ministry of Finance, by which Transgaz S.A. was charged with the payment of the amount of 152,964,894 lei, representing the royalty due to the state budget and ancillaries. The preliminary complaint was upheld and the Ministry of Finance, by decision 82/P/2022, ordered the annulment in its entirety of binding order No 6006/250938/IEF/14.04.2022 and the issue of a new order taking into account the considerations put forward by the Ministry of Finance in the decision. Transgaz challenged that decision before the court, seeking partial annulment of the decision in respect of its unclear recitals. The case has not yet been settled. However, following decision No 85/P/2022i issued by the Ministry of Finance, binding

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30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

order No 6009/253087/IEF of 14.12.2022 was issued, which only supplements the recitals of the first decision, maintaining the same amount payable by Transgaz. The company lodged a preliminary complaint against this new provision, which has not yet been resolved. It is also intended to challenge the administrative act consisting of binding order 6009/253087/IEF in court within the legal time limit. The company has lodged a bank guarantee letter in order to suspend the execution of this mandatory provision, in accordance with the provisions of the Tax Procedure Code.

vi) Government policies in the gas sector in Romania

ANRE is an autonomous public institution and sets tariffs for the natural gas transmission activity charged by the company. It is likely that the Agency decides the implementation of changes of the government strategies in the gas sector, determining changes in the tariffs approved for the company and, thus, having a significant impact on the company's revenue. At the same time, the Romanian government could decide to change the royalty applied to the company for using the assets part of the public domain according to SCA.

Currently, the effects cannot be determined, if they exist, of the future government policies in the gas sector in Romania on the company's asset and liability.

There are various interpretations of the legislation in force. In certain situations, ANRE may treat differently certain aspects, proceeding to the calculation of additional tariffs and of delay penalties. The company's management believes that its obligations to ANRE are properly presented in these financial statements.

ANRE Order no.126/12.2021 approved the modification of the contractual clauses for the balancing activity and access to the PVT which allows the Company to terminate access to the virtual trading point (VTP) and to terminate balancing contracts, for network users who register cumulative imbalances of the Deficit type during the month higher than the guarantees established.

GEO 27/2022 provides that in order to cover the additional costs related to own technological consumption and technological consumption, respectively, generated by the increase in prices on the angro market above the value taken into account by the regulator when calculating the natural gas transmission tariffs for 2021, the Energy Regulatory Authority (ANRE) modifies the regulated tariffs, with effect from 1 April 2022, and the resulting tariffs shall remain unchanged for the period from 1 April 2022 to 31 March 2023. ANRE did not modify the transmission tariffs with the price increase substantiated by the company.

By Order no. 95/18.05.2022, ANRE extends the deadlines laid down in ANRE Order no. 32/2021 on the approval of the adjusted regulated revenue and transmission tariffs for the transmission of natural gas through the National Transmission System until 30 September 2023 and provides that the differences resulting from the recalculation of the regulated revenue and the adjusted regulated revenue for the fourth regulatory year, 1 October 2022 - 30 September 2023, of the fourth regulatory period, shall be determined and adjusted with the adjustment of the regulated revenue and the approval of the revenue for the last year of the fourth regulatory period, i.e. 1 October 2023 - 30 September 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

According to GEO no. 119/1 September 2022 amending and supplementing Government Emergency Ordinance no. 27/2022 on measures applicable to end customers in the electricity and natural gas market for the period from 1 April 2022 to 31 March 2023, the natural gas transmission service provider is required to capitalise on a quarterly basis the additional costs for the procurement of natural gas incurred during the period from 1 January 2022 to 31 August 2023 to cover technological consumption, compared to the costs included in the regulated tariffs, and the assets resulting from the capitalisation shall be recognised in the accounting records and financial statements in accordance with the instructions issued by the Ministry of Finance.

By Order 111/24 August 2022, ANRE stipulates, as of 1 October 2022, that the mechanism ensuring cost and revenue neutrality of the TSOs take into account the following categories of costs and revenues:

- a) costs and revenues of the TSO as a result of the payment or collection of imbalance charges under the provisions of the Network Code in relation to individual NUs;
- b) costs and revenues arising from the purchase/sale of gas by the TSO for the physical balancing of the NTS, in compliance with the procedure on the operating limits of the NTS, approved by the TSO and endorsed by ANRE;
- c) costs and revenues resulting from the activity of natural gas storage intended to ensure the physical balance of the transmission system in accordance with the provisions of Article 130(1) of the Law no. 123/2012 on electricity and natural gas, as amended;
- d) costs arising from the taking out of a credit line to finance physical and commercial balancing activity;
- e) costs and revenues arising from the contracting of balancing services, in accordance with the provisions of Article 832 of the Network Code and Article 6(3) b of Regulation (EU) No 312/2014.

Eurotransgaz has fulfilled all its obligations under the Contract for Sale and Purchase of the State Enterprise Vestmoldtransgaz, concluded between Eurotransgaz S.R.L. on the one hand and the Public Property Agency ("APP") and the Ministry of Economy and Infrastructure ("MEI") on the other hand, for which Eurotransgaz received in 2022 the certificate on the full performance of the contractual obligations assumed by S.R.L. "Eurotransgaz" under the Contract for Sale and Purchase of the investment tender of the single asset complex of the State Enterprise "Vestmoldtransgaz".

vii) The impact of COVID-19

In the context of the COVID-19 pandemic, the company cooperates with the authorities and takes the necessary measures to ensure the provision of the gas transmission service in a safe manner and to ensure the safety of the personnel. The company prepared and published a plan of measures approved by the Board of Administration, which aims to minimize the effects of the epidemic on the health and safety of the employees and to ensure the continuity of the natural gas transmission service and the safety of the National Transmission System.

The company provides a public service of national interest being included in the regulated segment of the internal gas market. The gas transmission activity is regulated by the National Energy Regulatory Authority.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

viii) The military conflict in Ukraine

As of 24 February 2022 a military conflict is taking place on the territory of Ukraine. Gas flows can be redirected through the Negru Voda entry point and other interconnection points with transmission operators in Bulgaria and Hungary.

31. FEES OF THE STATUTORY AUDITOR

The fees for the financial year ended 31 december 2022 charged by BDO Audit SRL are: lei 79.682 (VAT excluded) for the limited review as at 30 June 2022 and 29.760 lei (excluding VAT) for other services than statutory audit services.

The fees for the financial year ended 31 December 2021 charged by BDO Audit SRL, invoiced in 2022 are: lei 174.989 (VAT excluded) for statutory audit services and lei 15.000 (VAT excluded) for other services than the statutory audit.

The fees for the financial year ended 31 December 2021 charged by BDO Audit SRL invoiced in 2021 are: lei 79.682 (VAT excluded) for the limited review as at 30 June 2021 and lei 22.320 (VAT excluded) other services than the statutory audit.

32. REVENUE AND COSTS FROM THE CONSTRUCTION OF ASSETS

In accordance with IFRIC 12 the revenue and costs of network construction should be recognized in accordance with IFRS 15 Revenue from Contracts with Customers.

	<u>The year ended</u> <u>31 December 2022</u> <u>(unaudited)</u>	<u>The year ended</u> <u>31 December 2021</u> <u>(unaudited)</u>
Revenue from the construction activity according to IFRIC12	299.868.442	704.026.548
Cost of assets constructed according to IFRIC12	(299.868.442)	(704.026.548)

The related costs were equal to the revenue, the company did not obtain any profit from the construction activity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

33. EVENTS SUBSEQUENT TO THE BALANCE DATE

In January 2023, the Company concluded with Banca Transilvania an addendum to the loan agreement in order to update the bank guarantee letter issued by the Company in favour of the National Tax Administration Agency to guarantee the debt instrument represented by the mandatory provision no. 6006/253087/IEF/14.12.2022, issued by the Ministry of Finance, which established the payment by Transgaz S.A. of the amount of 152.964.894 lei, representing the royalty due to the state budget. The amendment amends the previous binding provision number 6006/250938/IEF/14.04.2022 on the basis of which the initial letter was issued in 2022.

The company has successfully carried out an incremental capacity process for the entry/exit point to/from the National Natural Gas Transmission System (NTS) planned to be created in the area of Tuzla, Constanța county. The value of the allocated capacity for the period 01.05.2026 - 01.10.2042 is 1.323.920.520 MWh, and the cumulative value of the commitments of the successful applicants is 2.819.621.116 lei.

Based on the decision of the sole shareholder Eurotransgaz SRL no.1 of 11 January 2023 on the decrease of the share capital of Eurotransgaz SRL by the amount of EUR 2,31 million, the procedure for the decrease of the share capital was initiated in accordance with the legislation of the Republic of Moldova and we anticipate that this procedure will be completed in the first half of 2023.

Following the Resolution of the General Meeting of the Shareholders of Vestmoldtransgaz No. 08 of 17 January 2023, Eurotransgaz on 17 January 2023 received the amount of EUR 2,31 million as advance payment of the loan granted by Eurotransgaz SRL to the subsidiary Vestmoldtransgaz SRL.

On the basis of the resolution of the General Meeting of the Shareholders of Vestmoldtransgaz Ltd. no. 07 dated 7 September 2022, the shareholders decided to decrease the share capital of Vestmoldtransgaz Ltd. by

MDL 98.893.062 in order to compensate the losses of the previous periods. The procedure for the reduction of the share capital was registered with the Public Services Agency on 10 January 2023, and the corresponding extract was issued.

VMTG has settled amicably a dispute with ANRE pending before the court, i.e. the administrative case filed on the basis of the Complaint filed by Vestmoldtransgaz SRL, against the National Agency for Energy Regulation, regarding the partial annulment of the Decision of the ANRE Board of Directors no.211/14.05.2021, on the approval of the basic costs of the Transmission System Operator. The decision was contested in the part concerning the approval in the basic costs of the expenses related to the remuneration of local and external staff involved in the implementation of the Investment Project (UIPIGUC). The costs were approved by ANRE, respectively VMTG will file a request for withdrawal of the claims.

Chairman of the Board of Administration
Văduva Petru Ion

Director – General
Ion Sterian

Chief Financial Officer
Marius Lupean