

**SPECIAL POWER OF ATTORNEY
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ¹**

I, the undersigned)
.....
(surname and name of the shareholder natural person or of the legal representative of the shareholder legal person)

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

Personal identification number....., residing at (full address)
.....ID card/passport series, no....., issued by
....., holder of a number of.....shares in TRANSGAZ, registered with the Sibiu Trade Register Office under number J 32/301/2000, tax identification code RO13068733, representing% of the total number of 188.381.504 shares in TRANSGAZ granting a number of voting rights within the General Meeting of the Shareholders representing.....% of the total shares issued by TRANSGAZ, I **hereby appoint Mr./Mrs.:**
(surname and name of the empowered representative)

residing at/headquartered in
personal identification number....., holder of ID card/passport series....., no. issued by
(for natural persons representatives)

Tax identification code
(for legal persons representatives)

as my representative in the **Extraordinary General Meeting of the Shareholders** of TRANSGAZ to be held at the headquarters of TRANSGAZ, 1 C. I. Motas Square, on **11 October 2023, 11:00 a.m.**, or on the date of the second meeting, if the first one is not held, to exercise the voting rights related to the number of shares I hold and registered in the Shareholders Register of SC. DEPOZITARUL CENTRAL S.A., Bucharest, at the reference date **29 September 2023**, as follows:

- 1. Approval of the following:**
 - **the amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA, as follows:**

Chap. V, art. 19, point 11.1 and 11.2 shall be amended and shall read as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at the level of the Board of Administration in accordance with the legal provisions. The Board of Administration may also decide to set up other advisory committees to examine subjects required by the legislation in force or chosen by the Board of Administration, with the aim of advising it on the subjects chosen.

11.2 The Nomination and Remuneration Committee and the Audit Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at the level of the Board of Administration, their composition shall be determined by the Board of Administration.

At Chap. V, art. 19, after point 11.2 point 11.2¹ with the content below is added:

11.2¹ The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

- **Mandating the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Company Law no. 31/1990, republished, as subsequently amended and supplemented.**

The version proposed by the Board of Administration of the company

For Against..... Abstention

1.1 The approval of the following:

- **The amendment of some provisions of the updated Articles of Incorporation of SNTGN Transgaz SA as follows:**

Chapter V, Art. 19, points 11.1 and 11.2 shall be amended as follows:

11.1 The Nomination and Remuneration Committee, the Audit Committee and the Risk Management Committee shall be established at Board of Administration level in accordance with the law. The Board of Administration may also decide to set up other advisory committees to analyse issues required by the applicable law or chosen by the Board of Administration, with the aim of advising the Board of Administration on the chosen issues.

11.2 The Nomination and Remuneration Committee and the Risk Management Committee may consist of non-executive administrators. The Chairman of each Committee shall be independent. For other advisory committees to be established at Board of Administration level, their composition shall be determined by the Board of Administration.

On Chapt. V, Art. 19, after point 11.2, the following point 11.2¹ is added:

11.2¹ The Audit Committee consists of non-executive administrators, the majority of whom are independent and at least one of whom is qualified as a financial auditor under the law or has the experience required by law.

- **Empowerment of the Director General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the company, in order to comply with the forms of publicity provided for by the Companies Law no. 31/1990 republished, as amended and supplemented.**

The version proposed by the majority shareholder the General Secretariat of the Government according to letter no 20/32049/M.A./21.09.2023

For Against..... Abstention

- 2. Setting the date of 27.10.2023 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.**

The version proposed by the Board of Administration of the company

For Against..... Abstention

3. Empowerment of Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea, Administrator or Mr Orosz Csaba, Administrator, to sign the Resolution of the Extraordinary General Meeting of the Shareholders, and of Mr Leahu Mihai Leontin, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

The version proposed by the Board of Administration of the company

For Against..... Abstention

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

Date of power of attorney:

Surname and name:

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

Signature:

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

Note:

¹ *The content is according to the Financial Supervisory Authority Regulation no. 5/2018 on the issuers of financial instruments and market operations, as amended.*