

No. 95362/07.11.2025

Submitted for approval in the OGMS of 17/18.12.2025

REPORT

on the approval of the addendum to the mandate contract signed with the non-executive administrators of SNTGN Transgaz SA which includes the fixed monthly remuneration allowance and other benefits, established in accordance with the provisions of Article 39(2) of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as amended, and the empowerment of a representative of the General Secretariat of the Government to sign, on behalf of the company, the addenda to the mandate contracts of the non-executive administrators of SNTGN Transgaz S.A.

SUMMARY

Following the publication of Law No. 158 of 17 October 2025, amending EMERGENCY ORDINANCE No. 109 of 30 November 2011 on the corporate governance of public enterprises, the fixed monthly allowance of non-executive members of the board of administration may not exceed twice the average gross monthly salary for the last 12 months for the activity carried out in accordance with the main object of activity registered by the company, at class level, according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to appointment, and the total benefits granted in a year of mandate with regard to the coverage of representation, transport, and daily allowance expenses may not exceed the value of two fixed gross monthly allowances.

PROPOSAL

In accordance with the provisions of Chapter IV, Article 15, point 3, letter d) of the updated Articles of Incorporation, in conjunction with the provisions of Government Emergency Ordinance No. 109/2011 and the provisions of Law No. 158/2025, we submit the following for approval by the Ordinary General Meeting of Shareholders:

- the form of the addendum to the mandate contract concluded with the non-executive administrators of SNTGN Transgaz SA, which includes the fixed monthly allowance and other benefits established in accordance with the provisions of Article 39(2) of**

Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as amended;

- **the empowerment of a representative of the General Secretariat of the Government to sign on behalf of the company the addenda to the mandate contracts of the non-executive Administrators of SNTGN Transgaz SA.**

Detailed content

In accordance with the provisions of the Mandate Contract, the Mandatary shall receive a remuneration consisting of a fixed monthly allowance.

For the duration of the application of GEO 109/2011, as amended, as in force on the date of approval of the mandate contract, the gross monthly fixed remuneration of the non-executive members of the Board of Administration cannot exceed maximum twice the average over the last 12 months of the gross average monthly salary for the activity performed according to the main object of activity registered by the company, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment. The level of remuneration is proposed by the remuneration committee of the board of administration of the public enterprise, approved by AMEPIP and approved by the general meeting of shareholders, taking into account the reference criteria in the private sector, as well as the complexity of the operations carried out by the public enterprise.

According to Article 39 of Government Emergency Ordinance No. 109/2011, as amended , paragraph 1, "The remuneration and benefits offered in accordance with the law or the mandate contract to administrators and directors within the unitary system, respectively to members of the supervisory board and members of the management board, in the case of the dualistic system, shall be recorded in the annual financial statements and in the annual report of the nomination and remuneration committee, the board of administration or the supervisory board and shall include the remuneration and other benefits granted by the company and its subsidiaries," and paragraph 2 "..... the mandate contract shall also mention other benefits, namely the coverage of representation, transportation, and daily allowance expenses, provided that the total benefits granted in a year of mandate do not exceed the value of two fixed gross monthly allowances."

The mandate contract of non-executive members stipulates in Chapter 5.1 the following rights of the Administrator in Article 5.1.7. "The Administrator is entitled to the same compensation and benefits package, including medical services and/or medical insurance, contracted by the Company for employees (if applicable)" and in Article 5.1.9. "The Administrator is entitled to reimbursement of necessary and useful expenses, incurred in a justified manner in the interest of fulfilling the mandate, based on supporting documents, but not limited to: accommodation expenses, daily allowances, transportation, fees for participation in courses, seminars, and any other types of expenses related to the performance of the mandate, regardless of whether they were incurred in connection with travel within

the country or abroad, as well as the use of inventory items/fixed assets necessary for the performance of the activity."

As a result, with the publication in the Official Journal of Law No. 158 of 17 October 2025, amending **EMERGENCY ORDINANCE No. 109 of 30 November 2011 on the corporate governance of public enterprises**, it is established that the total benefits granted in a year of mandate with regard to the coverage of representation, transportation, and daily allowance expenses shall not exceed the value of two fixed gross monthly allowances.

Thus, the mandate contracts of the non-executive members of the Board of Administration will be amended by addenda with the proposed amendments in accordance with Article 39 of GEO No. 109 of 30 November 2011 on the corporate governance of public enterprises, as amended.

In accordance with the provisions of Chapter IV, Article 15, point 3, letter d) of the updated Articles of Incorporation, in conjunction with the provisions of Government Emergency Ordinance No. 109/2011 and the provisions of Law No. 158/2025, we submit the following for approval by the Ordinary General Meeting of Shareholders:

- **the form of the addendum to the mandate contract concluded with the non-executive administrators of SNTGN Transgaz SA, which includes the fixed monthly allowance and other benefits established in accordance with the provisions of Article 39(2) of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as amended;**
- **the empowerment of a representative of the General Secretariat of the Government to sign, on behalf of the company, the addenda to the mandate contracts of the non-executive administrators of SNTGN Transgaz S.A.**

Annex: form of the addendum to the mandate contract covering the fixed remuneration and other benefits

Chairman of the Board of Administration

Nicolae MINEA

**Addendum no. ____ to
The Mandate Contract no. ____ dated ____**

Considering the provisions of:

- Company Law **31/1990**, republished, as amended, hereinafter referred to as **Law 31/1990**;
- Law **158** of 17 October 2025 amending and supplementing Government Emergency Ordinance 109/2011 on corporate governance of public enterprises;
- Government Emergency Ordinance 109/2011 on the corporate governance of public enterprises, as further amended and supplemented, hereinafter referred to as **GEO 109/2011**;
- Government Decision 639/27.07.2023 on the approval of the methodological norms for the application of provisions of GEO 109/2011 on the corporate governance of public enterprises, as further amended and supplemented, hereinafter referred to as GD 639/2023;
- Government Ordinance 26/2013 on strengthening financial discipline at the level of economic operators where the state or administrative-territorial units are sole or majority shareholders or hold directly or indirectly a controlling stake, as amended;
- Art. 1.913 and the subsequent articles, and Art. 2.009 and the subsequent articles of Law 287/2009 on the Civil Code, as amended;
- Government Emergency Ordinance no. 68/2019 on the establishment of measures at the level of the central public administration and for the amendment and supplementation of normative acts,

as well as the following:

By Resolution of the Ordinary General Meeting of the Shareholders of S.N.T.G.N. Transgaz S.A. no.. ... dated, in accordance with the provisions of GEO no. 109/2011 on the corporate governance of public enterprises, as amended, the fixed monthly remuneration of the non-executive members of the Board of Administration was approved;

The General Meeting of the Shareholders of S.N.T.G.N. Transgaz S.A. no. ____ dated ____ decided that the present Addendum to the Mandate Contract no. ____ dated _____, hereinafter referred to as the "**Mandate Contract**" shall be signed by the representative of the shareholders____ _;

The National Gas Transmission Company "Transgaz" S.A., headquartered in Medias, no. 1, C. I. Motas Sq., Sibiu County, tel./fax. 0269 803333 / 0269 803334, e-mail: cabinet@transgaz.ro, registered with the Trade Register, Sibiu Court of Law under no. J32/301/2000, VAT no. RO/13068733, represented by _____, identified with _____, hereinafter referred to as "**Company**" or "**Mandator**" as appropriate,

and

Mr./Mrs. _____, Romanian citizen, born on _____, residing in _____, bearer of ID series _____ no _____ issued by _____ on _____, Personal no. _____, tel./fax. _____ / _____, e-mail: _____, as _____, hereinafter referred to as **Mandatory**,

individually referred to as the Party and collectively as the Parties,

pursuant to art. 2 point 21 of GEO 109/2011 and art. 8.1 of the Mandate Contract no. _____ dated _____, hereinafter referred to as the "**Mandate Contract**", have agreed to conclude this Addendum, hereinafter referred to as the "**Addendum**",

Art. 1. Object of the Addendum

The parties agree to amend the following articles of the Mandate Agreement as follows:

Art. 5.1.7 The Administrator is entitled to the same package of compensation and benefits, including medical services and/or medical insurance, contracted by the Company for employees, so that the total benefits granted in one year of office do not exceed the value of two fixed gross monthly allowances.

Art. 5.1.9. The administrator is entitled to reimbursement of expenses related to representation, transportation, and daily allowances, provided that the total benefits granted during a one-year term (including the benefits under Article 5.1.7) do not exceed the value of two fixed gross monthly allowances.

Art. 11.2 The Administrator's fixed gross monthly allowance, established under the conditions provided for in Article 37(2) of Government Emergency Ordinance No. 109/2011, as amended, amounts to **RON 26,946 gross per month**.

Art. 2. Final provisions

2.1. This Addendum shall enter into force at the date of its execution by the Parties.

2.2. The other clauses of the Contract shall remain unchanged.

This Addendum was concluded today, _____, in 3 (three) original counterparts, of which 2 (two) counterparts for the Mandator and 1 (one) counterpart for the Mandatory.

Mandator,
S.N.T.G.N. TRANSGAZ S.A.,

Mandatory,

by _____
empowered by the Resolution of the Ordinary General
Meeting of the Shareholders no. _____ dated _____
