

DRAFT RESOLUTION

RESOLUTION NO. 3
of the Ordinary General Meeting of the Shareholders
of the National Gas Transmission Company TRANSGAZ S.A. Medias,
as of 27 April 2021

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, subscribed and paid-up capital: 117,738,440 RON, divided into 11.773.844 shares, each having a nominal value of 10 lei, convened under article 117 of Companies Law 31/1990 republished, as further amended and supplemented, of Law 24/2017 on the issuers of financial instruments and market operations, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 27 April 2021, at the first/second convening, in which shareholders representing ____% of the share capital and ____% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the annual financial statements (statement of financial standing, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for the financial year 2020, prepared in accordance with International Financial Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.

Art.2. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the consolidated annual financial statements (statement of financial standing, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for the financial year 2020, prepared in accordance with International Financial Reporting Standards adopted by European Union and approved by OMFP no. 2844/2016.

Art.3. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, acknowledges the consolidated annual report of the administrators of SNTGN TRANSGAZ SA regarding the activity carried out in 2020.

Art.4. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, approves/does not approve the gross dividend per share in the amount of 8.14 lei/share, related to the financial year 2020.

Art.5. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes, acknowledges the contents of the Financial Audit Report on the annual financial statements concluded by SNTGN TRANSGAZ SA on 31 December 2020 and the opinion expressed in its report by the independent auditor BDO AUDIT SRL.

Art.6. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes acknowledges the contents of the Financial Audit Report on the consolidated annual financial statements concluded by SNTGN TRANSGAZ SA on 31 December 2020 and the opinion expressed in its report by the independent auditor BDO AUDIT SRL.

Art.7. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the distribution of the net profit of the financial year 2020, as follows:

1. the distribution of the net profit as follows:

- dividends due to the shareholders lei 95.839.090,16
- profit for the establishment of own financing sources lei 79.161.673,84

2. employee participation to profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, amounting to lei 16.612.000.

Art.8. With ____ votes *For*, representing ____% of the total number of expressed votes, with ____ votes *Against*, representing ____% of the total number of expressed votes, and with ____ votes *Abstention*, representing ____% of the total number of expressed votes acknowledges the Report of the Advisory Nomination and Remuneration Committee regarding the evaluation of the performances of the administrative and executive management of SNTGN TRANSGAZ SA for the activity carried out in 2020.

Art.9. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the discharge from administration of the administrators for the activity carried out in 2020.

Art.10. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the evaluation of the fulfilment of the key financial and non-financial performance indicators that constitute an annex to the mandate contracts of the non-executive administrators, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public companies, as subsequently amended and supplemented.

Art.11. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the following:

1. the prescription of the dividends related to the financial year 2017 and not claimed until the prescription date, respectively 16.07.2021;
2. the registration in the company's income account of the value representing the dividends related to the financial year 2017 not claimed until the prescription date, respectively 16.07.2021

Art.12. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the following:

1. the prescription of the dividends not claimed, distributed/redistributed from the amounts registered in the "retained earnings" and/or "other reserves" accounts, approved by the OGMS Decision no. 7 of 03.12.2018 and not claimed until the date until the date of prescription, respectively 28.12.2021 as well as the undistributed difference in the amount of 50,303.84 lei;
2. the registration in the company's income account of the value representing distributed/redistributed dividends from the amounts registered in the "retained earnings" and/or "other reserves" accounts, approved by the OGMS Decision no. 7 of 03.12.2018 and not claimed until the date of prescription, respectively 28.12.2021 and the undistributed difference in the amount of 50,303.84 lei.

Art.13. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the Policy and Criteria of the Remuneration of the Administrators, Director General and Chief Financial Officer of SNTGN „TRANSGAZ" S.A.

Art.14. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the revision of some key performance, financial indicators included in the Management Plan of SNTGN Transgaz SA for the period 2017-2021.

Art.15. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the addendum to the mandate contract signed with the non-executive members of the Board of Administration of SNTGN Transgaz SA in the form published on the company's website that includes the revised financial performance indicators related to the year 2021 and the empowerment of the representative of the General Secretariat of the Government in the GMS, in the person of Mrs/Mr_____ to sign on behalf of the company the addenda to the mandate contracts of the non-executive members of the Board of Administration of SNTGN Transgaz SA including the amendments approved at point 14 on the agenda of this meeting.

Art.16. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes approves/does not approve the revenue and expense budget of SNTGN „Transgaz” SA for the year 2021 and of the estimates for the years 2022-2023.

Art.17. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes sets the date of **25 June 2021** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.

Art.18. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes sets the date of **24 June 2021** as ex-date, according to the legal provisions in force.

Art.19. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes sets the date of **16 July 2021** as the date of payment of dividends.

Art.20. With ____votes *For*, representing ____% of the total number of expressed votes, with ____votes *Against*, representing ____% of the total number of expressed votes, and with ____votes *Abstention*, representing ____% of the total number of expressed votes, empowers Mr Remus Gabriel Lăpușan, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and Mr. Grigore Târsac, as the Deputy Director – General of SNTGN Transgaz SA, to sign the

necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

Chairman of the Board of Administration
Remus Gabriel Lăpușan