

**DRAFT RESOLUTION****RESOLUTION NO.4****of the Ordinary General Meeting of the Shareholders  
of the National Gas Transmission Company TRANSGAZ S.A. Medias,  
of 26 April 2023**

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, as amended, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, as amended, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 26/27 April 2023, 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, and with \_\_\_\_votes *Against*, representing \_\_\_\_% of the total number of expressed votes, approves/does not approve the annual individual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2022, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMFP 2844/2016. A number of \_\_\_\_ shareholders, having \_\_\_\_ votes, adopted the *Abstention* position on this item.

**Art.2.** With \_\_\_\_votes *For*, representing \_\_\_\_% of the total number of expressed votes, and with \_\_\_\_votes *Against*, representing \_\_\_\_% of the total number of expressed votes, approves/does not approve the annual consolidated financial statements (consolidated

statement of financial position, consolidated statement of comprehensive income, consolidated statement of equity changes, consolidated statement of cash flows, notes to the consolidated financial statements) of SNTGN TRANSGAZ SA for financial year 2022, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMFP 2844/2016. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.3.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, acknowledges the presentation of the annual consolidated Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2022. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.4.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, approves/does not approve the gross dividend per share in the amount of Lei 0,70/share for financial year 2022. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.5.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, acknowledges the presentation of the Financial Audit Report on the annual individual financial statements ended by SNTGN TRANSGAZ SA as at 31 December 2022. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.6.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, acknowledges the presentation of the Financial Audit Report on the annual consolidated financial statements ended by SNTGN TRANSGAZ SA as at 31 December 2022. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.7.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, approves/does not approve the 2022 net profit distribution as follows.

1. The net profit distribution as follows:

- |   |                   |
|---|-------------------|
| - legal reserves  | 21.873.676,02 Lei |
| - other reserves representing tax incentives established by Law 237/2015 on the Tax Code, profit invested in technological equipment- machines, machinery and work installations, electronic computers and peripheral equipment, cash register, control and billing machines and tills, as well as in software, produced and/or purchased and put into operation, used for carrying out the economic activity | 17.275.596,46 Lei |
| - the establishment of own financing sources for projects co-financed by external loans   | 81.129.494,21 Lei |

- dividends due to shareholders 131.867.052,80 Lei
- profit for the establishment of own financing sources 113.609.048,51 Lei

2. employee participation to profit according to Art.141 of the applicable Collective Labour Contract concluded by SNTGN TRANSGAZ SA, amounting to lei 18.026.396.

A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.8.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, approves/does not approve the Remuneration Report for 2022, presented and submitted to the consultative vote of the shareholders, in accordance with the provisions of Article 107 (6) of Law 24/2017 on the issuers of financial instruments and market operations, as amended.. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.9.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, approves/does not approve the discharge from administration of the administrators of SNTGN Transgaz SA for the activity performed in 2022. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.10.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, approves/does not approve the evaluation of the fulfilment of the financial and non-financial performance indicators, annex to the contracts of mandate of the non-executive administrators. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

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

1. the prescription of the dividends related to 2019 financial year and not claimed until the prescription date, 17 July 2023;
2. the registration in the company's account of the value representing the dividends related to 2019 financial year and not claimed until the prescription date , 17.07.2023.

A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.12.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, sets the date of **28.06.2023** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art.13.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes,

sets the date of **27.06.2023** as ex-date, according to the applicable laws. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art. 14.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, sets the date of **19.07.2023** as dividend pay-out date. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Art. 15.** With \_\_\_ votes *For*, representing \_\_\_% of the total number of expressed votes, and with \_\_\_ votes *Against*, representing \_\_\_% of the total number of expressed votes, empowers Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea, Administrator or Mr Csaba Orosz, Administrator, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Grigore Târsac, as Deputy Director-General of S.N.T.G.N. TRANSGAZ S.A., or his alternate, Mr Mihai Leontin Leahu, Deputy Director-General, 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. A number of \_\_\_ shareholders, having \_\_\_ votes, adopted the *Abstention* position on this item.

**Chairman of the Board of Administration**  
**Petru Ion Vaduva**