

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

**INDIVIDUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2020**

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

This version of the interim 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.

FINANCIAL STATEMENTS

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STATEMENT OF FINANCIAL POSITION
(expressed in lei, unless otherwise stated)



| | <u>Note</u> | <u>31 December 2020</u> | <u>31 December 2019</u> |
|--|-------------|-------------------------|-------------------------|
| ASSET | | | |
| Fixed assets | | | |
| Tangible Assets | 7 | 449.717.871 | 476.405.816 |
| Rights of use of the leased assets | 9 | 19.192.069 | 9.359.179 |
| Intangible Assets | 9 | 3.931.662.402 | 3.058.556.071 |
| Financial assets | 10 | 284.272.848 | 215.886.809 |
| Trade receivables and other receivables | 12 | 1.364.268.828 | <u>723.921.414</u> |
| Deferred tax | 12 | <u>5.322.418</u> | <u>-</u> |
| | | 6.054.436.436 | 4.484.129.289 |
| Current assets | | | |
| Inventories | 11 | 191.061.018 | 488.033.645 |
| Commercial receivables and other receivables | 12 | 626.162.839 | 485.867.200 |
| Cash and cash equivalent | 13 | <u>276.174.270</u> | <u>311.138.161</u> |
| | | 1.093.398.127 | 1.285.039.006 |
| Total asset | | 7.147.834.563 | 5.769.168.295 |
| EQUITY AND DEBTS | | | |
| Equity | | | |
| Share capital | 14 | 117.738.440 | 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 | <u>1.709.709.168</u> | <u>1.709.507.825</u> |
| | | 3.782.141.730 | 3.781.940.387 |
| Long-term debts | | | |
| Long-term loans | 16 | 1.486.684.049 | 661.062.420 |
| Provision for employee benefits | 21 | 118.611.004 | 119.858.608 |
| Deferred revenue | 17 | 1.043.635.227 | 647.728.922 |
| Deferred tax payment | 18 | - | 7.860.382 |
| Commercial debt and other debts | 19 | <u>16.482.440</u> | <u>53.278.838</u> |
| | | 2.665.412.720 | 1.489.789.170 |

Notes 1 to 33 are part of these financial statements.

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STATEMENT OF FINANCIAL POSITION
(expressed in lei, unless otherwise stated)



| | <u>Note</u> | <u>31 December 2020</u> | <u>31 December 2019</u> |
|----------------------------------|-------------|-----------------------------|-----------------------------|
| Current debts | | | |
| Commercial debts and other debts | 19 | 431.563.686 | 398.291.230 |
| Deferred revenue | 17 | 69.030.914 | 22.186.786 |
| Provision for risks and charges | 20 | 75.794.781 | 72.239.710 |
| Short-term loans | 16 | 120.992.640 | 2.867.580 |
| Provision for employee benefits | 21 | <u>2.898.092</u> | <u>1.853.432</u> |
| | | <u>700.280.113</u> | <u>497.438.738</u> |
| Total debts | | <u>3.365.692.833</u> | <u>1.987.227.908</u> |
| Total equity and debts | | 7.147.834.563 | 5.769.168.295 |

Endorsed and signed on behalf of the Board of Administration on 22 March 2021 by:

Chairman of the Board of Administration
Remus Gabriel Lăpușan

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> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|--|-------------|--|--|
| Revenue from the domestic transmission activity | | 1.150.464.877 | 1.192.597.737 |
| Revenue from the international transmission activity | | 114.222.513 | 327.696.392 |
| Other revenue | 22 | <u>68.816.438</u> | <u>56.372.901</u> |
| Operational revenue before the balancing and construction activity according to IFRIC12 | | 1.333.503.828 | 1.576.667.030 |
| Depreciation | 7, 9 | (247.008.520) | (193.622.482) |
| Employees costs | 24 | (431.952.348) | (413.647.347) |
| NTS gas consumption, materials and consumables used | | (115.609.386) | (99.266.835) |
| Expenses with royalties | | (107.622.364) | (151.282.768) |
| Maintenance and transmission | | (30.315.180) | (29.844.354) |
| Taxes and other amounts owed to the state | | (71.869.830) | (111.290.009) |
| Revenue/ (Expenses) with provisions for risks and charges | | (6.073.259) | (49.818.887) |
| Other operating cost | 23 | <u>(155.384.709)</u> | <u>(179.926.744)</u> |
| Operational profit before the balancing and construction activity according to IFRIC12 | | 167.668.232 | 347.967.604 |
| Revenue from the balancing activity | | 199.239.242 | 324.687.807 |
| Cost of balancing gas | | (199.239.242) | (324.687.807) |
| Revenue from the construction activity according to IFRIC12 | 32 | 1.587.548.396 | 868.356.796 |
| Cost of assets constructed according to IFRIC12 | 32 | <u>(1.587.548.396)</u> | <u>(868.356.796)</u> |
| Operational profit | | 167.668.232 | 347.967.604 |
| Financial revenue | 25 | 60.665.649 | 98.951.903 |
| Financial cost | 25 | <u>(19.155.801)</u> | <u>(27.817.927)</u> |
| Financial revenue, net | | <u>41.509.848</u> | <u>71.133.976</u> |
| Profit before tax | | 209.178.080 | 419.101.580 |
| Profit tax expense | 0 | <u>(34.177.316)</u> | <u>(70.842.564)</u> |
| Net profit for the period | | <u>175.000.764</u> | <u>348.259.016</u> |
| Basic and diluted earnings per share (expressed in lei per share) | 28 | 14,86 | 29,58 |
| Actuarial gain / loss for the period | | 7.341.946 | (4.636.774) |
| Total comprehensive income for the period | | <u>182.342.710</u> | <u>343.622.242</u> |

Chairman of the Board of Administration
Remus Gabriel Lăpușan

Director - General
Ion Sterian

Chief Financial Officer
Marius Lupean

Notes 1 to 33 are part of these financial statements.

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



| | <u>Note</u> | <u>Share Capital</u> | <u>Share capital adjustments</u> | <u>Share premium</u> | <u>Other reserves</u> | <u>Retained earnings</u> | <u>Total equity</u> |
|--|-------------|---------------------------|----------------------------------|---------------------------|-----------------------------|-----------------------------|-----------------------------|
| Balance on 1 January 2019, reported | | <u>117.738.440</u> | <u>441.418.396</u> | <u>247.478.865</u> | <u>1.265.796.861</u> | <u>1.640.298.503</u> | <u>3.712.731.065</u> |
| Net profit for the period, reported | | - | - | - | - | 195.500.934 | 195.500.934 |
| Actuarial gain / loss for the period | | - | - | - | - | (4.636.774) | (4.636.774) |
| <i>Deferred tax adjustment loss</i> | | - | - | - | - | (19.391.459) | (19.391.459) |
| <i>Transactions with shareholders:</i> | | | | | | | |
| Dividends related to 2018 | 15 | - | - | - | - | (255.021.461) | (255.021.461) |
| Balance on 31 December 2019 | | <u>117.738.440</u> | <u>441.418.396</u> | <u>247.478.865</u> | <u>1.265.796.861</u> | <u>1.709.507.825</u> | <u>3.781.940.387</u> |
| Net profit for the period | | - | - | - | - | 175.000.764 | 175.000.764 |
| Actuarial gain / loss for the period | | - | - | - | - | 7.341.946 | 7.341.946 |
| <i>Transactions with shareholders:</i> | | | | | | | |
| Dividends related to 2019 | | - | - | - | - | (182.141.367) | (182.141.367) |
| Balance on 31 December 2020 | | <u>117.738.440</u> | <u>441.418.396</u> | <u>247.478.865</u> | <u>1.265.796.861</u> | <u>1.709.709.168</u> | <u>3.782.141.730</u> |

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CASH FLOW STATEMENT

(expressed in lei, unless otherwise stated)

| | <u>Note</u> | <u>The year ended 31 December 2020</u> | <u>The year ended 31 December 2019</u> |
|---|-------------|--|--|
| Cash generated from operations | 26 | 432.931.137 | 429.354.660 |
| Interest paid | | (2.850.840) | - |
| Interest received | | 2.104.548 | 1.928.625 |
| Paid profit tax | | <u>(61.436.931)</u> | <u>(69.822.103)</u> |
| Net cash inflow from operation activities | | <u>370.747.914</u> | <u>361.461.182</u> |
| Cash flow from investment activities | | | |
| Payments to acquire tangible and intangible assets | | (1.340.789.096) | (907.674.681) |
| Financial investment/shares | | (68.386.039) | (170.356.413) |
| Receipts from the disposal of tangible assets | | 214.050 | 146.396 |
| Cash flow from connection fees and grants | | <u>252.243.711</u> | <u>151.274.740</u> |
| Net cash used in investment activities | | <u>(1.156.717.374)</u> | <u>(926.609.958)</u> |
| Cash flow from financing activities | | | |
| Long term loans drawings | | 637.938.000 | 423.477.000 |
| Long term loans repayments | | (2.785.320) | - |
| Credit withdrawals for working capital | | 299.720.329 | - |
| Dividends paid | | <u>(183.867.440)</u> | <u>(255.942.380)</u> |
| Net cash used in financing activities | | 751.005.569 | 167.534.620 |
| Net change in cash and cash equivalents | | <u>(34.963.891)</u> | <u>(397.614.156)</u> |
| Cash and cash equivalent as at the beginning of the year | 13 | <u>311.138.161</u> | <u>708.752.317</u> |
| Cash and cash equivalent as at the end of the period | 13 | <u>276.174.270</u> | <u>311.138.161</u> |

Chairman of the Board of Administration
Remus Gabriel Lăpușan

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Marius Lupean

NOTES TO THE 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 2020, 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.

The financial statements will be authorized for publication on 22 March 2021.

The financial statements do not change after publication.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

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. Thus the premises of the correct administration of the possible unfavourable developments are created, developments, which may appear if the high aversion towards risk occurs again in the international financial markets. 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 Ziarul Financiar, the European Commission published the Winter 2021 Economic Forecasts, according to which Romania's GDP will grow by 3.8% in 2021 and 4% in 2022. In November 2020, the European Commission expected an advance of 3.3% in 2021, and of 3.8% in 2022 for the Romanian economy. At the level of the euro area, the economy will grow by 3.8% both in 2021 and in 2022, and at the level of the EU states, the economy will increase by 3.7% in 2021 and by 3.9% in 2022.

The Commission's report predicts that euro area and EU economies will reach pre-crisis output levels earlier than anticipated in the autumn 2020 economic outlook, largely due to the expected growth rate in the second half of 2021, and in 2022. After strong growth in the third quarter of 2020, economic activity contracted again in the fourth quarter as a second wave of the pandemic triggered renewed containment measures. With those measures still in place, the EU and euro area economies are expected to contract in the first quarter of 2021, notes the report of the European Commission.

Economic growth is set to resume in the spring and gather momentum in the summer as vaccination programmes progress and containment measures gradually ease. An improved outlook for the global economy is also set to support the recovery. The economic impact of the pandemic remains uneven across Member States and the speed of the recovery is also projected to vary significantly. The EU economy should return to pre-pandemic GDP levels in 2022, earlier than previously expected – though the output lost in 2020 will not be recouped so quickly, or at the same pace across our Union. This forecast is subject to multiple risks, related for instance to new variants of COVID-19 and to the global epidemiological situation. On the other hand, the impact of Next Generation EU should provide a strong boost to the hardest-hit economies over the coming years, which is not yet integrated into today's projections, says Paolo Gentiloni, Commissioner for Economy.

The inflation rate in Romania is forecast to slightly increase to 2.6%, in 2021 and to decline somewhat to 2.4% in 2022. In autumn the European Commission forecast an increase of the inflation rate to 2.5% for 2021 and to 2.4% for 2022.

- (ii) On 15 January 2021, the Board of the National Bank of Romania decided: to lower the monetary policy rate to 1,25% per year, from 1,50% per year from 18 January 2021; to lower the interest rate for the deposit facility to 0,75% per year from 1,00% per year and the interest rate for the (Lombard) credit facility to 1,75 % per year from 2,00% per year; to maintain the current levels of the mandatory minimum reserves for the lei and currency liabilities of the credit institutions;

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

2. OPERATIONAL FRAMEWORK OF THE COMPANY (CONTINUED)

(iii) Based on BNR's Inflation Report in November 2020, the annual CPI inflation rate followed in Q3 2020 the downward trend visible since early this year and neared in September the mid-point of the flat target, standing at 2,45%, compared to 2,58% in June. The disinflationary trend has mainly reflected the effects of the favourable vegetables and fruit crops this year at local and community level.

At the same time, however, the simultaneous occurrence of demand- and supply-side shocks, the latter arising from the measures taken to to keep the pandemic under control, put the annual adjusted CORE2 inflation rate on a stable course, continuing to be around 3,7%. Given the below expectations trajectory of the volatile prices, in September, the annual CPI dynamics stood 0,1 percentage points below the latest macroeconomic projection (in the August 2020 *Inflation Report*). Moreover, in the course of QIII, the average annual HICP inflation rate decreased marginally compared to the European average, falling to the level of 2.8 percent.

(iv) On 8 July 2020 Fitch Ratings affirmed Transgaz`s (TGN) rating at `BBB-` with a Stable Outlook, according to the release sent to the Bucharest Stock Exchange. The report of the agency shows that the 'BBB-' rating of Transgaz with a Stable Outlook `reflects its solid business profile as a concessionaire and operator of the gas transmission network in Romania as well as our expectation of a progressive contraction of its international gas transit business derived from traditional routes. The rating is supported by the country's regulation for gas transmission and our expectation that a significant current investment related to the Bulgaria-Romania-Hungary-Austria corridor (BRUA) will be added to Transgaz's regulated asset base (RAB), supporting future earnings`.

(v) According to a release issued on 30 October 2020 Fitch Ratings affirmed Romania`s sovereign rating at `BBB-` with a negative outlook, this being the last notch in the `investment-grade` category, recommended for investments. According to Fitch, Romania`s rating is supported by moderate levels of government debt and debt service, and GDP per capita, governance and human development indicators that are above 'BBB' category peers. These are balanced against larger budget and current account deficits as well as higher net external debt ratios compared with peers.

`The Negative Outlook reflects the weakening public finance metrics due to pro-cyclical policies in recent years and the impact from the coronavirus pandemic on economic and fiscal performance. Although Fitch expects the economy to recover from 2021, uncertainty around political and policy developments, combined with a resurgence in domestic and global coronavirus infections, continue to cloud the economic and fiscal outlook. A weak track record of fiscal consolidation despite high growth in recent years and high budget rigidities will also continue to pose significant public finance challenges over the medium term` states Fitch Ratings.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

At the end of 2019, the leu depreciated against the EURO (`EUR`) and the US dollar (`USD`). Thus, compared to the end of 2018, the leu depreciated by 2.47% against the EUR (4.7793 at 31 December 2019; 4.6639 at 31 December 2018) and depreciated by 4.60% against the USD (4.2608 at 31 December 2019; 4.0736 at 31 December 2018).

At the end of 2020, the leu depreciated against the EURO (`EUR`) and appreciated against the US dollar (`USD`). Thus, compared to the end of 2019, the leu depreciated by 1.89% against the EUR (4.8694 at 31 December 2020; 4.7793 at 31 December 2019) and appreciated by 6.92% against the USD (3.9660 on 31 December 2020; 4.2608 on 31 December 2019).

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES

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.

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).

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

3.SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(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);

(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:

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

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- *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.

- *Depreciation 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.
- *Depreciation:* 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);

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;

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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;
- 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 FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

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 model of control for lease identification by establishing principles for the recognition, measurement and presentation of lease contracts, that is the right to control the use of an identified asset for a period of time in exchange for consideration. The right to control the use of the identified asset exists if the client has the right to obtain substantially all the economic benefits and also the right to determine the manner and purpose in 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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

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.”*

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

The following changes are valid for the period beginning on 1 January 2022:

- Onerous contracts - The cost of performing a contract (Amendments to IAS 37);
- Tangible assets: receipts before intended use (amendments to IAS 16);
- Annual improvements to IFRS 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to the conceptual framework (Amendments to IFRS 3).

The following changes are valid for the period beginning on 1 January 2023

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 Data 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:

Changes in the Classification of Liabilities as 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

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 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 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 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*

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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 2020 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.

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.

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. Decision no. 1773/16.10.2019 of the ANRE President provided that the company was obliged to have a minimum level of natural gas stock of 939.894,097 MWh on 31 October 2019, and 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 until 31 October 2020.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

3.12. Value Added Tax

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 must be paid to the state and can be recovered only in the event of debtor prescription, as a result of bankruptcy decision.

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 management periodically evaluates positions on tax returns regarding situations where the applicable tax regulations are subject to interpretation and establishes provisions, where appropriate, based on the estimated amounts due to tax authorities.

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 21). 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

3. SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 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.

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 (see Note 28).

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.

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 2020 and in 2019.

f) *Revenue from penalties*

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

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

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; the company does not apply hedge accounting. The management believes 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 2020</u> | <u>31 December 2019</u> |
|--|--------------------------------|--------------------------------|
| <i>Impact on profit and loss and on equity of:</i> | | |
| USD appreciation by 10% | 123.351 | 125.419 |
| USD depreciation by 10% | (123.351) | (125.419) |
| EUR appreciation by 10% | (26.462.323) | (36.331.510) |
| EUR depreciation by 10% | 26.462.323 | 36.331.510 |

(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 3.325.834 on December 2020 (December 2019: lei 2.989.892).

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

(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 7.556.613 (December 2019: lei 497.755 lower/higher) 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 47% of the trade receivable balances on 31 December 2020 (31 December 2019: 47%). 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. In the end on 2020 the company has available payment guarantees from its clients amounting to lei 204.839.304.

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

| | <u>30 December 2020</u> | <u>31 December 2019</u> |
|----------------|--------------------------------|--------------------------------|
| Without rating | 1.565.253 | 1.183.999 |
| BB+ | 129.210.884 | 61.134.709 |
| BBB- | 71.152.016 | 7.691.934 |
| BBB+ | 73.331.714 | 240.441.135 |
| A | 136.721 | 137.355 |
| AA- | <u>643.159</u> | <u>363.482</u> |
| | <u>276,039,747</u> | <u>310.952.614</u> |

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

(c) **Liquidity risk**

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

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

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

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 2020 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 2020 is as follows:

| | <u>Total amount</u> | <u>Less than 1 year</u> | <u>1-5 years</u> | <u>Over 5 years</u> |
|--|----------------------------|--------------------------------|-------------------------|----------------------------|
| Loans | 1.783.112.184 | 102.130.515 | 801.654.534 | 879.327.136 |
| Commercial payables and other payables | <u>340.396.992</u> | <u>323.914.552</u> | <u>16.482.440</u> | <u>-</u> |
| | <u>2.123.509.176</u> | <u>426.045.067</u> | <u>818.136.974</u> | <u>879.327.136</u> |

Maturity analysis of financial liabilities on 31 December 2019 is as follows:

| | <u>Total amount</u> | <u>Less than 1 year</u> | <u>1-5 years</u> | <u>over 5 years</u> |
|--|----------------------------|--------------------------------|-------------------------|----------------------------|
| Loans | 733.796.269 | 12.395.649 | 181.382.883 | 540.017.737 |
| Commercial payables and other payables | <u>311.146.989</u> | <u>257.868.151</u> | <u>53.278.838</u> | <u>-</u> |
| | <u>1.044.943.258</u> | <u>270.263.800</u> | <u>234.661.721</u> | <u>540.017.737</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 FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial instruments categories:

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|---|-----------------------------|-----------------------------|
| Financial assets | | |
| Cash and cash equivalents | 95.394.681 | 297.906.921 |
| Term bank deposits | 180.779.589 | 13.231.240 |
| Loans and receivables | 2.025.294.235 | 1.205.939.118 |
| Financial assets - stakes | 308.851.085 | 240.773.955 |
| Provisions related to financial assets - stakes | <u>(24.578.237)</u> | <u>(24.887.146)</u> |
| | <u>2.585.741.353</u> | <u>1.732.964.088</u> |
| | | |
| | <u>31 December 2020</u> | <u>31 December 2019</u> |
| Financial liabilities | | |
| Debts evaluated to amortised cost | | |
| Loans | 1.607.676.689 | 663.930.000 |
| Liabilities evaluated at fair value | | |
| Financial securities for contracts | 19.125.114 | 75.006.895 |
| Commercial liabilities and other liabilities | <u>304.789.438</u> | <u>182.861.256</u> |
| | <u>1.931.591.241</u> | <u>921.798.151</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.

In 2020 the company's strategy, unchanged since 2019, is to keep the indebtedness degree as low as possible, to keep a significant capacity to borrow funds for future investments. The net indebtedness degree on 30 June 2020 and on 31 December 2019 is reflected in the table below:

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

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|---|--------------------------------|--------------------------------|
| Total borrowings | 1.607.676.689 | 663.930.000 |
| Except: cash and cash equivalents (Note 13) | <u>(276.174.270)</u> | <u>(311.138.161)</u> |
| Net cash position | <u>1.331.502.419</u> | <u>352.791.839</u> |

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.

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).

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

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

The present value of the obligations at 31 December 2020 is of lei 121.509.096 (on 31 December 2019: 121.712.041 lei) (Note 21).

The presentation of the current value for the 2019 depending on the following variables:

| | <u>31 December 2020</u> |
|------------------------|--------------------------------|
| Inflation rate +1% | 137.780.682 |
| Inflation rate -1% | 107.470.989 |
| Investment return +10% | 117.004.460 |
| Investment return -10% | 126.343.862 |

Analysis of the maturity of benefits payments:

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|------------------------|--------------------------------|--------------------------------|
| Up to one year | 3.198.877 | 1.853.432 |
| Between 1 and 2 years | 2.376.495 | 3.391.582 |
| Between 2 and 5 years | 9.156.180 | 8.555.516 |
| Between 5 and 10 years | 63.538.232 | 46.416.350 |

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 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).

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

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

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;

According to ANRE Order no.18/ 2019, as the holder of the operating license of the national natural gas transmission system issued by ANRE, in 2019 the company had the obligation to pay ANRE an annual contribution equal to 2% of the turnover achieved from the activities which are the subject of the licenses granted and 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)).

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.

NOTES TO THE 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 2020 is:

| | <u>Domestic gas transmission</u> | <u>International gas transmission</u> | <u>Balancing</u> | <u>Unallocated</u> | <u>Total</u> |
|--|---|--|-------------------------|---------------------------|-----------------------------|
| Revenue from domestic transmission | 1.150.464.877 | - | - | - | 1.150.464.877 |
| Revenue from international transmission | - | 114.222.513 | - | - | 114.222.513 |
| Other revenue | 40.792.293 | - | - | 28.024.145 | 68.816.438 |
| Operating revenue before the balancing and the construction activity according to IFRIC12 | <u>1.191.257.170</u> | <u>114.222.513</u> | <u>-</u> | <u>28.024.145</u> | <u>1.333.503.828</u> |
| Depreciation | (210.753.927) | (32.832.755) | - | (3.421.838) | (247.008.520) |
| Operating expenses other than depreciation | <u>(873.080.040)</u> | <u>(30.433.535)</u> | - | <u>(15.313.501)</u> | <u>(918.827.076)</u> |
| Profit from operation before the balancing and construction activity according to IFRIC12 | <u>107.423.203</u> | <u>50.956.223</u> | <u>-</u> | <u>9.288.806</u> | <u>167.668.232</u> |
| Revenue from the balancing activity | - | - | 199.239.242 | - | 199.239.242 |
| Cost of balancing gas | - | - | (199.239.242) | - | (199.239.242) |
| Revenue from the construction activity according to IFRIC12 | - | - | - | 1.587.548.396 | 1.587.548.396 |
| Cost of constructed assets according to IFRIC12 | - | - | - | (1.587.548.396) | (1.587.548.396) |
| Operating profit | <u>107.423.203</u> | <u>50.956.223</u> | <u>-</u> | <u>9.288.806</u> | <u>167.668.232</u> |
| Net financial gain | | | | | 41.509.848 |
| Profit before tax | | | | | <u>209.178.080</u> |
| Profit tax | | | | | (34.177.316) |
| Net profit | | | | | <u>175.000.764</u> |
| Assets on segments | 6.055.456.830 | 279.152.072 | 195.837.082 | 617.388.579 | 7.147.834.563 |
| Liabilities on segments | 3.328.503.170 | 4.163.151 | 28.904.878 | 4.121.634 | 3.365.692.833 |
| Capital expenditure - increases in assets in progress | 1.685.352.244 | 165.633 | - | 618.639 | 1.686.136.516 |
| Non-cash expenses other than depreciation | 69.618.015 | 2.630.286 | - | 520.505 | 72.768.806 |

NOTES TO THE 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 | 32.287.788 |
| The right of use of the leased assets | 19.192.069 |
| Financial assets | 284.272.848 |
| Cash | 276.174.270 |
| Deferred tax | 5.322.418 |
| Other assets | <u>139.186</u> |
| | 617.388.579 |

Unallocated liabilities include:

| | |
|-------------------|------------------|
| Dividends payable | 2.710.686 |
| Other debts | <u>1.410.948</u> |
| | 4.121.634 |

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 write-down of inventories, other provisions for risks.

International transmission services are performed for several foreign clients, while the domestic transmission activity is performed for several domestic clients.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

6. INFORMATION ON SEGMENTS (CONTINUED)

| | <u>Domestic Clients</u> | <u>Foreign Clients</u> | <u>Total</u> |
|---|-------------------------|------------------------|-------------------|
| Revenue from the domestic transmission | 1.133.243.470 | 17.221.407 | 1.150.464.877 |
| Revenue from international transmission | | 114.222.513 | 114.222.513 |
| Other revenue | <u>67.890.424</u> | <u>926.014</u> | <u>68.816.438</u> |
| | 1.201.133.894 | 132.369.934 | 1.333.503.828 |

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

| | <u>Percentage of the total revenue</u> |
|--------------------|--|
| OMV PETROM S.A.. | 16% |
| ENGIE ROMANIA S.A. | 15% |
| SNGN ROMGAZ S.A. | 11% |

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

The company has external receivables amounting to lei 11.637.282 (31 December 2019: lei 22.635.726).

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, of which the activity performed through Isaccea 3 – Negru Vodă 3 pipeline is not regulated, the related tariffs being set on commercial bases by negotiation between the parties; 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.

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 2019, is as follows:

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

6. INFORMATION ON SEGMENTS (CONTINUED)

| | <u>Domestic gas transmission</u> | <u>International gas transmission</u> | <u>Balancing</u> | <u>Unallocated</u> | <u>Total</u> |
|--|----------------------------------|---------------------------------------|------------------|----------------------------|-----------------------------|
| Revenue from | | | | | |
| domestic transmission | 1.192.597.737 | - | - | - | 1.192.597.737 |
| Revenue from international transmission | - | 327.696.392 | - | - | 327.696.392 |
| Other revenue | 21.800.936 | - | - | 34.571.965 | 56.372.901 |
| Operating revenue before the balancing and the construction activity according to IFRIC12 | <u>1.214.398.673</u> | <u>327.696.392</u> | = | <u>34.571.965</u> | <u>1.576.667.030</u> |
| Depreciation | (155.537.705) | (32.526.688) | - | (5.558.089) | (193.622.482) |
| Operating expense other than depreciation | <u>(882.272.506)</u> | <u>(60.509.135)</u> | = | <u>(92.295.303)</u> | <u>(1.035.076.944)</u> |
| Profit from operation before the balancing activity according to IFRIC12 | <u>176.588.462</u> | <u>234.660.569</u> | = | <u>(63.281.427)</u> | <u>347.967.604</u> |
| Revenue from the balancing activity | - | - | 324.687.807 | - | 324.687.807 |
| Cost of balancing gas | - | - | (324.687.807) | - | (324.687.807) |
| Revenue from the construction activity according to IFRIC12 | - | - | - | 868.356.796 | 868.356.796 |
| Cost of constructed assets according to IFRIC12 | - | - | - | (868.356.796) | (868.356.796) |
| Profit from operation | <u>176.588.462</u> | <u>234.660.569</u> | = | <u>(63.281.427)</u> | <u>347.967.604</u> |
| Net financial gain | - | - | - | - | 71.133.976 |
| Profit before tax | | | | | <u>419.101.580</u> |
| Profit tax | | | | | <u>(70.842.564)</u> |
| Net profit | | | | | <u>348.259.016</u> |
| Assets on segments | 4.658.396.249 | 322.200.917 | 193.537.441 | 595.033.688 | 5.769.168.295 |
| Liabilities on segments | 1.889.897.551 | 19.136.500 | 64.937.857 | 13.256.000 | 1.987.227.908 |
| Capital expenditure - increases in assets in progress | 938.315.311 | 2.056 | - | 47.131 | 938.364.498 |
| Non-cash expenses other than depreciation | 139.384.077 | 3.811.365 | - | 1.374.073 | 144.569.515 |

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.

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

6. INFORMATION ON SEGMENTS (CONTINUED)

Unallocated assets include:

| | |
|--------------------------------|-------------------|
| Tangible and intangible assets | 33.000.271 |
| Right of use of leased assets | 9.359.179 |
| Financial assets | 215.886.809 |
| Cash | 311.138.161 |
| Other assets | <u>25.649.268</u> |
| | 595.033.688 |

Unallocated liabilities include:

| | |
|-------------------|----------------|
| Deferred tax | 7.860.382 |
| Dividends payable | 4.436.759 |
| Other debts | <u>958.859</u> |
| | 13.256.000 |

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, other provisions for risks.

International 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 | 1.135.092.073 | 57.505.664 | 1.192.597.737 |
| Revenue from international transmission | 335.328 | 327.361.064 | 327.696.392 |
| Other revenue | <u>55.194.059</u> | <u>1.178.842</u> | <u>56.372.901</u> |
| | 1.190.621.460 | 386.045.570 | 1.576.667.030 |

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

Percentage of the total revenue

| | |
|--------------------|-----|
| ENGIE ROMANIA S.A. | 15% |
| SNGN ROMGAZ S.A. | 11% |
| OMV PETROM S.A. | 12% |

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

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

7. TANGIBLE ASSETS

| | <u>Lands and buildings</u> | <u>Transmission system assets</u> | <u>Other fixed assets</u> | <u>Assets in progress</u> | <u>Total</u> |
|-------------------------------|----------------------------|-----------------------------------|---------------------------|---------------------------|--------------------|
| On 31 December 2019 | | | | | |
| Cost on 1 January 2019 | 280.188.081 | 957.069.630 | 278.280.052 | 5.278.644 | 1.520.816.407 |
| Depreciation accumulated | (153.962.398) | (636.565.831) | (215.368.858) | - | (1.005.897.087) |
| Adjustments for impairment | - | - | - | (1.656.183) | (1.656.183) |
| Initial net book value | <u>126.225.683</u> | <u>320.503.799</u> | <u>62.911.194</u> | <u>3.622.461</u> | <u>513.263.137</u> |
| Inflows | - | - | - | 22.806.350 | 22.806.350 |
| Reclassifications | 1.178.503 | - | 27.885 | - | 1.206.388 |
| Transfers | 796.176 | - | 18.226.794 | (19.022.970) | - |
| Outflow (net value) | (5.334) | (302) | (40.445) | - | (46.081) |
| Expense with depreciation | (6.681.147) | (30.809.468) | (23.333.363) | - | (60.823.978) |
| Final net book value | <u>121.513.881</u> | <u>289.694.029</u> | <u>57.792.065</u> | <u>7.405.841</u> | <u>476.405.816</u> |
| Cost | 282.132.936 | 957.068.832 | 289.379.956 | 9.062.024 | 1.537.643.748 |
| Accumulated depreciation | (160.619.055) | (667.374.803) | (231.587.891) | - | (1.059.581.749) |
| Adjustments for impairment | - | - | - | (1.656.183) | (1.656.183) |
| Final net book value | <u>121.513.881</u> | <u>289.694.029</u> | <u>57.792.065</u> | <u>7.405.841</u> | <u>476.405.816</u> |
| On 31 December 2020 | | | | | |
| Initial net book value | <u>121.513.881</u> | <u>289.694.029</u> | <u>57.792.065</u> | <u>7.405.841</u> | <u>476.405.816</u> |
| Inflows | - | - | - | 41.689.904 | 41.689.904 |
| Reclassification | (7.179.646) | - | - | - | (7.179.646) |
| Transfers | 8.992.172 | 4.673.800 | 26.365.653 | (40.031.625) | - |
| Outflow (net value) | (52.065) | - | (17.338) | - | (69.402) |
| Expense with depreciation | (6.118.890) | (30.762.377) | (24.247.533) | - | (61.128.800) |
| Final net book value | <u>117.155.452</u> | <u>263.605.452</u> | <u>59.892.847</u> | <u>9.064.120</u> | <u>449.717.871</u> |
| Cost | 283.683.016 | 961.742.372 | 306.625.921 | 10.720.302 | 1.562.771.611 |
| Accumulated depreciation | (166.527.564) | (698.136.920) | (246.733.074) | - | (1.111.397.558) |
| Adjustments for impairment | - | - | - | (1.656.182) | (1.656.182) |
| Final net book value | <u>117.155.452</u> | <u>263.605.452</u> | <u>59.892.847</u> | <u>9.064.120</u> | <u>449.717.871</u> |

The gross book value of the fully depreciated assets, still used, is lei 309.479.594 (31 December 2019: lei 292.791.713).

On 31 December 2020 no advances granted for the procurement of tangible assets are registered (lei 366.000 on 31 December 2019 and presented in the ongoing assets).

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.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

7. TANGIBLE ASSETS (CONTINUED)

The assets used for the provision of the international transmission services through the Isaccea 2 - Negru Vodă 2 and Isaccea 3 – Negru Vodă 3 pipelines do not fall within the scope of IFRIC 12.

The company does not depreciate the tangible assets approved for discarding.

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);

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

8. SERVICE CONCESSION AGREEMENT (CONTINUED)

- royalties are paid as percentage (by 30 September 2007: 5%, between October 2007 and 11 November 2020: 10% as of 12 November 2020: 0,4%) 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 FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

9. INTANGIBLE ASSETS

| | <u>Assets related to the ACS</u> | <u>Information programmes</u> | <u>Intangible assets in progress</u> | <u>Total</u> |
|--|--------------------------------------|-----------------------------------|--|----------------------|
| On 31 december 2019 | | | | |
| Cost on 1 January 2019 | 6.157.978.033 | 54.061.094 | 521.560.905 | 6.733.600.032 |
| Accumulated depreciation | (3.944.317.080) | (49.919.119) | - | (3.994.236.199) |
| Adjustments for impairment | - | - | (7.014.250) | (7.014.250) |
| Concession Agreement receivables | (551.741.263) | - | - | (551.741.263) |
| Concession Agreement receivable depreciation | <u>121.196.619</u> | <u>-</u> | <u>-</u> | <u>121.196.619</u> |
| Net book value | 1.783.116.309 | 4.141.975 | 514.546.655 | 2.301.804.939 |
| Inflow | - | - | 915.558.148 | 915.558.148 |
| Reclassifications | (1.206.388) | - | (590) | (1.206.978) |
| Transfers | 36.264.864 | 2.111.363 | (38.376.227) | - |
| Outflow | - | - | - | - |
| Depreciation | (164.137.743) | (2.569.089) | - | (166.706.832) |
| Adjustment for impairment | - | - | (2.128.527) | (2.128.527) |
| Concession Agreement receivables | (21.872.728) | - | - | (21.872.728) |
| Concession Agreement receivable depreciation | 33.108.049 | - | - | 33.108.049 |
| Final net book value | 1.665.272.363 | 3.684.249 | 1.389.599.459 | 3.058.556.071 |
| Cost | 6.193.036.508 | 56.172.457 | 1.398.742.236 | 7.647.951.201 |
| Accumulated depreciation | (4.108.454.822) | (52.488.208) | - | (4.160.943.030) |
| Adjustments for impairment | - | - | (9.142.777) | (9.142.777) |
| Concession Agreement receivables | (573.613.990) | - | - | (573.613.990) |
| Concession Agreement receivable depreciation | <u>154.304.667</u> | <u>-</u> | <u>-</u> | <u>154.304.667</u> |
| Net book value | 1.665.272.363 | 3.684.249 | 1.389.599.459 | 3.058.556.071 |
| On 31 December 2020 | | | | |
| Initial net book value | 1.665.272.363 | 3.684.249 | 1.389.599.459 | 3.058.556.071 |
| Inflow | - | - | 1.637.034.902 | 1.637.034.902 |
| Reclassifications | 7.179.646 | - | - | 7.179.646 |
| Transfers | 1.971.010.381 | 2.316.198 | (1.973.326.579) | - |
| Outflow | (2.245) | - | - | (2.245) |
| Depreciation | (228.783.590) | (2.603.793) | - | (231.387.383) |
| Concession Agreement receivables | (585.582.081) | - | - | (585.582.081) |
| Concession Agreement receivable depreciation | <u>45.863.492</u> | <u>-</u> | <u>-</u> | <u>45.863.492</u> |
| Final net book value | 2.874.957.966 | 3.396.654 | 1.053.307.782 | 3.931.662.402 |
| Cost | 8.171.222.202 | 58.488.655 | 1.062.450.559 | 9.292.161.416 |
| Accumulated depreciation | (4.337.236.324) | (55.092.001) | - | (4.392.328.325) |
| Adjustments for impairment | - | - | (9.142.777) | (9.142.777) |
| Concession Agreement receivables | (1.159.196.071) | - | - | (1.159.196.071) |
| Concession Agreement receivable depreciation | <u>200.168.159</u> | <u>-</u> | <u>-</u> | <u>200.168.159</u> |
| Net book value | 2.874.957.966 | 3.396.654 | 1.053.307.782 | 3.931.662.402 |

NOTES TO THE 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 2020 the NTS linepack is of 689.357 MWh and amounts to lei 56.389.212. On 31 December 2019 the NTS linepack was 398.504 MWh and amounted to lei 28.997.944.

In 2020, the company capitalized depreciation expenses of 2.646.453 and interest expense amounting to lei 16.332.693 (in 2019 the company capitalized depreciation expenses of lei 3,695,598, and interest expenses amounting to lei 4,382.216).

On 31 December 2020 the advances granted for the procurement of national gas transmission system development works in the amount of lei 99.594.303 are presented in the intangible assets in progress (lei 42.259.826 on 31 December 2019).

On 31 December 2020, the advance payments in the amount of 26.794.807 recognized as trade receivables and other receivables in December 2019, are presented at the current intangible assets.

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

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 2020 | 12.254.498 |
| Accumulated depreciation | (2.895.319) |
| <u>Net book value</u> | <u>9.359.179</u> |
| Inflow | 14.596.522 |
| Outflow | (453.974) |
| Depreciation | (4.309.658) |
| Final net book value on 31 December 2020 | <u>19.192.069</u> |

Detailed information on IFRS 16 as at 31 December 2020:

| | 31 December 2020 | Of which related to the class of low value assets-Forestry conventions |
|----------------------------|------------------|--|
| Value as use (DU) | 26.397.047 | 11.824.197 |
| Depreciation related to DU | 7.204.978 | 1.746.588 |
| DU interest | 1.213.101 | 861.679 |
| Debt regarding DU | 19.834.45 | 10.440891 |
| From which | | |
| Short term | 3.352.014 | 735.198 |
| Long term | 16.482.440 | 9.705693 |

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

9. INTANGIBLE ASSETS (CONTINUED)

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

In 2020, the company chose to recognize a class of support assets with a cumulative value of more than \$ 5,000 - forestry conventions.

The impact of the recognition of this intangible asset on 2019:

| | 31 December 2019 |
|--|------------------|
| The value of the right of use | 11.824.197 |
| The value related to depreciation in 2019 | 870.275 |
| The value related to the interest for 2019 | 442.701 |

Expenses related to forestry conventions qualifies for capitalization and has no tax impact.

In 2020, depreciation expenses amounting to lei 657,500 and interest amounting to 310,805 lei were capitalized.

The value of the expenses related to low value contracts of to the ones lasting less than one year for which no right of use was recognized according to IFRS 16: lei 453.510 of which less than one-year lei 42.682, more than one year and low value lei 370.832 and other rents lei 39.996.

10. FINANCIAL ASSETS

Financial assets consist of unlisted stakes in the following companies:

| company | Activity | % | % | 31 December | 31 December |
|---|--|--------------|--------------|---------------------|---------------------|
| | | owned | owned | | |
| Resial SA | Production | 68,16 | 68,16 | 18.116.501 | 18.116.501 |
| Mebis SA | Gas production distribution and supply | 17,47 | 17,47 | 6.461.736 | 6.461.736 |
| Phaedra's SHA | Gas transmission | - | 33,33 | - | 308.909 |
| Eurotransgaz | Gas transmission | 100 | 100 | 284.272.848 | 215.886.809 |
| Minus adjustments for impairment of investments in: Resial SA, Mebis SA and Phaedra's SHA | | | | <u>(24.578.237)</u> | <u>(24.887.146)</u> |
| | | | | <u>284.272.848</u> | <u>215.886.809</u> |

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

10. FINANCIAL ASSETS (CONTINUED)

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.

Participation in the Limited liability company Eurotransgaz Ltd.

By EGMS Resolution 10/12.12.2017 the establishment of the company EUROTRANSGAZ Ltd. on the territory of the Republic of Moldova was approved for the successful participation in the privatization of the State Enterprise Vestmoldtransgaz. In 2018, Transgaz participated in the increase of Eurotransgaz's share capital to ensure the financial sources necessary for the procurement of the State Enterprise Vestmoldtransgaz.

In 2018 Transgaz participated in the increase in the share capital of EUROTRANSGAZ with the amount of 9.735.000 euro for the operation and ensuring the financial sources necessary for the procurement of the State Enterprise Vestmoldtransgaz.

In 2019 Transgaz participated in the increase in the share capital of EUROTRANSGAZ with the amount of 31.467.089 euro and 83.471.503 Moldavian lei for the operation and ensuring the financial sources necessary for the performance of the investment program of the State Enterprise Vestmoldtransgaz.

In 2020 Transgaz participated in the increase of the share capital of EUROTRANSGAZ by the amount of EUR 14.236.983 in order to operate and to ensure the financial sources necessary to carry out the investment program of the State Enterprise Vestmoldtransgaz.

The equity securities held at Eurotransgaz S.R.L represent a capital investment recognized according to IFRS 9, at the date of the transaction being measured at its fair value at the date of the transaction, being assessed, after the initial recognition, at the cost.

Participation in Phaedra's SHA

The consortium consisting in Reganosa, Transgaz and EBRD submitted a tender for the participation in the second round of the privatization of a 66% stake of the company DESFA, the Greek operator of the gas transmission network. The consortium did not win the tender for the procurement of DESFA. The company sold its share in Phaedra's SHA. On 31.12.2020, Transgaz does not hold a share in Phaedra's SHA. As at 31.12.2020 it does not hold a stake in Phaedra SHA and it decreased the depreciation adjustments made in the previous years by 100% of the stake value.

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

10. FINANCIAL ASSETS (CONTINUED)

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.

11. INVENTORIES

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|---|--------------------------------|--------------------------------|
| Gas inventories | 67.870.158 | 83.752.821 |
| Gas for technological consumption | 21.728.153 | 39.924.352 |
| Spare parts and materials | 69.149.208 | 77.127.360 |
| Materials in custody at third parties | 60.851.179 | 316.599.072 |
| Adjustments for write-down of inventories | (28.537.680) | <u>(29.369.960)</u> |
| | <u>191.061.018</u> | <u>488.033.645</u> |

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

Within the materials in custody to third parties inventories are included in the amount of lei 25.490.142 procured by the company for the achievement of the BRUA Phase I project and 25.416.561 lei for 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*.

Movements in the adjustments account are analysed below:

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|---|--------------------------------|--------------------------------|
| Adjustment on 1 January | 29.369.960 | 28.762.730 |
| (Revenue)/expense with adjustment for write-down of inventories (Note 23) | <u>(832.280)</u> | <u>607.230</u> |
| Adjustment at the end of the period | <u>28.537.680</u> | <u>29.369.960</u> |

In 2020 adjustments for write-down of inventories were established according to Note 3.10.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|--|-------------------------|-------------------------|
| Trade receivables | 667.303.149 | 698.747.784 |
| Advance payments to suppliers for goods and services | 114.250 | 89.161.237 |
| Loan to Resial SA (Note 27) | 1.770.346 | 1.770.346 |
| Receivable related to the unamortized regulated value at the end of the concession agreement | 1.364.268.828 | 723.921.414 |
| Non-refundable loans as subsidies | 234.652.532 | 3.127.035 |
| Other receivables | 229.263.509 | 132.971.050 |
| Adjustment of impairment of trade receivables | (453.599.959) | (407.023.748) |
| Adjustment of impairment of other receivables | <u>(53.340.988)</u> | <u>(32.886.504)</u> |
| | <u>1.990.431.667</u> | <u>1.209.788.614</u> |

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 7,462,671 issued by ANAF in 2020 consisting of profit tax and VAT and constituted an adjustment.

As per 31 December 2020, the Company registers VAT to be reimbursed in the amount of lei 109,814,918, which is presented in Other receivables (31 December 2019: lei 61,612,362).

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 2020, the amount of lei 195.182.480 (31 December 2019: lei 25.442.815) representing trade receivables and other receivables, net, is expressed in foreign currency, of which 1% in USD (31 December 2019: 5%) and 99% in EUR (31 December 2019: 95%).

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 29.334.109 according to IFRS 9.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES (CONTINUED)

Commercial receivables analysis according to IFRS9 is as follows:

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|--|-------------------------|-------------------------|
| Current and unamortized | | |
| Transit receivables | 8.498.496 | 21.230.996 |
| Doubtful or insolvency receivables | 164.471.856 | 183.501.584 |
| Affiliated party receivables | 295.961.144 | 224.451.479 |
| Other trade receivables | 198.371.653 | 269.563.725 |
| Total receivables | 667.303.149 | 698.747.784 |
| Amortization | | |
| Transit receivables | - | - |
| Doubtful or insolvency receivables | 164.468.159 | 182.858.709 |
| Affiliated party receivables | 196.531.429 | 172.569.149 |
| Other trade receivables | 92.600.371 | 51.595.890 |
| Total amortization | 453.599.959 | 407.023.748 |
| Total trade receivables net of provision | 213.703.190 | 291.724.036 |

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 cred risk changes as opposed to the initial recognition.

The value of the fully adjusted receivables as of December 31, 2020 is lei 196,167,798.

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:

- international transmission receivables - receivables with no risk of on-time collection ;
- 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;

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

12. COMMERCIAL RECEIVABLES AND OTHER RECEIVABLES (CONTINUED)

- affiliated parties receivables - risk-free receivables are provisioned 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. A provision 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 - 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.

In the context of the pandemic, the company maintained the adjustment rates of trade receivables used in the previous year covers the risks of non-collection, the Company providing a public service of national interest, included in the regulated segment of the internal gas market. The natural gas transmission activity is regulated by the National Energy Regulatory Authority. 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 2020</u> | <u>31 December 2019</u> |
|---|--------------------------------|--------------------------------|
| Adjustment on 1 January | 439.910.253 | 359.649.877 |
| (Revenue)/expense with the adjustment for doubtful clients (Note 23) | <u>67.030.695</u> | <u>80.260.376</u> |
| Adjustment at the end of the period | <u>506.940.948</u> | <u>439.910.253</u> |

In 2020, adjustments were made for receivables from insolvent companies or companies that encountered significant financial difficulties.

In 2020, the company recorded adjusting expenses for the clients recording an increased non-collection risk, mainly for receivables registered with AIK group (lei 30.656.450), Hunedoara Energy Complex and Donau Chem for which the non-collection risk increased in 2020.

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

13. CASH AND CASH EQUIVALENT

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|----------------------------------|-------------------------|-------------------------|
| Cash at bank in RON | 248.244.742 | 103.525.100 |
| Cash at bank in foreign currency | 27.795.005 | 207.427.515 |
| Other cash equivalents | <u>134.523</u> | <u>185.546</u> |
| | <u>276.174.270</u> | <u>311.138.161</u> |

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

On 31 December 2020 the company has established security and trust for third parties as two letters of bank guarantee in the total amount of 11,000,000 lei issued by Banca Comerciala Romana, valid until the date of 31.03.2021.

Letters are guaranteed by collateral deposit of the same value, amounts related the related amounts being unavailable until the expiration of a period.

The weighted average of the effective interest related to short-term bank deposits was of 2,38% on 31 December 2020 (0,98% on 31 December 2019) and these deposits have a maximum maturity of 30 days, except for the ones mentioned in the previous paragraph.

14. SHARE CAPITAL AND SHARE PREMIUM

| IFRS | Number of ordinary shares | Share capital | Share premium | Total |
|--|--|----------------------|--------------------------|--------------------|
| On 31 December 2020 | 11.773.844 | 117.738.440 | 247.478.865 | 365.217.305 |
| On 31 December 2019 | 11.773.844 | 117.738.440 | 247.478.865 | 365.217.305 |
| Capital adjustment to the hyperinflation accumulated on 31 December 2003 | <u>-</u> | <u>441.418.396</u> | <u>-</u> | <u>441.418.396</u> |
| On 31 December 2019, 31 December 2020 | <u>11.773.844</u> | <u>559.156.836</u> | <u>247.478.865</u> | <u>806.635.701</u> |

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(expressed in lei, unless otherwise stated)

14. SHARE CAPITAL AND SHARE PREMIUM (CONTINUED)

The authorized number of ordinary shares is 11,773,844 (31 December 2019: 11,773,844) with a nominal value of RON 10 each. Each share represents one vote. The ownership structure on 31 December 2020 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> |

The ownership structure on 31 December 2020 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.

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.

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

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 2019, amounts to lei 23.547.688 (31 December 2019: lei 23.547.688). The legal reserve is included in the `Retained earnings` in these financial statements.

Dividend allocation

In 2020, the company declared and allocated a dividend of lei 15,47/share, related to the profit of the previous year (2019: lei 21,66/share). The total dividends declared from the profit of 2019 are lei 182.141.366,68 (dividends declared from the profit of 2018: lei 255.021.461,04).

16. LONG-TERM BORROWINGS

The value of the long term loans recorded by the company on 31 December 2020:

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|-----------------|--------------------------------|--------------------------------|
| BEI 83644RO | 240.548.360 | 238.965.000 |
| BEI 88825RO | 243.470.000 | 238.965.000 |
| BCR 20190409029 | 186.000.000 | 186.000.000 |
| BCR 20201028056 | 360.000.000 | - |
| BERD | 277.938.000 | - |
| BT | 299.720.329 | - |
| | <u>1.607.676.689</u> | <u>663.930.000</u> |

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.

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

16. LONG-TERM BORROWINGS (CONTINUED)

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`.

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 2020</u> | <u>31 December 2019</u> |
|-----------------------|--------------------------------|--------------------------------|
| Within 1 year | 19.477.600 | 2.867.580 |
| Between 1 and 5 years | 77.910.400 | 73.601.220 |
| Over 5 years | <u>143.160.360</u> | <u>162.496.200</u> |
| | <u>240.548.360</u> | <u>238.965.000</u> |

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 2020</u> | <u>31 December 2019</u> |
|-----------------------|--------------------------------|--------------------------------|
| Within 1 year | - | - |
| Between 1 and 5 years | 77.665.783 | 55.333.340 |
| Over 5 years | <u>165.804.217</u> | <u>183.631.660</u> |
| | <u>243.470.000</u> | <u>238.965.000</u> |

NOTES TO THE FINANCIAL STATEMENTS
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The book value of the short term loans approximates their fair values.

16. LONG-TERM BORROWINGS (CONTINUED)

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 2020</u> | <u>31 December 2019</u> |
|-----------------------|--------------------------------|--------------------------------|
| | 22.235.040 | - |
| Within 1 year | 88.940.160 | - |
| Between 1 and 5 years | <u>166.762.800</u> | - |
| Over 5 years | <u>277.938.000</u> | - |

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 2020</u> | <u>31 December 2019</u> |
|-----------------------|--------------------------------|--------------------------------|
| Within 1 year | 14.880.000 | - |
| Between 1 and 5 years | 59.520.000 | 29.760.000 |
| Over 5 years | <u>111.600.000</u> | <u>156.240.000</u> |
| | <u>186.000.000</u> | 186.000.000 |

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)".

NOTES TO THE FINANCIAL STATEMENTS

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

16. LONG-TERM BORROWINGS (CONTINUED)

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|-----------------------|---------------------------|-------------------------|
| Within 1 year | 14,400,000 | - |
| Between 1 and 5 years | 115,200,000 | - |
| Over 5 years | <u>230,400,000</u> | - |
| Total | <u>360,000,000</u> | <u>-</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. As of 31 December 2020, the amount of lei 299,720,329 is used. The repayment of the credit line of lei 300.000.000 is due during 2022.

During 2021, the Company intends to cover the credit line for short periods of time by the amount of lei 50 million, for the payment of current debts, in order to streamline financing costs.

As of 31 December 2020, the balance of interest due for the loans of the company is lei 3,538,011 broken down by loans as follows:

| | 31 December 2020 | 31 December 2019 |
|-----------------|-------------------------|-------------------------|
| BEI 83644RO | 625.124 | 616.616 |
| BEI 88825RO | 13.748 | 44.501 |
| BCR 20190409029 | 419.738 | 599.521 |
| BCR 20201028056 | 1.575.794 | - |
| BERD | 903.607 | - |
| Total | 3.538.011 | 1.260.638 |

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

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|------------------------|-------------------------|-------------------------|
| Variable interest rate | 1.367.128.329 | 424.965.000 |

NOTES TO THE FINANCIAL STATEMENTS
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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 22).

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 2020</u> | <u>31 December 2019</u> |
|--|--------------------------------|--------------------------------|
| Initial balance | 669.915.709 | 541.987.503 |
| Increases | 486.886.462 | 151.274.740 |
| Revenue from connection fees (Note 22) | (12.848.165) | (12.795.370) |
| Income from non-reimbursable funds and goods taken over free of charge (Note 22) | <u>(31.290.538)</u> | <u>(10.551.164)</u> |
| Final balance | <u>1.112.663.468</u> | <u>669.915.709</u> |

On 31 December 2020 the amount of lei 69.030.914 representing the current share of the deferred revenue is presented in the commercial debts and other debts (on 31 December 2019: lei 22.186.786)

The balance of the deferred revenue consists of:

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|--|--------------------------------|--------------------------------|
| Connections and assets received free of charge | 237.010.965 | 249.756.541 |
| Grants | <u>875.652.503</u> | <u>420.159.168</u> |
| | <u>1.112.663.468</u> | <u>669.915.709</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 179.320.400 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

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

29.192.463,92 in 2019 and EUR 37.740.347 in 2020.

17. DEFERRED REVENUE (CONTINUED)

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 77.067.478,60 eligible expenses was collected as 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 Euro 624.326 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. Prior to 2020, for prudential reasons, the company recognized the grant on the basis of approved reimbursement claims. Starting with 2020, 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 2020, the company registered the right to receive non-reimbursable financing in the amount of lei 195,892,346 for eligible investment expenses made until the end of 2020 that meet the conditions of the financing contracts and for which no reimbursement requests were approved in 2020.

According to the grant agreement concluded with INEA, the expenses incurred with the project implementation until 31 August 2021 are eligible.

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 FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

18. PROFIT TAX

Profit tax expense

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---|--|--|
| Expense with the profit tax - current | 47.360.116 | 86.675.856 |
| Deferred tax - impact of temporary differences | <u>(13.182.800)</u> | <u>(15.833.292)</u> |
| Profit tax expense | <u>34.177.316</u> | <u>70.842.564</u> |

In 2020 and in 2019 the 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 2020 | The year ended 31 December 2019 |
|---|--|--|
| Profit before tax | 209.178.080 | 419.101.580 |
| Theoretical expense with the tax the statutory rate of 16% (2020: 16%) | 33.468.493 | 67.056.253 |
| Non-taxable expenses, net | <u>708.823</u> | <u>3.786.311</u> |
| Profit tax expense | <u>34.177.316</u> | <u>70.842.564</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.

Deferred tax

Deferred tax payment and recoverable tax are valued at the actual tax rate of 16% on 31 December 2020 (31 December 2019: 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 FINANCIAL STATEMENTS
(expressed in lei, unless otherwise stated)

18. PROFIT TAX (CONTINUED)

| | <u>31 December 2020</u> | <u>Movement</u> | <u>31 December 2019</u> | <u>Movement</u> | <u>1 January 2019</u> |
|---------------------------------|-------------------------|---------------------|-------------------------|---------------------|-----------------------|
| Deferred tax payment | | | | | |
| Tangible and intangible assets | 95.138.519 | 1.548.584 | 93.589.935 | 19.350.521 | 74.239.414 |
| Recoverable deferred tax | | | | | |
| Provision for employee benefits | (21.569.333) | (2.095.407) | (19.473.926) | (1.872.017) | (17.601.909) |
| Risks and charges | (6.084.129) | (1.758.005) | (4.326.124) | (1.389.893) | (2.936.231) |
| Receivables and other assets | <u>(72.807.475)</u> | <u>(10.877.972)</u> | <u>(61.929.503)</u> | <u>(12.530.444)</u> | <u>(49.399.059)</u> |
| | <u>(5.322.418)</u> | <u>(13.182.800)</u> | <u>7.860.382</u> | <u>3.558.167</u> | <u>4.302.215</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. In 2019, the company recorded a loss out of the adjustment of the deferred tax related to the previous years amounting to lei 19.391.459. The data related to the previous periods were not restated as the error was not considerable.

NOTES TO THE 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 2020</u> | <u>31 December 2019</u> |
|---|-------------------------|-------------------------|
| Deferred tax liabilities/receivables in more than 12 months as reported | <u>(5.322.418)</u> | <u>7.860.382</u> |

19. TRADE PAYABLES AND OTHER PAYABLES

Short term payables

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|--|-------------------------|-------------------------|
| Trade payables | 101.726.906 | 120.521.636 |
| Suppliers of fixed assets | 157.660.975 | 68.607.676 |
| Dividends payable | 2.710.686 | 4.436.759 |
| Debts related to royalties | 11.081.799 | 47.331.297 |
| Other taxes | 42.924.687 | 25.618.942 |
| Amounts payable to employees | 15.030.890 | 16.097.811 |
| VAT not applicable | 8.582.016 | 13.654.334 |
| Transmission service guarantees | 13.907.055 | 24.299.678 |
| Transmission services advance payments | 30.029.743 | 37.720.694 |
| Other debts | <u>47.908.929</u> | <u>40.002.403</u> |
| | <u>431.563.686</u> | <u>398.291.230</u> |

Long term payables

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|---------------------------------|-------------------------|-------------------------|
| Transmission service guarantees | - | 46.167.789 |
| Other debts | <u>16.482.440</u> | <u>7.111.049</u> |
| | <u>16.482.440</u> | <u>53.278.838</u> |

On 31 December 2020, of the total trade payables and other debts the amount of lei 1.705.305 (31 December 2019: lei 57.259.331) is expressed in foreign currency, especially in EUR.

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

20. PROVISIONS FOR RISKS AND CHARGES

| | <u>31 December 2020</u> | <u>31 December 2019</u> |
|---|-------------------------|-------------------------|
| <i>Current provision</i> | | |
| Provision for litigation | 39.068.876 | 47.211.887 |
| Provision term contract | 2.612.537 | 2.575.281 |
| Provision for employee participation in profits | 16.612.000 | 15.833.774 |
| Provision for voluntary leaving employment | <u>12.011.100</u> | = |
| Other provision | <u>5.490.268</u> | <u>6.618.768</u> |
| | <u>75.794.781</u> | <u>72.239.710</u> |

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.

In 2017, one of the Company's administrators during the mandate 2013-2017 filed a lawsuit in order to recover sums of money representing an unpaid difference. He considered such amounts to be due to him as a result of the mandate contract he executed during 2014-2016. For this case, the Company set up a provision for litigation amounting to lei 876.882.

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, and established in 2019 a provision for litigation amounting to lei 41.758.087.

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 diminished the previously established provision at the level of the communicated fine and challenged in court the Decision of the Competition Council.

For the strategic redefinition and efficiency of the activity, the Company drafted the Program of voluntary departures for the period 2019-2021 in the amount of 26,948 thousand lei, the annual value being adjusted by the budget of revenues and expenses approved by the GMS.

The company provided through the budget of revenues and expenses for 2021, a fund for granting compensation for voluntary departures and in 2020 constituted a provision for voluntary departures amounting to lei 12,011,100. This fund was calculated for a number of 150 employees.

The company did not register a provision for voluntary departures before 2020.

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

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 2020

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;
- the dismissal rate is zero because there is no program for collective or individual dismissals;
- the mortality of the entity's employees is calculated according to the data provided by the National Institute of Statistics for the years 2010 – 2019;
- the employee turnover rate is calculated according to the departures from the company and a probability has been allocated for each age group and gender;
- the method used is the projected credit factor method, the values being allocated for each employee and updated at 31.12.2020;
- 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 employees, in the case of death in the first year after retirement, mortality at the age of 66 men and 64 years women was used by simplification, analyzing the data for the periods 2018-2020.

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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 2020.

The long-term salary growth rate was considered equal to the forecast inflation rate for the euro area, being 1.7% and in the short term was considered equal to the forecast inflation rate for RON being 2.5% within 5 years for both feminine as well as masculine genders.

Movement in the provision for employee benefits

| | |
|---|------------------------|
| 1 January 2019 | <u>110.011.929</u> |
| of which: | |
| Short-term | 2.939.793 |
| Long-term | 107.072.136 |
| Interest cost | 4.217.605 |
| Current service cost | 6.119.488 |
| Payments from provisions during the year | (3.273.756) |
| Actuarial gain/loss related to the period | 4.636.774 |
| 31 December 2019 | <u>121.712.040</u> |
| of which: | |
| Short-term | 1.853.432 |
| Long-term | 119.858.608 |
| Interest cost | 5.352.542 |
| Current service cost | 6.321.939 |
| Payments from provisions during the year | (4.535.479) |
| Actuarial gain/loss related to the period | (7.341.946) |
| 31 December 2020 | <u>121.509.096</u> |
| of which: | |
| Short-term | 2.898.092 |
| Long-term | 118.611.004 |

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

22. OTHER REVENUE

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|--|--|--|
| Revenue from penalties applied to clients for delay payments | 8.414.707 | 10.048.295 |
| Revenue from connection fees | 12.848.165 | 12.795.370 |
| Revenue from grants and goods taken free of charge | 31.290.538 | 10.551.164 |
| Revenue from the sale of residual materials | 2.785.433 | 961.572 |
| Revenue from leases | 5.534.398 | 1.561.698 |
| Revenue from recovered materials | 1.835.333 | 8.758.767 |
| Other revenue from operation | 6.107.864 | 11.696.035 |
| | <u>68.816.438</u> | <u>56.372.901</u> |

23. OTHER OPERATING EXPENSES

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|--|--|--|
| Loss/gain on impairment of receivables | 67.030.695 | 87.726.834 |
| Sponsorship expenses | 4.432.207 | 3.991.000 |
| Utilities | 8.617.178 | 8.641.824 |
| Insurance premium | 989.349 | 863.356 |
| Maintenance expenses | 2.347.344 | 1.111.940 |
| Security and protection expenses | 23.729.513 | 23.163.148 |
| Professional training | 1.237.810 | 1.409.607 |
| Telecommunications | 4.315.084 | 2.681.899 |
| Net loss on disposal of fixed assets | - | (102.155) |
| Bank charges and other fees | 1.838.108 | 2.729.473 |
| Rents | 906.253 | 1.014.592 |
| Loss on amounts receivable | 489.645 | 13.044 |
| Gain/(loss) on inventory write-down | (832.280) | 607.230 |
| Survey and research expenses | 204.497 | 328.515 |
| Marketing and protocol expenses | 115.911 | 347.295 |
| Penalties and fines | 744.872 | 1.679.690 |
| Gas storage capacity booking | 11.966.614 | 11.875.976 |
| Intangible asset depreciation cost | - | 2.128.527 |
| Other | <u>27.251.909</u> | <u>29.714.949</u> |
| | <u>155.384.709</u> | <u>179.926.744</u> |

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

24. EMPLOYEE COSTS

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------------------|--|--|
| Salaries and benefits | 400.197.000 | 378.561.550 |
| Cost of insurance and social security | 26.744.433 | 24.192.135 |
| Other employee costs | <u>5.010.915</u> | <u>10.893.662</u> |
| | <u>431.952.348</u> | <u>413.647.347</u> |

Average number of employees in financial year:

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------|--|--|
| Blue collars | 2.464 | 2.604 |
| White collars | <u>1.689</u> | <u>1.642</u> |
| | <u>4.153</u> | <u>4.246</u> |

25. NET FINANCIAL REVENUE/(EXPENSES)

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---|--|--|
| Foreign exchange gains | 2.937.080 | 24.682.530 |
| Interest revenue | 28.025.407 | 24.544.818 |
| Other financial revenue | <u>29.703.162</u> | <u>49.724.555</u> |
| Financial revenue | 60.665.649 | 98.951.903 |
| Foreign exchange loss | (10.173.829) | (23.104.876) |
| The effects of the update of the provision for employee benefits | (5.352.542) | (4.217.605) |
| Interest loss related to IFRS16 | (453.890) | (425.013) |
| Interest loss | (2.866.632) | - |
| Adjustments for impairment of financial assets | - | (70.432) |
| Other financial loss | <u>(308.908)</u> | <u>-</u> |
| Financial loss | (19.155.801) | (27.817.927) |

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 29.334.109 according to IFRS 9 (lei 49.677.210 in 2019).

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

26. CASH FROM OPERATION

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|--|--|--|
| Profit before tax | 209.178.080 | 419.101.580 |
| <i>Adjustments for:</i> | | |
| Depreciation | 247.008.520 | 193.622.482 |
| Adjustments for impairment of intangible assets | - | 2.128.527 |
| Gain/(loss) on transfer of fixed assets | (144.553) | (102.155) |
| Provisions for risks and charges | 3.555.070 | 53.591.923 |
| Provisions for impairment of inventories | (832.281) | 607.230 |
| Revenue from connection fees, grants and goods taken free of charge | (44.138.703) | (23.346.534) |
| Provisions for guarantees | (487.404) | (968.881) |
| Provisions for employee benefits | 1.786.461 | 2.845.732 |
| The effect of updating the provision for employee benefits | 5.352.542 | 4.217.605 |
| Sundry debtors and receivable loss | 489.645 | 13.044 |
| Adjustments for impairment of receivable: | 67.518.099 | 81.229.256 |
| Interest revenue | (28.025.407) | (24.544.818) |
| Interest expenses | 2.866.632 | |
| Adjustment of the Claim regarding the Concession Agreement | (29.334.109) | (49.677.210) |
| Adjustments for impairment of financial assets | (308.909) | 70.432 |
| Effect of exchange rate fluctuation on other items than from operation | 9.057.505 | 6.817.419 |
| Other expenses and revenue | (704.624) | (305.653) |
| Operating profit before the changes in working capital | <u>442.836.564</u> | <u>665.299.979</u> |
| (Increase)/decrease in trade and other receivables | 60.175.429 | (61.658.376) |
| (Increase)/decrease in inventories | 42.057.015 | (233.399.535) |
| Increase/(decrease) in trade payables and other debts | <u>(112.137.871)</u> | <u>59.112.592</u> |
| Cash generated from operations | <u>432.931.137</u> | <u>429.354.660</u> |

NOTES TO THE 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.

Transactions with Vestmoldtransgaz were concluded at the market value established by the cost plus method and represent services provided by specialized personnel for the conduct of the procurement and equipment rental procedures.

In the periods ended 31 December 2020 and 31 December 2019 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

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|--|--|--|
| Salary paid to the members of the Board of Administration and management | 17.428.850 | 17.420.723 |
| Social contribution of the company | <u>392.147</u> | <u>391.965</u> |
| | <u>17.820.997</u> | <u>17.812.688</u> |

In the periods ended 31 December 2020 and 31 December 2019, 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.

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

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

The company has no contractual obligations regarding pensions to former directors and administrators of the company.

ii) Loan to a related party

31 December 2020 31 December 2019

| | | |
|--|--------------------|--------------------|
| 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.

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

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|------------------------------|-----------------------------|--|--|
| SNGN Romgaz | Entity under common control | 147.295.880 | 172.591.525 |
| Electrocentrale Deva SA | Entity under common control | 1.294.875 | 2.244.386 |
| Electrocentrale București SA | Entity under common control | 42.235.642 | 51.361.684 |
| Electrocentrale Constanța | Entity under common control | 3.621.008 | 4.398.855 |
| Termo Calor Pitesti | Entity under common control | 873.940 | 585.545 |
| E.ON Energie Romania | Entity under common control | <u>82.516.763</u> | <u>76.864.207</u> |
| | | <u>277.838.108</u> | <u>308.046.202</u> |

iv) Sales of goods and services (VAT excluded)

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------|-----------------------------|--|--|
| SNGN Romgaz | Entity under common control | 36.286 | 3.789 |
| Electrocentrale Deva SA | Entity under common control | - | 74.985 |
| Electrocentrale Bucharest | Entity under common control | 3.244 | - |
| Electrocentrale Galati SA | Entity under common control | 412.529 | 428.983 |
| Electrocentrale Constanta | Entity under common control | 7.838 | 271.700 |
| E.ON Energie Romania | Entity under common control | <u>91.684</u> | <u>35.373</u> |
| | | <u>551.580</u> | <u>814.827</u> |

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

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

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

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------|-----------------------------|------------------------------------|------------------------------------|
| SNGN Romgaz | Entity under common control | 3.898.973 | 9.790.667 |
| Electrocentrale Deva SA | Entity under common control | 9.950.723 | 7.317.040 |
| Electrocentrale București | Entity under common control | 6.042.853 | 4.136.921 |
| Termo Calor Pitesti | Entity under common control | 1.666.338 | 237.432 |
| Electrocentrale Constanta | Entity under common control | 12.523.830 | 17.716.283 |
| E.ON Energie Romania | Entity under common control | <u>14.529.556</u> | <u>29.777.924</u> |
| | | <u>48.612.273</u> | <u>68.976.267</u> |

vi) Receivables from related parties (without the adjustment)

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------|--|---------------------------------------|------------------------------------|
| SNGN Romgaz | Entity under common control | 20.063.741 | 20.178.007 |
| Electrocentrale Deva SA | Entity under common control | 217.789 | 235.032 |
| Electrocentrale București | Entity under common control | 14.272.524 | 19.089.977 |
| Electrocentrale Constanța | Entity under common control | 1.377.538 | 1.577.907 |
| Electrocentrale Galați SA | Entity under common control | 16.748 | - |
| Termo Calor Pitesti | Entity under common control | 1.377.538 | (19.181) |
| E.ON Energie Romania | Entity under common control | 41.266.500 | 19.821.687 |
| Vestmoldtransgaz SRL | Entity owned by the Company's subsidiary | <u>1.356.528</u> | <u>102.853</u> |
| | | <u>78.571.368</u> | <u>60.986.282</u> |

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

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------|-----------------------------|------------------------------------|------------------------------------|
| SNGN Romgaz | Entity under common control | 905 | 925.753 |
| Electrocentrale Deva SA | Entity under common control | 307.252 | 4.144.671 |
| Electrocentrale Bucuresti | Entity under common control | 263.825 | 1.973.340 |
| Electrocentrale Constanța | Entity under common control | 18.517.877 | 1.238.865 |
| Termo Calor Pitesti | Entity under common control | - | 122.677 |
| E.ON Energie Romania | Entity under common control | <u>1.922.192</u> | <u>3.596.095</u> |
| | | <u>21.012.051</u> | <u>12.001.401</u> |

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

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

viii) Procurement of gas from related parties (VAT excluded)

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|-------------|-----------------------------|------------------------------------|------------------------------------|
| SNGN Romgaz | Entity under common control | <u>77.109.716</u> | <u>108.165.746</u> |
| | | <u>77.109.716</u> | <u>108.165.746</u> |

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

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|------------------------------|-----------------------------|------------------------------------|------------------------------------|
| SNGN Romgaz | Entity under common control | 13.448.302 | 14.151.079 |
| Electrocentrale București SA | Entity under common control | 5.676 | 6.080 |
| E.ON Energie Romania | Entity under common control | <u>(179.911)</u> | <u>995.261</u> |
| | | <u>13.274.067</u> | <u>15.152.420</u> |

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

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------|-----------------------------|------------------------------------|------------------------------------|
| SNGN Romgaz | Entity under common control | 3.878.665 | 22.760.033 |
| Electrocentrale Deva SA | Entity under common control | 405.133 | 974.902 |
| Electrocentrale București | Entity under common control | 2.398.484 | 12.352.849 |
| Termo Calor Pitești | Entity under common control | - | 718.181 |
| Electrocentrale Constanța | Entity under common control | 4.398.672 | 4.088.509 |
| E.ON Energie Romania | Entity under common control | <u>17.605.929</u> | <u>38.787.443</u> |
| | | <u>28.686.883</u> | <u>79.681.917</u> |

xi) Debts to affiliated parties from gas supplies (VAT included)

| | <u>Relationship</u> | The year ended 31 December 2020 | The year ended 31 December 2019 |
|-------------|-----------------------------|------------------------------------|------------------------------------|
| SNGN Romgaz | Entity under common control | - | <u>18.117.465</u> |
| | | - | <u>18.117.465</u> |

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

27. TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

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

| | Relationship | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------|-----------------------------|--|--|
| SNGN Romgaz | Entity under common control | 1.426 | 1.722.034 |
| Electrocentrale București | Entity under common control | 511 | 454 |
| E.ON Energie Romania | Entity under common control | <u>851</u> | <u>817.722</u> |
| | | <u>2.788</u> | <u>2.540.210</u> |

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

| | Relationship | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---------------------------|-----------------------------|--|--|
| SNGN Romgaz | Entity under common control | 2.597.055 | 1.371.051 |
| Electrocentrale Deva SA | Entity under common control | - | 61.253 |
| Electrocentrale București | Entity under common control | 1.331.820 | 563.026 |
| Electrocentrale Constanța | Entity under common control | 91.539 | 1.745.405 |
| Termo Calor Pitești | Entity under common control | - | 525.679 |
| E.ON Energie Romania | Entity under common control | <u>3.721.798</u> | <u>8.367.448</u> |
| | | <u>7.742.212</u> | <u>12.633.862</u> |

xiv) Guarantees from affiliates (bank guarantee letter)

| | Relationship | The year ended 31 December 2020 | The year ended 31 December 2019 |
|-------------------------|-----------------------------|--|--|
| SNGN Romgaz | Entity under common control | 25.429.588 | 33.849.251 |
| Termo Calor Pitești | Entity under common control | 210 | 1.000 |
| Electrocentrale Deva SA | Entity under common control | 4.501.000 | 1.000 |
| E.ON Energie Romania | Entity under common control | <u>28.216.606</u> | <u>22.882.012</u> |
| | | <u>58.147.404</u> | <u>56.733.263</u> |

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

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.

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|--|--|--|
| Profit attributable to the company's equity holders | 175.000.764 | 348.259.016 |
| Weighted average of the number of shares | 11.773.844 | 11.773.844 |
| Basic and diluted earnings per share (lei per share) | 14,86 | 29,58 |

29. SIGNIFICANT TRANSACTIONS NOT INVOLVING CASH

Compensations

Approximately 0,82 % of the receivables were settled by transactions that haven't involved cash outflows during the period ended 31 December 2020 (31 December 2019: 0,58%). 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.

Barter transactions

No barter transactions were made in 2020 and 2019.

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.

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

30 . CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

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 2020 the value of the contractual firm obligations for the purchase of tangible and intangible assets is of lei 504.375.834.

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.

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 under the following conditions: payment of the sale price and making investments in the next two years for the construction of a gas transmission pipeline between Ungheni and Chisinau, as well as the necessary equipment for the operation of this pipeline.

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.

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 54 managers in 2020 (54 managers in 2019).

iv) Environmental aspects

Environmental regulations are under development in Romania and the company did not record any obligation on 31 December 2020 and 31 December 2019 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.

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

30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

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)

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);
- 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.

In 2017, the Company was inspected for a breach of the rules provided for in Article 101 of the Treaty on the Functioning of the European Union (TFEU), in the AT.40483 case. There was no formal opening decision for this investigation. During this stage, no actions / activities were carried out that Transgaz should be aware of. Based on its own estimates, the Company's management considers that there are no circumstances that would give rise to potentially significant obligations in this regard.

NOTES TO THE FINANCIAL STATEMENTS

(expressed in lei, unless otherwise stated)

30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

In 2020 an administrator initiated court proceedings to recover some amounts of money representing unpaid difference, amounts they consider to be due as a result of the mandate contract carried out in 2015-2017. Based on its own estimates, the company considers that there are no circumstances that could lead to potential significant obligations in this respect.

The company is in arbitration proceedings with Bulgargaz EAD, who requests the return or payment of the quantity of natural gas from the Isaccea 1- Negru Vodă 1 gas transmission pipeline. The company does not recognize the claims and based on its own estimates, it considers that there are no circumstances to give rise to significant potential obligations in this regard.

The company is under dispute with two network users who challenge the calculation of the imbalance transaction price on the grounds that there are inconsistencies between the relevant regulations, in between the implementation of the provisions of GEO114 / 2018 and the entry into force of ANRE President's Order no. 170/2019. The company has collected the amounts related to the invoices under the dispute and on the basis of its own estimates, it considers that there are no circumstances creating potentially significant obligations in this regard.

The company has the capacity of intervener in a procedure by which a network user requests the annulment of ANRE decision of 2017 regarding the interpretation and application of the provisions of Art. 99 of the Network Code. There are seven resolutions issued down by the Bucharest Court of Appeal which confirm the lawfulness of the decisions of ANRE commission pronounced in cases having the same object and an unfavorable one which is judged at the High Court of Cassation and Justice. If the HCCJ maintained the solution of the Court of Appeal it does not mean that the network user is entitled to the requested amount of money because, it is necessary to establish first which is the correct interpretation of the provisions of art.99 of the Network Code. 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, the network user initiated court proceedings and requests the recalculation of the tariff related to the exceeding of the capacity booked during Novemebr 2016-February 2017 and the payment of the amount of lei 57.444.164 and 17.789.789. Based on its own estimations, the company's management considers that there are no circumstances that would give rise to significant potential obligations in this regard.

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.

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

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.

30. CONTINGENCIES, COMMITMENTS AND OPERATIONAL RISKS (CONTINUED)

vii) The political and economic situation in Ukraine

The company has contracts for gas transmission from Russia to Bulgaria, Turkey, Greece and other countries. Also, Romania annually imports part of the necessary transported gas through the company's pipelines. It's likely that Gazprom Export stops the supplies of gas transported domestically or internationally through Romania or that Ukraine prevents the transit of gas supplied by Gazprom Export on its territory.

viii) 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.

The company aims to achieve the indicators provided for in the Income and Expenditure Budget for 2021 and to provide the necessary financing sources for the development of the investment program whose execution rate could be influenced by the ability of the contracting companies to provide the equipment and personnel necessary to carry out the works in the context of the isolation or quarantine situations generated by COVID-19.

The legislative changes adopted offer the possibility of small and medium-sized enterprises to delay the payment of utilities, which could have an indirect impact on the company's activity. Although there are still many uncertainties, at this moment we consider that the short-term impact of such legislative changes on the activity and recoverability of the assets of the company will not be significant.

31. FEES OF THE STATUTORY AUDITOR

The fees for the financial year ended 31 December 2020 charged by BDO Audit SRL are: lei 79.682 (VAT excluded) for limited revision as at 30 June 2020 and lei 22.320 (VAT excluded) for other services than the statutory audit.

NOTES TO THE FINANCIAL STATEMENTS

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The fees for the financial year ended 31 December 2019 charged by BDO Audit SRL, invoiced in 2020, are: lei 174. 989 (VAT excluded) for the statutory audit, and lei 14.880 (VAT excluded) for 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.

| | The year ended 31 December 2020 | The year ended 31 December 2019 |
|---|------------------------------------|------------------------------------|
| Revenue from the construction activity according to IFRIC12 | 1.587.548.396 | 868.356.796 |
| Cost of assets constructed according to IFRIC12 | (1.587.548.396) | (868.356.796) |

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

33. EVENTS SUBSEQUENT TO THE BALANCE DATE

In 2021, Transgaz participated in the increase of the share capital of EUROTRANSGAZ with the amount of EUR 519,105 in order to operate and ensure the financial sources necessary to carry out the investment program of the state enterprise Vestmoldtransgaz.

By Decision no. 10/5 October 2020 of the EGMS, the conclusion of a transaction with EBRD involving the subscription by the EBRD of a new share issued by Vestmoldtransgaz SRL (VTMG) for the amount of EUR 20 million is approved. Thus, EBRD becomes a partner of VTMG by 25% from the share capital and Eurotransgaz and 'Transgaz' jointly undertaking the obligation to buy from the EBRD an interest in the VTMG at a predetermined price at the moment it will exercise its option to sell the EBRD's share in VTMG. By Decision no.1 / 4 January 2021 of the Sole Shareholder of Eurotransgaz, the decrease in the share capital of Eurotransgaz by the amount of EUR 9.6 million after the completion of the transaction by which EBRD becomes a partner of VTMG was requested.

The conclusion of the Legacy Contract Termination Agreement between SNTGN Transgaz SA and Gazprom Export LLC creates the necessary framework for concluding the Interconnection Agreements for Interconnection Points Isaccea 2,3 and Negru Vodă / Kardam 2,3, enabling third parties' free access to T2 and T3 transit pipelines capacity booking, ensures the collection of the remaining amounts to be paid under the legacy contract and creates the conditions for increasing the use of the natural gas transmission infrastructure in Romania. The revenues collected from

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transmission are regulated according to ANRE Order 41/2019 and ANRE Order 34/2014, respectively, subject to the points where capacity is booked.

33. EVENTS SUBSEQUENT TO THE BALANCE DATE (CONTINUED)

By ANRE Order no. 2/2021, the following amendments were approved to the methodology for establishing regulated tariffs for natural gas transmission services:

- for the investments in tangible and intangible assets, commissioned / accepted during the fourth regulatory period, which represent objectives of the natural gas transmission system, achieved from equity in projects where European grants were also attracted, an incentive of 2 percentage points above the approved regulated rate of return on investment is established, except for the ones carried out following the development of investment projects provided for in Regulation (EU) no. 347/2013 of the European Parliament and of the Council of 17 April 2013 for which European grants were obtained;
- the royalties for the concession of the state public property assets, the royalties under the contracts for the concession of the natural gas transmission service and / or of the related state public property assets or of an administrative-territorial unit, the rents under the contracts for the lease of assets making up the TS, which are in the public property of the state or of an administrative-territorial unit, as well as the local taxes established by the authorities in respect of the transmission service, except for the period between the date of entry into force of Law no. 155/2020 on the amendment of Power and Gas Law no. 123/2012 and regarding the amendment of other normative acts and the date of entry into force of Law no. 244/2020 on the approval of the Government Emergency Ordinance no. 103/2020 for the extension of the term of application of the measures provided for by the Government Emergency Ordinance no. 26/2018 on the adoption of measures for the security of electricity supply, are recognized in the regulated income.

Chairman of the Board of Administration
Remus Gabriel Lăpușan

Director – General
Ion Sterian

Chief Financial Officer
Marius Lupean