

CURRENT REPORT according to Art. 139 of Law 24/2017 on the issuers of financial instruments and market operations, republished as amended

Date of report: **05.03.2025**

Name of issuing entity: **SNTGN TRANSGAZ SA**

Headquarters: **Medias, 1 Constantin I. Motaș Square, Sibiu County**

Telephone/fax number: **0269 803333/0269 839029**

Tax identification code: **RO 13068733**

Trade Register number: **J32/301/2000**

Subscribed and paid-up capital: **1,883,815,040 LEI**

Regulated market on which issued securities are traded: **Bucharest Stock Exchange.**

CONVENING

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Medias, 1 C. I. Motaș Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under number J/32/301/2000, VAT Code RO13068733, according to Companies` Law 31/1990, republished, as amended, to Law 24/2017 on the issuers of financial instruments and market operations, republished, as amended, to Regulation 5/2018 of the Financial Supervising Authority on the issuers of financial instruments and market operations, as amended, and to the provisions of Art.16 of the updated Articles of Incorporation of Transgaz, convened for the meeting on **05.03.2025**,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** on **9 April 2025, 10:00 a.m., 11.00 a.m. respectively**, to take place in Motaș Hall, at the headquarters of the company located in Medias, 1 C. I. Motaș Square, Sibiu County, in which only the persons having the quality of shareholders, meaning they are registered with the registry of the company's shareholders at the end of the day of **26 March 2025**, are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

- 1.** Approval of Transgaz' Revenue and Expense Budget for 2025 and of the forecasts for 2026-2027.
- 2.** Approval of the revision of financial performance indicators included in the updated Transgaz Management Plan 2021 – 2025.
- 3.** Approval of the addendum to the contract of mandate signed with the non-executive members of the Transgaz Board of Administration, including the revised financial performance indicators, and the empowering of the representative of the General Secretariat of the Government in the GMS to sign the addenda to the contracts of mandate of the non-executive members of the Transgaz Board of Administration on behalf of the Company.

4. Setting the date of **5 May 2025** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
5. Empowerment of Mr Petru Ion Văduva, as Chairman of the Board of Administration, or his alternate, Mr Nicolae Minea, Administrator, Ms. Von Derenthall Ilinca, Administrator, Ms. Hanza Adina-Lăcrimioara, Interim Administrator to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Leahu Mihai Leontin, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the acquisition of a 51% interest in the share capital of Petrostar S.A. at a maximum price of lei 4.520.143. The subscription is subject to obtaining a 51% interest in the share capital of Petrostar S.A. through either of the two options:
 - a) The full subscription by SNTGN Transgaz S.A. of the shares issued by Petrostar in order to increase the share capital by lei 4.520.143, respectively from the current value of lei 4.342.867 to lei 8.863.010, by issuing a number of 57.217 new registered shares, each with a nominal value of 79 lei/share, the total number of shares of the company being a maximum of 112.190 shares; or
 - b) The subscription by SNTGN Transgaz S.A. of the shares remaining unsubscribed and/or unpaid after the completion of the stage in which the newly issued shares are offered to the existing shareholders on the basis of the pre-emptive right and the acquisition from the existing shareholders of Petrostar S.A. at a price of 79 lei/share of a number of shares necessary to have a 51% interest in the share capital of Petrostar S.A. The acquisition of shares from the existing shareholders of Petrostar will be carried out after the expiry of the period for the exercise of the preferential right of the existing shareholders of Petrostar S.A. and after the expiry of the pre-emptive right conferred on shareholders under the bylaws with regard to the acquisition of any shares that another shareholder wishes to sell, based on authenticated contracts for the transfer of shares subject to Transgaz obtaining a 51% interest in the share capital of Petrostar S.A.

Mandating the Director General or his/her legal alternate and the Chief Financial Officer to complete all the formalities necessary for the subscription, including the signing of the subscription application, and to negotiate and execute, where appropriate, the authenticated contract(s) of transfer of shares.
2. Setting the date of 5 May 2025 as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders, according to the applicable laws.
3. Empowerment of Mr Petru Ion Văduva, as Chairman of the Board of Administration, or of his alternate, Mr Nicolae Minea, Administrator, Ms. Von Derenthall Ilinca, Administrator, Ms. Hanza Adina-Lăcrimioara, Interim Administrator to sign the Resolution of the Extraordinary General Meeting of

the Shareholders, and of Mr Leahu Mihai Leontin, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Meeting of the Shareholders and the Extraordinary Meeting of the Shareholders** will be held on **10 April 2025, 10:00 a.m.** and **11.00 a.m.** respectively in Motaş Hall, at the headquarters of the company located in Medias, no. 1 C.I Motaş Square, Sibiu County, with the same agenda.

The draft resolution of the OGMS will be available at the headquarters of the Company in Medias, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, both in Romanian and in English, as of **7 March 2025**.

The draft resolution of the EGMS will be available at the headquarters of the Company in Medias, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the company's website (www.transgaz.ro), the link Investors/G.M.S./EGMS documents, both in Romanian and in English, as of **7 March 2025**.

The documents and materials for the meeting are available as follows:

- the documents and materials for the meeting related to point 1 on the agenda of the **Ordinary General Meeting of the Shareholders** will be available as follows:
 - The Report and Annex 6 to the Report at the headquarters of the Company in Medias, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the Company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, in Romanian and in English, as of **7 March 2025**;
 - Annexes 1 to 5 to the Report will be available at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 6, as of **7 March 2025** between 8:00 a.m. and 3:00 p.m. or will be made available to the shareholders at request, in accordance with the applicable laws.
- the documents and materials for the meeting related to points 2,3 on the agenda of the Ordinary General Meeting of the Shareholders will be available at the headquarters of the Company in Medias, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the Company's website (www.transgaz.ro), the link Investors/G.M.S./OGMS documents, in Romanian and in English, as of **7 March 2025**.
- the documents and materials for the meeting related to point 1 on the agenda of the **Extraordinary General Meeting of the Shareholders** will be available as follows:
 - The Report at the headquarters of the Company in Medias, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or in soft copy on the Company's website (www.transgaz.ro), the link Investors/General Meeting of the Shareholders/ Extraordinary General Meeting of the

Shareholders documents, in Romanian and in English, as of **7 March 2025**;

- Annex 1 to the Report will be available at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 6, as of **7 March 2025** between 8:00 a.m. and 3:00 p.m. or will be made available to the shareholders at request, in accordance with the applicable laws.

The Special Power of Attorney and the General Power of Attorney will be available in soft copy at the headquarters of the Company in Mediaş, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and/or on the Company's website (www.transgaz.ro), the link Investors/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders / Extraordinary General Meeting of the Shareholders documents, in Romanian and in English, as of **7 March 2025**.

The Board of Administration and/or shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general meetings, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meetings, within 15 days from the publication of the convening, meaning **21 March 2025, 3:00 p.m.**;
- to present draft resolutions for the points included or proposed to be included on the agenda of the meetings, within 15 days from the publication of the convening, meaning **21 March 2025, 3:00 p.m.**;
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412**, or to the e-mail address: secretariat.ca_aga@transgaz.ro, for the attention of Mrs. Claudia Elena Florea.

If the exercising of the right to insert points on the agenda of the general meetings of the shareholders results in the changing of the agenda of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **26 March 2025**.

Every shareholder may address questions related to the points on the agenda of the general meetings of the shareholders to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 6, for the attention of Mrs. Claudia Elena Florea, by courier, to **fax number 0269-803.412**, or to the e-mail address: secretariat.ca_aga@transgaz.ro. For identification purposes, the persons addressing such questions shall attach requests and copies of the documents proving their identity.

The answers to the questions shall be sent in writing and shall be published on the company's website (www.transgaz.ro).

The shareholders registered by the reference date may vote by correspondence, prior to the general meetings, by using the form of vote by correspondence available as of **7 March 2025**, both at the headquarters of the Company in Mediaş, 1 C. I. Motaş Square, Sibiu County, the ground floor, room 6 and on the company's website at www.transgaz.ro, the link Investors/General Meeting of the Shareholders/ Ordinary General Meeting of the Shareholders / Extraordinary General Meeting of the Shareholders Documents, in Romanian and in English.

The forms of vote by correspondence must be filled in and signed by the shareholders - natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder - legal person, accompanied by the official document that certifies the quality of legal representative. In the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date/registration received from Depozitarul Central or, as applicable for dates different from the reference/registration date, based on the following Depozitarul Central documents submitted by the shareholder to the issuer: account statement proving the quality of shareholder and the number of shares held; documents proving the recording of the information regarding the legal representative at Depozitarul Central.

If the data regarding the quality of legal representative are not updated at Depozitarul Central by the shareholder legal person until the reference date, the legal representative proof is based on a true copy of the findings certificate issued by the Trade Register or on any other document issued by a competent authority of the country of registration of the shareholder, attesting the quality of legal representative, issued at least 3 months before the date of convening publication.

The forms of vote by correspondence and the supporting legal documents shall be sent in original by courier, in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motas Square, for registration by **7 April 2025, 10:00 a.m.**, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, attention of Mrs. Claudia Elena Florea, or electronically signed with an extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail at secretariat.ca_aga@transgaz.ro, subject to the sanction under Art. 125, paragraph 3 of Companies` Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **26 March 2025** may attend and vote during the meetings, in person or by their representatives, based on a special or general Power of Attorney, according to the applicable laws. The quality of shareholder and, in the case of legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date / registration received from Depozitarul Central.

If a shareholder is represented by a credit institution providing custody services, such shareholder will be able to vote in the general meeting of the shareholders provided it submits to the issuer the original declaration signed and, if applicable, stamped by the legal representative of the credit institution, clearly stating the surname/name of the shareholder on behalf of which the credit institution participates and votes within the GMS, and the fact that the institution provides custody services for the relevant shareholder, within 48 hours before the general meeting, based on the voting instructions received by electronic means of communication, without the special or general power of attorney from such shareholder. The custodian shall vote in the general meeting of the shareholders only in accordance with and within the limits of the instructions received from its clients being shareholders at the reference date of **26 March 2025**.

The special power of attorney and the statement, in original, signed and stamped, as appropriate, and the general power of attorney, in copy, mentioning, under the representative's signature that it is a true copy and accompanied by an affidavit in original signed and, where appropriate, stamped, given by the legal representative of the intermediary or by the lawyer who received power of representation by the attorney general, indicating that the power is given by that shareholder as a customer, intermediary or, where appropriate, lawyer's power of attorney signed by the shareholder, including by the attachment of extended electronic signature, if any, and the mandate received by the order of the Ministry of the State Secretary of the Government for the participation of the state's representatives in the General Meeting of the Shareholders, in original, may be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 6, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address secretariat.ca_aga@transgaz.ro under the sanction provided in Art. 125 paragraph 3 of Companies' Law no. 31/1990, republished, as further amended and supplemented, or at the date of the general meeting of the shareholders at the BoA and GMS Secretariat Office.

For additional information please contact us at **telephone 0269-803.056, fax 0269-803.412**, or at the e-mail address: secretariat.ca_aga@transgaz.ro.

Petru Ion Văduva

Chairman of the Board of Administration