

CURRENT REPORT according to the provisions of Art. 139 of Law 24/2017

Date of report: **08.05.2026**

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

Headquarters: **Mediaș, 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 RON**

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

SUPPLEMENT TO THE CONVENING OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

(as requested by the General Secretariat of the Government, as the majority shareholder of SNTGN „Transgaz” SA)

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Mediaș, 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 no. 31/1990, republished, as further amended and supplemented, to Law no. 24/2017 on the issuers of financial instruments and market operations, republished, as further amended and supplemented, to Regulation no. 5/2018 of the Financial Supervising Authority on the issuers of financial instruments and market operations, republished, as amended, and to the provisions of Art.16 of the updated Articles of Incorporation of Transgaz, at the request of the majority shareholder, the General Secretariat of the Government (holding a 58.5097% stake in the share capital), by Letter No. 20/12082/D.R./08.05.2026, pursuant to **Article 117^1 of Companies Law No. 31/1990**, republished, as subsequently amended and supplemented, in conjunction with the provisions of Article 105(3) of Law No. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented, supplements the agenda of the Ordinary General Meeting of Shareholders of 26/27 May 2026, initially published in the Official Journal of Romania, Part IV, No. 2416/ 23.04.2026, and in the Bursa newspaper, No. 73, dated 23.04.2026, as follows:

6.1 Approval of a gross dividend of lei 2,95/share for the financial year 2025.

7.1 Approval of the proposal for the distribution of the net profit for financial year 2025, in accordance with the provisions of the Memorandum entitled: "Mandating state representatives in the General Meeting of the Shareholders/Board of Administration, as applicable, at national companies, state-owned companies, and companies with wholly or majority state-owned capital, as well as at autonomous administrations, with a view to taking the necessary measures to allocate a minimum of 90% of the net profit realized in 2025 in the form of dividends/payments to the state budget," approved by the Government of Romania at its meeting held on 16 April 2026.

Thus, the **Ordinary General Meeting of the Shareholders** dated **26 May 2025, 10:00 a.m.** and **respectively 27 May 2026, 10:00 a.m., the second convening**, to take place in Motas Hall, at the headquarters of the company located in Medias, 1 C.I. Motas 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 **14 May 2026** are entitled to attend, will have the following:

AGENDA:

1. Approval of the individual annual financial statements (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA 2/5 for the financial year 2025, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP no. 2844/2016.
2. Approval of the annual consolidated financial statements (consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows, notes to the consolidated financial statements) of SNTGN TRANSGAZ SA for the financial year 2025, prepared in accordance with the International Financial Reporting Standards adopted by the European Union and approved by OMFP no. 2844/2016.
3. Approval of the consolidated annual report of the Board of Administration of SNTGN TRANSGAZ SA on the activity carried out in 2025 and the Consolidated Sustainability Report for 2025 (Appendix 1 to the Consolidated Report of the Board of Administration).
4. Presentation of the Financial Audit Report on the separate annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2025.
5. Presentation of the Financial Audit Report on the consolidated annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2025.
6. Approval of the gross dividend per share in the amount of 2,13 lei/share for the financial year 2025.
- 6.1 Approval of a gross dividend of lei 2,95/share for the financial year 2025.
7. Approval of the proposal for the distribution of the net profit for the financial year 2025.

- 7.1** Approval of the proposal for the distribution of the net profit for financial year 2025, in accordance with the provisions of the Memorandum entitled: "Mandating state representatives in the General Meeting of the Shareholders/Board of Administration, as applicable, at national companies, state-owned companies, and companies with wholly or majority state-owned capital, as well as at autonomous administrations, with a view to taking the necessary measures to allocate a minimum of 90% of the net profit realized in 2025 in the form of dividends/payments to the state budget," approved by the Government of Romania at its meeting held on 16 April 2026.
- 8.** Approval of the Remuneration Report for the year 2025, subject to a consultative vote of the shareholders, in accordance with the provisions of Article 107, paragraph (6) of Law 24/2017 on issuers of financial instruments and market operations, as amended and supplemented.
- 9.** Approval of the discharge from administration of Transgaz' administrators for the activity carried out in 2025.
- 10.** Approval of the assessment of the achievement of the financial and non-financial performance indicators, for the year 2025, attached to the mandate contracts of the non-executive administrators.
- 11.** Approval of the prescription of the right to receive dividends for the financial year 2022 established by the OGMS Resolution no. 5 of 27.04.2023, not yet paid until 29.07.2026 and their recording in the company's income account.
- 12.** Approval of the revenue and expense budget of SNTGN "Transgaz" SA for 2026 and the estimates for 2027–2028.
- 13.** Approval of the revision of certain key financial performance indicators included in the Management Plan of SNTGN Transgaz SA for the period 2025–2029, approved by OGMS Resolution No. 8 of 19 November 2025, Article 1, which constitutes an annex to the mandate contracts of the members of the Board of Administration, the Director General, and the Chief Financial Officer, a revision that was previously approved by AMEPIP based on Letter No. 6209/15 April 2026.
- 14.** Approval of the Human Rights Policy and the Equal Opportunity and Gender Equality Policy.
- 15.** Approval of the 2025 Report on the evaluation of the activity of the Board of Administration and the Annexes regarding the evaluation of the activity of the members of the Board of Administration for 2025, in accordance with Article 30, paragraph 7 of Government Emergency Ordinance No. 109/2011, as subsequently amended and supplemented.
- 16.** Setting the date of **02.07.2026** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
- 17.** Setting the date of **01.07.2026** as an ex-date, in accordance with the legal provisions in force.
- 18.** Setting the date of **21.07.2026** as the dividend payment date.

- 19.** Empowerment of Mr Nicolae Minea, as Chairman of the Board of Administration, or his alternates, Mr Costin Mihalache, Administrator, Mrs Ilinca Von Derenthall, Administrator, Mrs Adina-Lăcrimioara Hanza, Administrator, to sign the Resolution of the Ordinary General Meeting of the Shareholders, and of Mr Mihai Leontin Leahu, Deputy Director-General, to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

The documents and materials of the meeting related to items 6.1 and 7.1 on the agenda of the Ordinary General Meeting of Shareholders are available at the company's headquarters in Mediaș, 1 C.I. Motaș Square, Sibiu County, on the ground floor, room 6, and/or in soft copy on the company's website at (www.transgaz.ro), the link Investors/GMS/OGMS documents, in both Romanian and English, as of the date of the supplement to the convening of the general meeting.

The amended special power of attorney, form of vote by correspondence, and draft resolution of the OGMS are available at the company's headquarters in Mediaș, 1 C.I. Motaș Square, Sibiu County, on the ground floor, room 6, and/or in soft copy on the company's website at (www.transgaz.ro), the link Investors/GMS/OGMS documents, in both Romanian and English, as of **12.05.2026 at 8:00 a.m.**

**Chairman of the Board of Administration
Nicolae Minea**