

## **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: **21.04.2026**

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 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, as amended, and to the provisions of Art.16 of the updated Articles of Incorporation of Transgaz, convened at its meeting of **21 April 2026,**

## **CONVENES**

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS and the EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **26 May 2026, 10:00 a.m.** and respectively **11:00 a.m.** to take place in Motaș Hall, at the headquarters of the company located in Medias, 1 C.I. Motaș Square, the county of Sibiu, 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 participate and to vote, with the following agenda:

### **I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

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.** Presentation 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 individual 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.
- 7.** Approval of the proposal for the distribution of the net profit for the financial year 2025.
- 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 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. Minea Nicolae, as Chairman of the Board of Administration, or his alternates, Mr Mihalache Costin, Administrator, Mrs. Von Derenthall Ilinca, Administrator, Mrs. Hanza Adina-Lăcrimioara, 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. THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the accession of SNTGN Transgaz SA as a member of the Romania-Ukraine Bilateral Chamber of Commerce (CCBRU)
2. Setting the date of **15 June 2026** 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. Minea Nicolae, as Chairman of the Board of Administration, or his alternates, Mr Mihalache Costin, Administrator, Mrs. Von Derenthall Ilinca, Administrator, Mrs. Hanza Adina-Lăcrimioara, 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 General Meeting of the Shareholders** will be held on **27 May 2026, 10:00 a.m.**, respectively **11:00 a.m** 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 is available at the headquarters of the Company in Mediaş, 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](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents, both in Romanian and in English, as of **24 April 2026**.

The draft resolution of the EGMS is available at the headquarters of the Company in Mediaş, 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](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents, both in Romanian and in English, as of **24 April 2026**.

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

- the documents and materials for the meeting related to items 1-6 on the agenda of the **Ordinary General Meeting of the Shareholders** are available at the headquarters of the Company in Mediaş, 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](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents, in Romanian and in English, from the date of the convening of the general meeting;
- the documents and meeting materials relating to items 7-11 and 13-15 on the agenda of the **Ordinary General Meeting of the Shareholders** are available at the headquarters of the Company in Mediaş, 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](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS documents, in Romanian and in English, as of **24 April 2026**.
  - The documents and meeting materials relating to item 12 on the agenda of the Ordinary General Meeting of Shareholders will be available as follows:
    - The report and Annex 6 to the report, at the company's headquarters in Mediaş, 1 C.I. Motaş Square, Sibiu County, ground floor, Room 6, and/or in electronic format on the company's website at ([www.transgaz.ro](http://www.transgaz.ro)), the link Investor Relations/General Meeting of Shareholders/Ordinary General Meeting of Shareholders, in both Romanian and English, as of **24 April 2026**;
    - Annexes 1–5 to the report are available and may be consulted by shareholders at the company's headquarters in Mediaş, P-ta C.I Motas, No. 1, ground floor, Room 6, as of **24 April 2026**, between 8:00 a.m. and 3:00 p.m., or will be made available to shareholders upon request, in accordance with applicable legal provisions.
  - The documents and meeting materials pertaining to Item 1 on the agenda of the **Extraordinary General Meeting of Shareholders** are available at the company's headquarters in Mediaş, 1 C.I. Motaş Square, Sibiu County, on the ground floor, Room 6, and/or in electronic format on the company's website at ([www.transgaz.ro](http://www.transgaz.ro)), under the link Investor Relations/General Meeting of Shareholders/Extraordinary General Meeting of Shareholders, in both Romanian and English, as of **24 April 2026**.

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](http://www.transgaz.ro)), the link Investors/G.M.S./OGMS/EGMS documents, in Romanian and in English, as of **24 April 2026**.

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

- to insert points on the agenda of the general meeting, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meeting, within 15 days from the publication of the convening, meaning **8 May 2026, 3:00 p.m.**;
- to present draft resolutions for the points included or proposed to be included on the agenda of the meeting, within 15 days from the publication of the convening, meaning **8 May 2026, 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](mailto: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 **14 May 2026**.

Every shareholder may address questions related to the points on the agenda of the general meeting 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](mailto: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](http://www.transgaz.ro)) the link Investors/G.M.S./OGMS/EGMS documents.

The shareholders registered by the reference date may vote by correspondence, prior to the general meeting, by using the form of vote by correspondence available as of **24 April 2026**, 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 at [www.transgaz.ro](http://www.transgaz.ro), the link Investors/G.M.S./OGMS/EGMS 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. Motaş Square, for registration by **22 May 2026, 3:00 p.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 214/2024 on the use of electronic signatures, time stamps, and the provision of trust

services based on them, by e-mail at [secretariat.ca\\_aga@transgaz.ro](mailto: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 **14 May 2026**, may attend and vote during the meeting, 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 meetings 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 meetings 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 **14 May 2026**.

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. 214/2024 on the use of electronic signatures, time stamps, and the provision of trust services based on them, by e-mail to the address [secretariat.ca\\_aga@transgaz.ro](mailto: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](mailto:secretariat.ca_aga@transgaz.ro).

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