

CURRENT REPORT

According to Law no. 24/2017 on issuers of financial instruments and market operations

Date of report: **26 May 2026**

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

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

Telephone/fax number: **0269803333/0269839029**

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.**

REPORTED EVENTS:

According to the laws on reporting to the capital market institutions SNTGN TRANSGAZ SA notifies all shareholders and investors that the Ordinary and Extraordinary General Meetings of the Company's Shareholders were held on 26 May 2026 as convened, according to Art. 117 of Law 31/1990 on trading companies, republished as further amended and supplemented, and of Art. 16 of the updated Articles of Incorporation.

We hereby enclose

- Resolution No. 2/26.05.2026 of the Ordinary General Meeting of the Shareholders of SNTGN Transgaz SA Mediaș.
- Resolution No. 3/26.05.2026 of the Extraordinary General Meeting of the Shareholders of SNTGN Transgaz SA Mediaș.

RESOLUTION NO. 2 of the Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Mediaș, as of 26 May 2026

The Ordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, subscribed and paid-up capital: 1.883.815.040 lei, divided into 188.381.504 shares, each having a nominal value of 10 lei, convened under Art.119 para.(1) of Companies Law 31/1990, republished, as amended, of Law 24/2017 on the issuers of financial instruments and market operations, republished, as amended, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations, as amended, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 26 May 2026, at the first convening, in which shareholders representing 82.1382% of the share capital and 82.1382% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Mediaș, 1 C. I. Motaș Square, Sibiu County, the following:

RESOLUTION

Art.1. With 154733215 votes *For*, representing 100% of the total number of expressed votes **approves** 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.

Art.2. With 154733215 votes *For*, representing 100% of the total number of expressed votes **approves** 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.

Art.3. With 154733215 votes *For*, representing 100% of the total number of expressed votes **approves** 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).

Art.4. With 154567915 votes *For*, representing 100% of the total number of expressed votes **takes note of** the Financial Audit Report on the individual annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2025. A total of 1 shareholder, having 165300 votes, adopted the `Abstention` position on this item.

Art.5. With 154567915 votes *For*, representing 100% of the total number of expressed votes **takes note of** the Financial Audit Report on the consolidated annual financial statements of SNTGN TRANSGAZ SA as at 31 December 2025. A total of 1 shareholder, having 165300 votes, adopted the `Abstention` position on this item.

Art.6. With 127310023 votes *For*, representing 84.515910% of the total number of expressed votes and with 23324356 votes *Against*, representing 15.484090% of the total number of expressed votes, **approves** the gross dividend per share in the amount of 2,13 lei/share for the financial year 2025. A total of 5 shareholders, having 4098836 votes, adopted the `Abstention` position on this item.

Art. 6.1. With 27588492 votes *For*, representing 18.961180% of the total number of expressed votes and with 117911364 votes *Against*, representing 81.038820% of the total number of expressed votes, **does not approve** the gross dividend of lei 2,95/share for financial year 2025. A total of 3 shareholders, having 9233359 votes, adopted the `Abstention` position on this item.

Art.7. With 127310023 votes *For*, representing 84.515910% of the total number of expressed votes and with 23324356 votes *Against*, representing 15.484090% of the total number of expressed votes, **approves** the following:

1. the distribution of the net profit as follows:

- statutory reserves	46.858.017,05 lei
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- other reserves representing tax incentives provided for under Law No. 237/2015 on the Tax Code, profit invested in technological equipment—machinery, tools, and work installations, electronic computers and peripheral equipment, cash registers, control devices, and billing machines, as well as in software, products, and/or services acquired and put into operation, used for the purpose of conducting economic activity	38.746.667,36 lei
- the establishment of own sources of financing for projects co-financed by external loans, as well as for the establishment of the sources necessary for the repayment of principal installments, the payment of interest, commissions, and other costs related to these external loans	113.280.621,38 lei
- dividends due to shareholders	401.252.603,52 lei
- profit intended for the establishment of own sources of financing	188.018.666,69 lei

2. employee profit sharing in accordance with the provisions of Article 144 of the Collective Labor Contract concluded at the level of SNTGN "TRANSGAZ" SA, currently in force, in the amount of 27.358.399 lei.

A total of 5 shareholders, having 4098836 votes, adopted the `Abstention` position on this item.

Art. 7.1. With 27588492 votes For, representing 18.961180% of the total number of expressed votes and with 117911364 votes Against, representing 81.038820% of the total number of expressed votes, **does not** approve the following:

1. Distribution of the net profit	
- legal reserves	46.858.017,05 lei
- other reserves representing tax incentives provided for under Law No. 237/2015 on the Tax Code, profit invested in technological equipment—machinery, tools, and work installations, electronic computers and peripheral equipment, cash registers, control devices, and billing machines, as well as in software, products, and/or services acquired and put into operation, used for the purpose of conducting economic activity	38.746.667,36 lei
- the establishment of own sources of financing for projects co-financed by external loans, as well as for the establishment of the sources necessary for the repayment of principal instalments, the payment of interest, fees, and other costs related to these external loans	113.280.621,38 lei
- dividends due to shareholders	555.725.436,80 lei

- profit intended for the establishment of own sources of financing	33.545.833,41 lei
2. Employee profit sharing in accordance with the provisions of Article 141 of the currently applicable Collective Labour Contract concluded within SNTGN "TRANSGAZ" SA	27.358.399 lei

A total of 3 shareholders, having 9233359 votes, adopted the `Abstention` position on this item.

Art.8. With 126248098 votes *For*, representing 81.590820% of the total number of expressed votes and with 28485117 votes *Against*, representing 18.409180% of the total number of expressed votes, **approves** 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.

Art.9. With 154733215 votes *For*, representing 100% of the total number of expressed votes **approves** the discharge from administration of Transgaz' administrators for the activity carried out in 2025.

Art.10. With 130432223 votes *For*, representing 84.294910% of the total number of expressed votes and with 24300992 votes *Against*, representing 15.705090% of the total number of expressed votes, **approves** the assessment of the achievement of the financial and non-financial performance indicators attached to the mandate contracts of the non-executive administrators.

Art.11. With 154733215 votes *For*, representing 100% of the total number of expressed votes, **approves** the following:

1. the prescription of the right to receive dividends for the financial year 2022 not yet paid until the prescription date, 29.07.2026;
2. the recording in the company's income account of the value representing dividends for the 2022 fiscal year that have not been yet paid by the prescription date, namely 29.07.2026.

Art.12. With 151857670 votes *For*, representing 98.246570% of the total number of expressed votes and with 2710245 votes *Against*, representing 1.753430% of the total number of expressed votes, **approves** the revenue and expense budget of SNTGN "Transgaz" SA for 2026 and the estimates for 2027–2028, in accordance with the provisions of Government Ordinance No. 26 of August 21, 2013, Article 4(1)(d), and Transgaz' current Articles of Incorporation, Chapter IV, Article 15(3)(c). General considerations regarding the preparation of the REB. A total of 1 shareholder, having 165300 votes, adopted the `Abstention` position on this item.

Art.13. With 144633544 votes *For*, representing 93.572810% of the total number of expressed votes and with 9934371 votes *Against*, representing 6.427190% of the total number of expressed votes, **approves** 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. A total of 1 shareholder, having 165300 votes, adopted the `Abstention` position on this item.

Art.14. With 147709197 votes *For*, representing 95.460560% of the total number of expressed votes and with 7024018 votes *Against*, representing 4.539440% of the total number of expressed votes, **approves** the Human Rights Policy and the Equal Opportunity and Gender Equality Policy.

Art.15. With 144190856 votes *For*, representing 100% of the total number of expressed votes **approves** the Report on the evaluation of the activity of the Board of Administration for 2025.

A total of 2 shareholders, having 3518341 votes, adopted the `Abstention` position on this item.

With 151014766 votes *For*, representing 100% of the total number of expressed votes, **approves** the evaluation of the activity of Mr. Sterian Ion as member of the Board of Administration of S.N.T.G.N. Transgaz S.A. A total of 2 shareholders, having 3518341 votes, adopted the `Abstention` position on this item.

With 151014766 votes *For*, representing 100% of the total number of expressed votes, **approves** the evaluation of the activity of Ms. Von Derenthall Ilinca as member of the Board of Administration of S.N.T.G.N. Transgaz S.A. A total of 2 shareholders, having 3518341 votes, adopted the `Abstention` position on this item.

With votes 151014766 *For*, representing 100% of the total number of expressed votes, **approves** the evaluation of the activity of Ms. Hanza Adina-Lăcrimioara as member of the Board of Administration of S.N.T.G.N. Transgaz S.A. A total of 2 shareholders, having 3518341 votes, adopted the `Abstention` position on this item.

With 151014766 votes *For*, representing 100% of the total number of expressed votes, **approves** the evaluation of the activity of Mr. Mihalache Costin as member of the Board of Administration of S.N.T.G.N. Transgaz S.A. A total of 2 shareholders, having 3518341 votes, adopted the `Abstention` position on this item.

With 151014766 votes *For*, representing 100% of the total number of expressed votes, **approves** the evaluation of the activity of Mr. Minea Nicolae as member of the Board of Administration of S.N.T.G.N. Transgaz S.A. A total of 2 shareholders, having 3518341 votes, adopted the `Abstention` position on this item.

Art.16. With 154733215 votes *For*, representing 100% of the total number of expressed votes, sets 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.

Art.17. With 154733215 votes *For*, representing 100% of the total number of expressed votes, sets the date of **01.07.2026** as ex date, in accordance with the legal provisions in force.

Art.18. With 154733215 votes *For*, representing 100% of the total number of expressed votes, sets the date of **21.07.2026** as the dividend payment date.

Art.19. With 154733215 votes *For*, representing 100 % of the total number of expressed votes, empowers Mr Nicolae Minea, as Chairman of the Board of Administration, or his alternate, Mr Costin Mihalache, Administrator, Ms Ilinca Von Derenthall, Administrator, Ms 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.

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

**RESOLUTION No. 3 of the Extraordinary General Meeting of the
Shareholders of the National Gas Transmission Company TRANSGAZ S.A. Medias,
as of 26 May 2026**

The Extraordinary General Meeting of the Shareholders of the National Gas Transmission Company TRANSGAZ S.A., open company, headquartered in Medias, 1 C.I. Motaş Square, Sibiu County, registered with the Sibiu Trade Register Office under number J/32/301/2000, tax identification code RO13068733, subscribed and paid-up capital: 1.883.815.040 lei, divided into 188.381.504 shares, each having a nominal value of 10 lei, convened under Art. 119 para. (1) of Companies Law 31/1990, republished, as amended, of Law 24/2017 on the issuers of financial instruments and market operations, republished, as amended, of Financial Supervisory Authority Regulation 5/2018 on the issuers of financial instruments and market operations as amended, and under Art. 16 of the updated Articles of Incorporation, adopts today, in the meeting held on 26 May 2026, at the first convening, in which shareholders representing 80.9954% of the share capital and 80.9954% of the total voting rights participated, at the headquarters of the National Gas Transmission Company TRANSGAZ S.A. of Medias, 1 C. I. Motaş Square, Sibiu County, the following:

RESOLUTION

Art.1. With 149704858 votes *For*, representing 100% of the total number of expressed votes, **approves** the accession of SNTGN Transgaz SA as a member of the Romania-Ukraine Bilateral Chamber of Commerce (CCBRU).

A total of 3 shareholders, having 2875545 votes, adopted the `Abstention` position on this item.

Art.2. With 152580403 votes *For*, representing 100% of the total number of expressed votes, sets 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.

Art.3. With 152580403 votes *For*, representing 100% of the total number of expressed votes, empowers Mr Nicolae Minea, as Chairman of the Board of Administration, or his alternate, Mr Costin Mihalache, Administrator, Ms. Von Derenthall Ilinca, Administrator, Ms. 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.

Chairman of the Board of Administration

Nicolae Minea