



CURRENT REPORT

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and A.S.F. Regulation no. 5/2018

Report date: April 14, 2025

Company name: Societatea Nationala de Gaze Naturale Romgaz S.A.

Address: Medias, 4 Constantin I. Motas Square, Sibiu County - Romania, 551130

Phone/fax no: 004-0374-401020 / 004-0269-846901

Fiscal Code: RO14056826

LEI Code: 2549009R7KJ38D9RW354

Trade Register registration number: J2001000392326

Subscribed and paid in share capital: RON 3,854,224,000

Regulated market where the issued securities are traded: Bucharest Stock Exchange (BVB)

Significant events to be reported:

- Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of April 14, 2025 (OGMS)
- Approval of S.N.G.N. Romgaz S.A. Individual Income and Expenditure Budget for 2025
- Revocation of 2 (two) Board of Directors members
- Election of 2 (two) interim members of the Board of Directors and approval of their mandate term for a period of 5 months

The quorum conditions for the OGMS have been fulfilled according to the provisions of Article 15, paragraph 12 from S.N.G.N. Romgaz S.A. Articles of Incorporation and of Article 112 from the Company Law no.31/1990.

S.N.G.N. Romgaz S.A. Individual Income and Expenditure Budget for 2025, approved by OGMS Resolution no. 2 from April 14, 2025, will be available starting today, on the company's website www.romgaz.ro, at *Investors - News & Events*.

Also, the following decisions were taken at the General Meeting of Shareholders, regarding the composition of ROMGAZ Board of Directors:

- ✓ Revocation of Mr. Dan - Dragoş DRĂGAN from the position of member of the Board of Directors
- ✓ Revocation of Mr. Gheorghe - Silvan SORICI from the position of member of the Board of Directors
- ✓ Election of Mr. Dumitru CHISĂLIŢĂ as interim member of the Board of Directors
- ✓ Election of Mr. Cornel BENCHEA as interim member of the Board of Directors

The draft resolution proposed for item 4 on the agenda was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Attached: Resolution no. 2 of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of April 14, 2025

**Chief Executive Officer,
Razvan POPESCU**

romgaz.ro

**Societatea Națională
de Gaze Naturale
Romgaz S.A.**

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Capital social: 3.854.224.000 lei
CIF: RO 14056826
Nr.ord.reg.com: J2001000392326

RESOLUTION NO. 2/April 14, 2025

**of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A.**

**Registered office: Medias, 4 Constantin Motas square, Sibiu County, Romania,
registered with the Trade Register Office attached to Sibiu Law Court under no.
J2001000392326, fiscal code RO 14056826**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of April 14, 2025, 1:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

R E S O L U T I O N

Article 1

Approves the S.N.G.N. Romgaz S.A. Individual Income and Expenditure Budget for 2025.

The resolution was approved with 3,330,953,649 votes representing 86.42% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 2

Takes note of the Romgaz Group Consolidated Income and Expenditure Budget for 2025.

The resolution was approved with 3,330,953,649 votes representing 86.42% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 3

The Ordinary General Meeting of Shareholders approves the revocation due to non-attributable causes, in order to fulfil milestone no. 121 of Romania’s National Recovery and Resilience Plan, in accordance with the provisions of art. 36.10 of the Mandate Contract, of the following Board members:

1. Mr. Dan-Dragoş Drăgan;

The resolution was approved with 2,999,873,378 votes representing 77.83% from the total number of votes exercisable and 93.11% from the total votes validly casted.

2. Mr. Gheorghe-Silvian Sorici;

The resolution was approved with 2,999,873,378 votes representing 77.83% from the total number of votes exercisable and 93.11% from the total votes validly casted.

Article 4

The Ordinary General Meeting of Shareholders approves the election of following interim members of the Board of Directors:

1. Mr. Dumitru Chisăliță;

The resolution was approved with 2,830,955,216 votes representing 73.45% from the total number of votes exercisable and 89.11% from the total votes validly casted

2. Mr. Cornel Benchea.

The resolution was approved with 2,830,955,216 votes representing 73.45% from the total number of votes exercisable and 89.11% from the total votes validly casted.

Article 5

The Ordinary General Meeting of Shareholders approves the mandate term of interim Board of Directors members elected in accordance with article 4, for a period of 5 months, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented.

The resolution was approved with 2,830,955,216 votes representing 73.45% from the total number of votes exercisable and 89.11% from the total votes validly casted.

Article 6

The Ordinary General Meeting of Shareholders approves the establishment of the gross fixed monthly remuneration of interim Board members elected in accordance with article 4, in the amount established in line with the Resolution of S.N.G.N. Romgaz S.A. Ordinary General Meeting of Shareholders No.5 March 14, 2023.

The resolution was approved with 2,830,955,216 votes representing 73.45% from the total number of votes exercisable and 89.11% from the total votes validly casted.

Article 7

The Ordinary General Meeting of Shareholders approves the form of the Mandate Contract to be concluded with interim Board members elected in accordance with article 4, as proposed by the Ministry of Energy.

The resolution was approved with 2,830,955,216 votes representing 73.45% from the total number of votes exercisable and 89.11% from the total votes validly casted.

Article 8

The Ordinary General Meeting of Shareholders approves mandating the representative of the Ministry of Energy in the OGMS to sign, for and on behalf of the Company, the mandate contracts of the interim Board members.

The resolution was approved with 2,830,955,216 votes representing 73.45% from the total number of votes exercisable and 89.11% from the total votes validly casted.

Article 9

The Ordinary General Meeting of Shareholders approves to initiate of the selection procedure for the vacant positions of Board members, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented. The selection procedure will be carried out by the Ministry of Energy, in its capacity as public supervisory body.

The resolution was approved with 3,386,480,950 votes representing 87.86% from the total number of votes exercisable and 99.99% from the total votes validly casted.

Article 10

Authorizes the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The resolution was approved with 3,397,783,540 votes representing 88.16% from the total number of votes exercisable and 99.99% from the total votes validly casted.

Article 11

The Ordinary General Meeting of Shareholders approves to mandate the Chairman of the meeting to fulfil any and all of the formalities required for registration and for ensuring the enforceability against third parties of the resolutions taken by the Ordinary General Meeting of Shareholders. The authorised person may delegate to other persons the mandate related to fulfilling the above-mentioned formalities.

The resolution was approved with 3,387,394,950 votes representing 87.89% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on April 14, 2025, in 4 (four) copies.

**CHAIRMAN OF THE MEETING
BOTOND BALAZS**

**SECRETARY OF THE MEETING
CRĂIȚA-ANA BUCHERU**