

MINISTRY OF ENERGY
MINISTER'S OFFICE
No. 2544/BGI/27.10.2025

- Round stamp - Government of Romania -

**To: Societatea Nationala de Gaze Naturale Romgaz SA
Mr. Razvan Popescu - Chief Executive Officer**

- SNGN Romgaz SA Registration No. 44262/27.10.2025 -

Attn.: Mr. Dumitru Chisalita - Chairman of the Board of Directors

Ref.: SNGN Romgaz SA Ordinary General Meeting of Shareholders called for November 11, 2025

Considering that:

- The Convening Notice of the Ordinary General Meeting of Shareholders of November 11, 2025

Pursuant to the provisions of:

- Article 105 paragraph (3) and (5) of Law No. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented ("*Law No.24/2017*");
- Article 189 of Regulation No. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations, as subsequently amended and supplemented ("*Regulation No.5/2028*");
- Article 117¹, paragraph (1) of Companies Law No. 31/1990, republished, as subsequently amended and supplemented;
- The Company's Articles of Incorporation;
- Art. 29 of GEO No.109/2011 on corporate governance of public companies, as subsequently amended and supplemented.

The Ministry of Energy, on behalf of the Romanian State, as shareholder of 2,698,230,800 shares, representing 70.0071% of the company's share capital, requests to include new items on the agenda of the Ordinary General Meeting of Shareholders on November 11, 2025, as follows:

1. Revocation of S.N.G.N Romgaz SA Board of Directors interim members, as of the meeting date, following the selection procedure conclusion (secret vote).
2. S.N.G.N Romgaz SA Board of Directors members election, as of the meeting date (secret vote).
3. Establishing the mandate term of Board members elected at item (2), as of the meeting date and until March 16, 2027, date corresponding to the termination of the mandate of Board members appointed by OGMS Resolution No.5 of March 14, 2023.
4. Establishing the monthly fixed gross allowance of Board members appointed according to item 2, in compliance with Article 4 of OGMS Resolution No. 5 of March 14, 2023.
5. Approving the mandate contract to be concluded with the Board of Directors members, elected in compliance with item (2), as proposed by the Ministry of Energy.
6. Mandating the representative of the majority shareholder, the Ministry of Energy, in the OGMS, to sign on behalf of and for the Company, the mandate contracts of interim Board of Directors members, elected at item (2).

We attach hereto:

- The contract of mandate to be signed with members of the Board of Directors, elected in compliance with item 2 of the agenda.
- The list with information on the name, residence and professional qualification of the persons proposed as members of the Board of Directors in compliance with the provisions of Article 117¹, paragraph (2) of Company Law No.31/1990 republished, as subsequently amended and supplemented.

We also propose the following Draft Resolutions:

1. OGMS approves the revocation of S.N.G.N Romgaz SA Board of Directors interim members, as of the meeting date, following the selection procedure conclusion (secret vote).

Mr./Mrs.

Mr./Mrs.
2. OGMS approves the election of the following Board of Directors members, as of the meeting date (secret vote).
 - (i) Mr./Mrs.
 - (ii) Mr./Mrs.
3. OGMS approves the mandate term of the Board members elected at item (2), as of the meeting date and until March 16, 2027, date corresponding to the termination of the mandate of Board of Directors members appointed by OGMS Resolution No.5 of March 14, 2023.
4. OGMS approves the monthly fixed gross indemnity of Board of Directors members appointed according to item 2, in compliance with Article 4 of OGMS Resolution No. 5 of March 14, 2023.
5. OGMS approves the mandate contract to be concluded with the Board of Directors members, elected in compliance with item (2), as proposed by the Ministry of Energy.
6. OGMS approves the representative of the majority shareholder, the Ministry of Energy, in the OGMS to sign on behalf of and for the Company the mandate contracts of Board of Directors interim members, elected at item (2).

Best regards,

MINISTER OF ENERGY

Bogdan-Gruia IVAN

(indecipherable signature)

- Round stamp - GOVERNMENT OF ROMANIA - The MINISTER --