

No. 2291/January 18, 2023

To,

THE GENERAL MEETING OF SHAREHOLDERS

**REQUEST
for approval of Addendum No.1 to Contract No. VG55/2022
concluded with S Electrocentrale București SA**

Whereas:

- ✍ according to the provisions of Gas Sales Contract No. VG55/2022, concluded with Societatea Electrocentrale București SA (ELCEN) on November 29, 2022, under OGMS Resolution 11/November 28, 2022, Romgaz had the obligation to sell and ELCEN to buy the total quantity of **437,000 MWh** with delivery in Depogaz Ploiesti underground storages, out of which:
 - “239,452 MWh for heat production in cogeneration plants and in thermal plants”: and
 - “197,548 MWh for other use than for heat production in cogeneration plants and in thermal plants”;
- ✍ Provisions of GEO 27/2022¹ on the invoicing price of natural gas, as summarised below, subject to these Romgaz invoiced 437,000 MWh, as follows:
 - 239,452 MWh at capped price, according to Art. 1 para (2) letter b);
 - 197,548 MWh, in compliance with Art. 5 para (1);
- ✍ ELCEN repeated refusal to acknowledge the invoicing price of 197,548 MWh, such quantity, as mentioned by ELCEN in the request for offer that underlies conclusion of the contract, as well as in Contract No. VG55/2022, is dedicated for “*other use than for heat production in cogeneration plants and in thermal plants*”;
- ✍ ANRE Letter No. 170189/19.10.2022, sent to ELCEN at its request, mentions, among others, that:
 - „... according to ANRE point of view, with respect to heat producers, for consumption places where heat is produced, the final price of the supplier cannot exceed 0.37 RON/kWh VAT included, for the entire used gas quantity”;
 - „However, we state that, as regards construction and clarification of some legal rules, article 9 para (1) of the Civil Code provides that “the one who adopted the civil rule is also competent to make its official interpretation” and therefore for an official interpretation of legal aspects related to implementation of GEO 27/2022 provisions, it is required to address to the Ministry of Energy/the Romanian Government”;

¹ GEO 27 of 18 March 2022 on measures applicable to end users of the electricity and gas market, during April 1, 2022-March 31, 2023, as well as for amending and supplementing pieces of legislation in the energy sector, as subsequently amended and supplemented.

- ✍ Romgaz addressed to the Ministry of Energy by Letter No. 49674 of December 21, 2022, detailing the case and requesting information “*in accordance with the provisions of GEO no. 27/2022, related to the price at which Romgaz must invoice the quantities of natural gas covered by Gas Sales Contract No.55/2022 concluded between SNGN Romgaz SA and S Electrocentrale Bucuresti SA, but we haven't received any response;*
- ✍ ELCEN requests in Letter No. 472 of January 5, 2023, to reduce the quantity contracted under Contract No. VG55/2022 by 197,548 MWh, by signing in this respect an addendum to the Contract;
- ✍ ELCEN signed the “*Report related to natural gas quantities covered by the Natural Gas Sales Contract No. VG55/2022*” with objections, included in letter No. 924/10.01.2023, and took over only 239,452 MWh,

we submit for approval of the General Meeting of Shareholders, subject to Art.52 para (1) GEO No.109/2011, Addendum No.1/2023 to the Natural Gas Sales Contract No. VG55/2022, reducing the sold quantity from 437,000 MWh to 239,452 MWh.

Resolution draft:

Art.1. The Ordinary General Meeting of Shareholders approves Addendum No.1/2023 to the Natural Gas Sales Contract No. VG55/2022 concluded between SNGN Romgaz SA and Societatea Electrocentrale București SA.

**CHAIRMAN of the Board of Directors,
Dan Dragoș DRĂGAN**

**Chief Executive Officer,
Răzvan POPESCU**

**Chief Financial Officer,
Gabriela TRÂNBIȚAȘ**

**Trading Department Director,
Radu Costică MOLDOVAN**