



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: **February 26, 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: **J32/392/2001**

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

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

Significant event to be reported:

- **Request from the Ministry of Energy, on behalf of the Romanian State, to convene the Ordinary General Meeting of the Shareholders of S.N.G.N. Romgaz S.A.**

According with the provisions of A.S.F. Regulation no. 5/2018 art. 234, paragraph 1 letter b), S.N.G.N. Romgaz S.A. informs the market about the request received on February 25, 2025 from the Romanian State, as majority shareholder of the Company (owning 70.0071% of the share capital), represented by the Ministry of Energy, to promptly convene the Ordinary General Meeting of Shareholders with the following Agenda:

1. Approving the form and content of the Addendum No. ... to the Contract of Mandate to be concluded with the members of the Board of Directors of S.N.G.N. ROMGAZ S.A., proposed by the Romanian State as shareholder through the Ministry of Energy
2. Approving the mandating of the representative of the Romanian State as shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. to sign the Addendum No. ... to the Contract of Mandate with the members of the Board of Directors.
3. Authorizing the Chairperson of the Directorate to sign the Resolution of the Ordinary General Meeting of Shareholders and to carry out all and any formalities required by law to register and ensure enforceability towards third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person shall have the right to delegate to other individuals the mandate on carrying out the formalities above mentioned.

Attached: The request of the Ministry of Energy, on behalf of the Romanian State, no. 7338 from February 25, 2025

**Chief Executive Officer,
Răzvan POPESCU**

The GOVERNMENT of ROMANIA

The Ministry of Energy

No. 361/SIB/February 25, 2025

To: SOCIETATEA NAȚIONALĂ DE GAZE NATURALE ROMGAZ S.A.

Mr. Dan-Dragoș DRĂGAN, Chairperson of the Board of Directors

Attn: Mr. Răzvan POPESCU, CEO

Pursuant to the provisions of the Government Emergency Ordinance No. 4/2025 on amending and supplementing several normative acts, the Ministry of Energy, as shareholder on behalf of the Romanian State of S.N.G.N. ROMGAZ S.A., holding a number of 2,698,230,800 shares, representing 70.0071% of the Company's share capital, hereby requests, pursuant to the provisions of Article 119 of Company Law No. 31/1990, republished, as subsequently amended and supplemented, to promptly convene the Ordinary General Meeting of Shareholders with the following Agenda:

1. Approving the form and content of the Addendum No. ... to the Contract of Mandate to be concluded with the members of the Board of Directors of S.N.G.N. ROMGAZ S.A., proposed by the Romanian State as shareholder through the Ministry of Energy.
2. Approving the mandating of the representative of the Romanian State as shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. to sign the Addendum No. ... to the Contract of Mandate with the members of the Board of Directors.
3. Authorizing the Chairperson of the Directorate to sign the Resolution of the Ordinary General Meeting of Shareholders and to carry out all and any formalities required by law to register and ensure enforceability towards third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person shall have the right to delegate to other individuals the mandate on carrying out the formalities above mentioned.

We also propose the following Draft Resolution:

1. Approval of the form and content of the Addendum No. ... to the Contract of Mandate concluded with the Members of the Board of Directors of S.N.G.N. ROMGAZ S.A., proposed by the Romanian State as shareholder through the Ministry of Energy
2. Approval to mandate the representative of the Romanian State as shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. to sign the Addendum No. ... to the Contract of Mandate with the members of the Board of Directors.
3. Approval to authorize the Chairperson of the Board of Directors/ Directorate to sign the Resolution of the Ordinary General Meeting of Shareholders and to carry out all and any of the formalities required by law to register and ensure enforceability towards third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person shall have the right to delegate to other individuals the mandate on carrying out the formalities above mentioned.

Please find attached the form of the Addendum No. to the Contract of Mandate of the members of the Board of Directors.

Yours sincerely,

Sebastian Ioan BURDUJA

The Minister of Energy

ADDENDUM TO THE CONTRACT OF MANDATE NO. ____
Concluded this day of _____

Taking into consideration the provisions of:

- GEO No. 4/2025 on amending and supplementing several normative acts;
- GO No. 26/2013 on strengthening financial discipline at the level of several economic operators where the state or administrative-territorial units are unique or majority shareholders or hold directly or indirectly a majority share, as supplemented and approved by Law No. 47/2014, as subsequently amended and supplemented;
- GEO No. 109/2011 on corporate governance of public companies as subsequently amended and supplemented;
- Law No. 296/2023 on certain fiscal-budgetary measures to ensure the long-term financial sustainability of Romania, as subsequently amended and supplemented;
- The Resolution of the Ordinary General Meeting of Shareholders of the Company S.A. No. / establishing the form and content of the Addendum No. to the Contract of Mandate of the members of the Board of Directors, and mandating the representative of the Romanian State, as shareholder through the Ministry of Energy, in the Ordinary General Meeting of Shareholders to sign the Addendum No. to the Contract of Mandate with the
- members of the Board of Directors,

Pursuant to the provisions of:

- Articles 34 and 35 of the Contract of Mandate

The Parties to the Contract:

Societatea Națională de Gaze Naturale ROMGAZ S.A., a company managed in a one-tier system, having its headquarters in Mediaș, 4 Constantin I. Motaș Square, registered with the Trade Register Office attached to Sibiu Court under no. J32/392/2001, Unique Registration Code RO 14056826, account IBAN _____, opened with _____, represented by _____, appointed by the Ordinary General Meeting of Shareholders, acting as **Principal**,

and

Mr./Ms., citizen, born on, in, locality of, domiciled in, identified with IC series, no., PIN, as member of the Board of Directors (hereinafter referred to as **“Agent”**),

hereinafter referred to collectively as **“Parties”** and individually **“Party”**, *pursuant to the expressed consent*, I hereby agree to conclude the Addendum to the Contract of Mandate, as follows:

Article 1 - Chapter XIV. Termination of the Contract of Mandate

Article 36. Article 36.10 shall be inserted as follows:

“36.10 - for reasons not attributable, with the aim of fulfilling the milestones or targets set in the National Recovery and Resilience Plan of Romania.”

Article 38 a new paragraph shall be inserted to read as follows:

“In case termination of the Contract of Mandate occurs pursuant to the provisions of Article 36.10, the Agent shall be entitled to receive from the Company a compensation amounting to 6 monthly gross allowances.”

Article 2 All other provisions of the Contract of Mandate No. / remain valid and unaltered.

In witness whereof, we signed this day of, this Addendum in three original copies in the Romanian language, where two (2) copies are for the Principal and one copy for the Agent.

PRINCIPAL

Company SA

AGENT

Mr./Mrs.

By Mr./Mrs.

Authorized by Resolution No. ...

of the Ordinary Meeting of Shareholders