



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: **March 28, 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 event to be reported:

- **Request from the Ministry of Energy, on behalf of the Romanian State, as the major shareholder of S.N.G.N. Romgaz S.A., for supplementing the Agenda of the Ordinary General Meeting of Shareholders on April 14 (15), 2025**

According with the provisions of art.83¹ letter b) of Law no. 24/2017, republished, and art. 234, paragraph 1 letter b) from A.S.F. Regulation no. 5/2018, S.N.G.N. Romgaz S.A. informs the market about the request received on March 28, 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 supplement the Agenda of the Ordinary General Meeting of Shareholders convened on April 14 (15), 2025

Following the above mentioned request, S.N.G.N. Romgaz S.A. Board of Directors will analyze the aforementioned request in order to make a decision.

Attached:

The request of the Ministry of Energy, on behalf of the Romanian State, no. 12425 from March 28, 2025

**Chief Executive Officer,
Răzvan POPESCU**

MINISTRY OF ENERGY

MINISTER'S CABINET

To

S.N.G.N. Romgaz S.A.

Bucharest, district 1, 59 Grigore Alexandrescu Street, 5th floor

Mr. Dan Dragos Dragan - Chairman of the Board of Directors

Taking into account:

- The Convening Notice of the Ordinary General Meeting of Shareholders for April 14, 2025, published in the Official Gazette of Romania No. 1267, Part IV on 14 March 2025

Pursuant to the provisions of:

- Art. 117¹, para. (1) of the Companies Law No. 31/1990, republished with subsequent amendments and completions
- Art. 105 para. (3) of Law No. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions
- Article 189 of Regulation No. 5/2018 on issuers of financial instruments and market operations
- The Articles of Incorporation
- European Commission Letter No. Ares (2024) 7351246-16/10/2024

The Ministry of Energy, on behalf of the Romanian State, as shareholder of the Company, holding a number of 2,698,230,800 shares, representing 70.0071% of the Company's share capital, requests to add new items on the agenda of the meeting on April 14, 2025, as follows:

1. Revocation of Board of Directors members 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 (secret ballot).
2. Revocation of Board of Directors members due to attributable causes, in accordance with the provisions of art. 36.3 together with the provisions of art. 9, of the Mandate Contract, respectively the refusal to carry out the Resolutions of the General Meeting of Shareholders, by not signing addendum No. 2 to the Mandate Contract, until April 10, 2025 (secret ballot).
3. Election of interim members of the Board of Directors (secret ballot).
4. Approval of the mandate term of interim Board members elected in accordance with item 3, 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.
5. Establishing the gross fixed monthly remuneration of interim members of the Board of Directors elected in accordance with item 3, in the amount established in accordance with the Resolution of the Ordinary General Meeting of Shareholders no. 5 of March 14, 2023.
6. Approval of the form of the Mandate Contract to be concluded with interim members of the Board of Directors elected according to item 3, as proposed by the Ministry of Energy.
7. 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 members of the Board of Directors.
8. Approval to initiate the selection procedure for the vacant positions of Board of Directors 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.
9. Authorise 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.

We attach hereto:

- The form of the Contract of Mandate to be signed with the interim members of the Board of Directors, elected in accordance with item 3 on the agenda.
- The list with information on the name, place of residence, and professional qualifications of the persons proposed for the position of member of the Board of Directors of SNGN Romgaz SA in accordance with the provisions of Article 117¹ paragraph (2) of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, copy after their identification document and their CV's.

We propose the following Draft Resolutions for the proposed items:

1. OGMS 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:
 - (i) Mr./Ms.....
 - (ii) Mr./Ms
 - (iii) Mr./Ms
2. OGMS approves the revocation due to attributable causes, in accordance with the provisions of art. 36.3 together with the provisions of art. 9, of the Mandate Contract, respectively the refusal to carry out the Resolutions of the General Meeting of Shareholders, by not signing addendum no. 2 to the Mandate Contract until April 4, 2025, of the following Board members:
 - (i) Mr./Ms
 - (ii) Mr./Ms
3. OGMS approves the election of following interim members of the Board of Directors:
 - (i) Mr./Ms.....
 - (ii) Mr./Ms
 - (iii) Mr./Ms
4. OGMS approves the mandate term of interim Board of Directors members elected in accordance with item 3, 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.
5. OGMS approves the establishment of the gross fixed monthly remuneration of interim Board members elected in accordance with item 3, in the amount established in line with the Resolution of SNGN Romgaz SA Ordinary General Meeting of Shareholders No.5 March 14, 2023.
6. OGMS approves the form of the Mandate Contract to be concluded with interim Board members elected in accordance with item 3, as proposed by the Ministry of Energy.
7. OGMS 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.
8. OGMS 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.
9. OGMS 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.

Respectfully yours,

MINISTER OF ENERGY

Sebastian Ioan BURDUJA