

To: S.N.G.N ROMGAZ S.A Ordinary General Meeting of Shareholders

**Endorsed:**  
**Chairman of the Board**  
**Dan Dragoș Drăgan**

### **REQUEST FOR APPROVAL**

**regarding the procurement of legal assistance, consultancy and/or representation services  
for SNGN Romgaz S.A. required for the acquisition of a package of shares/assets/business transfer  
from a company operating in renewable energy field**

#### **1. Provisions of GEO no. 26 of June 6, 2012 (on measures for reducing public expenses and strengthening financial discipline, and for amending and supplementing some pieces of legislation)**

##### Considering:

Provisions of GEO no. 26 of June 6, 2012 on measures for reducing public expenses and strengthening financial discipline and for amending and supplementing some pieces of legislation:

##### Article I

(1) Central and local authorities and public institutions of the central and local public government, irrespective of how they are financed and subordinated, national companies and commercial companies fully state owned or having the state as major shareholder, and autonomous regies having on their payroll legal advisors are not allowed to procure legal consultancy, assistance and/or representation services.

(2) In duly justified situations when legal consultancy, assistance and/or representation activities, required by public authorities and institutions mentioned at paragraph (1) cannot be provided by legal advisers employed by said entities, such services may be purchased in compliance with the law, only with the approval of:

a). the main credit authorizing entity for public authorities and institutions of the central public administration;

(3) In duly justified situations, when legal consultancy, assistance and/or representation services required by national companies, trade companies, and autonomous regies mentioned at paragraph (1) cannot be provided by legal advisers employed by said entities, such services can be procured in accordance with the law only upon approval and mandate of state's or territorial-administrative units' representatives in their management bodies:

a). the main credit release coordinating authority, in case of companies fully state owned or having the state as major shareholder;”

**2. Procurement of external legal consultancy, assistance and/or representation services for SNGN Romgaz S.A. required for the acquisition of a package of shares/assets/business transfer from a company operating in the field of renewable energy in order to diversify the existing portfolio.**

By 2021-2030 Strategy, Romgaz has undertaken, among other things, to increase its market share and diversify its portfolio. The context of SNGN ROMGAZ S.A. initiative is based on the following aspects:

- Romgaz 2021-2030 Strategy approved in the OGMS by Resolution no. 10/04.11.2021, which sets a target for energy production from renewable sources, namely 180 MW by 2030;
- The company's commitment to achieving the Decarbonization Policy's objectives;
- Timely investments in new renewable energy production capacities.

We hereby submit to the Ordinary General Meeting of Shareholders, for review and approval, the necessity to procure legal services for the acquisition of a package of shares/assets/ in case of a business transfer from a company operating in the renewable energy field and to diversify the existing portfolio,

In the above-mentioned context and without any limitation, targeted legal services are required for the performance of required and useful formalities in connection with:

- to provide assistance to SNGN Romgaz SA throughout the entire process;
- performing a legal due-diligence assessment for the target company operating in the renewable energy field, performing a legal assessment of the company, providing assistance for SNGN Romgaz S.A. relating to a final decision about the selected target company, and assistance for negotiation and completing the transaction;
- to assist SNGN Romgaz S.A. in every proceeding regarding the completion of the transaction until the completion of the entire process.
- Completion of process shall mean the fulfillment of SNGN Romgaz S.A. obligations that may be provided in the sale contract after the title transfer on the shares/assets, as well as those related to a business transfer;
- to assist, advise and represent SNGN Romgaz S.A. in every proceeding regarding the completion of transaction so that the project can become operational;
- to assist, advise and represent SNGN Romgaz S.A. in case of any litigation regarding the project;

Considering the complexity of the operations regarding the acquisition of a package of shares/assets/business transfer and of useful and required formalities thereto, the legal assistance, consultancy and representation services shall also cover specific aspects of foreign legislation applicable to each case (if the case may be), as well as specific aspects of Romanian legislation, as a consequence of the need to enforce the rights and obligations of ROMGAZ.

Note: In case the GMS approves the procurement of these legal services, for the selection of legal consultancy providers the basic principles of sector specific procurement will be considered and observed, namely:

- a) non-discrimination;
- b) equal treatment;
- c) mutual recognition;
- d) transparency;
- e) proportionality;
- f) accountability.

In order to provide legal consultancy, assistance and/or external representation services to S.N.G.N. ROMGAZ S.A. mentioned herein, one or more contracts may be concluded with law firms, including law firms in association. As such, considering the necessity and useful nature of procuring such legal consultancy, assistance and/or representation services for SNGN Romgaz S.A., we hereby submit this request for your approval.

Draft Resolution:

„In consideration of the request for Approval no. 12207/27.03.2025 SNGN Romgaz SA Ordinary General Meeting of Shareholders approves the procurement of legal assistance, consultancy and/or representation services for SNGN Romgaz S.A. in connection with the acquisitions of a share/asset package/business transfer from a company operating in the renewable energy field.

Chief Executive Officer

SNGN ROMGAZ SA,

Răzvan POPESCU

Deputy Chief Executive Officer

Aristotel Marius JUDE

Director of Investments

Daniel Cornea

Head of Legal Department,

Monica STAFIE