

To: SNGN Romgaz S.A. Ordinary General Meeting of Shareholders

Endorsed:
Chairman of the Board
Dan Dragoş DRĂGAN

REQUEST FOR APPROVAL

regarding the procurement of external legal consultancy, assistance and/or representation services for SNGN Romgaz S.A. required for the acquisition of assets contributing to AZOMUREŞ production activity

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:

Art. 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 procured 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 compliance 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;"

2.2 Procurement of external legal consultancy, assistance and/or representation services for SNGN Romgaz S.A. required for the acquisition of assets contributing to AZOMUREŞ production activity

We hereby submit to the Ordinary General Meeting of Shareholders for review and approval the necessity to procure legal services for the acquisition of assets contributing to AZOMUREŞ production activity.

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:

- assisting SNGN Romgaz S.A. throughout the entire process;
- performing a legal due-diligence assessment for the targeted assets, 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 in negotiation and completion of the transaction;
- assisting 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 included in the sale contract following the title transfer on assets;
- assisting, advising and representing SNGN Romgaz S.A. in every proceeding regarding the completion of transaction so that the project can become operational;
- assisting, advising and representing SNGN Romgaz S.A. in case of any litigation in connection with the project.

Considering the complexity of operations regarding the acquisition of assets and of useful and required formalities relating thereto, legal assistance, consultancy and representation services shall also cover specific legislation applicable to requirements for SNGN Romgaz SA to fulfill specific rights and obligations.

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. 12208/27.03.2025 SNGN Romgaz SA Ordinary General Meeting of Shareholders approves the procurement of external legal consultancy, assistance and/or representation services for SNGN Romgaz S.A. in connection with the acquisitions of assets contributing to AZOMURES production activity.

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