

No. 12328/27.03.2025

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

Endorsed:
Chairman of the Board
Dan Dragoş DRĂGAN

Răzvan POPESCU
CEO

Deputy CEO
Aristotel JUDE

CFO
Gabriela TRÂNBÎŢAŞ

REQUEST FOR APPROVAL

regarding the procurement of external legal consultancy, assistance and/or representation services for SNGN Romgaz S.A. required to access financing sources in form of bond issuance

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.

[...]

(3) In duly justified situations, when legal consultancy, assistance and/or representation services required by national companies, trade companies, and autonomous regions 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;"

ROMGAZ is one of the largest natural gas companies in South Eastern Europe, with a strong financial profile, supported by a favorable rating (Investment Grade Rating) granted by Fitch Ratings that reflects the company's financial stability and its capability to efficiently manage financial obligations.

ROMGAZ intends to access capital markets to fund its development, balancing business development with financial responsibility, thereby securing confidence of investors and business partners.

In 2022, SNGN Romgaz SA (Romgaz) acquired ExxonMobil Exploration and Production Romania Limited (current name: Romgaz Black Sea Limited) which owns 50% of rights and obligations provided in the Petroleum Agreement for Deep Water Zone of Neptun XIX offshore block in the Black Sea.

Development of Neptun Deep block requires significant funding, which Romgaz will secure from own sources and from attracted sources.

On September 20, 2024, Commission de Surveillance du Secteur Financier Luxembourg approved the base prospect for Romgaz EMTN Program in amount of EUR 1,500,000,000.

In 2024, the company issued the first tranche of corporate bonds in amount of EUR 500 million. Bonds listed on Luxembourg Stock Exchange at the beginning of October 2024 represented the first tranche of 5-year international bonds listing under Romgaz EMTN Program allowing the company to issue bonds up to EUR 1,500,000,000.

In terms of bond issuance, the procedure implies the establishment of a listing consortium, which includes lawyers specialized in this type of transactions. The company's department dealing with legal matters does not have the required experience to contract and to implement such operations.

2. To obtain funding in form of bond issuance - the following two tranches in compliance with Romgaz EMTN Program - legal services are required for, but not limited to, the following formalities:

- assistance in drawing up/updating the EMTN issuance prospect in compliance with the capital market legislation on which the bonds will be issued according to the Program;
- assistance with formalities in relation with the following two tranches of bonds under the company's EMTN Program and representation in front of authorities involved in listing bonds on relevant capital markets;
- performing and executing any agreement required to contract services provided by the investment bank(s) to comply with the obligations provided in the contract, and assistance in settling any events that may occur during performance of contracts either by means of amiable settlement or by enforcing settlement rules provided in the contract;
- conducting necessary analyses for adopting any corporate decisions required to approve the updated bonds program under the existing EMTN Program in due time compliant with customary periods applicable to such transactions;
- participation within the bond issuance consortium, together with the investment bank (s), the financial

auditor etc.

- legal representation before legally competent bodies, in the event of some possible disputes between SNGN Romgaz SA and the investment bank(s) or other interested parties in the bond issuance process;
- interpreting the Romanian or English law within the above context;
- assistance in presenting the financing terms to any rating agency, as well as taking the necessary steps to obtain a credit rating/contracting a consultant for obtaining a rating credit.

Note:

In case the OGMS 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. 12328/27.03.2025 SNGN Romgaz SA Ordinary General Meeting of Shareholders approves the procurement of legal assistance, consultancy and/or representation services for SNGN Romgaz S.A. to access funding in form of bond issuance, the following two tranches according to Romgaz EMTN Program”.

Head of Legal Office
Monica STAFIE