



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: April 2, 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:

- **Supplemented Agenda for the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. convened on April 14 (15), 2025, 1:00 PM (Romania time)**

Considering the request made by the Romanian State, as shareholder of S.N.G.N. Romgaz S.A. (owning 70.0071% of the share capital), represented by the Ministry of Energy, the Board of Directors convened in meeting on April 1, 2025 approved the supplement of the agenda of the Ordinary General Meeting of Shareholders on April 14 (15), 2025 (OGMS) by adding nine (9) new items.

The supporting documents for the new items on the agenda may be reviewed at ROMGAZ Correspondence Entry, as well as on the Company's website www.romgaz.ro, Investors Section - General Meeting of Shareholders.

The Supplement to the Convening Notice of the OGMS is to be published in the Official Gazette of Romania Part IV and in at least one widely-spread Romanian newspaper.

Attached: *Supplement to the Convening Notice of the OGMS on April 14 (15), 2025*

**Chief Executive Officer,
Răzvan POPESCU**

**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on April 14, 2025**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A., with the registered office in Medias, 4 Constantin Motas Square, Sibiu county, registered with the Trade Register Office of Sibiu Law Court under number J32/392/2001, fiscal registration number RO 14056826, considering the request to supplement the agenda of the Ordinary General Meeting of Shareholders (OGMS) on April 14, 2025, made by the shareholder the Romanian State, represented by the Ministry of Energy, by letter no. 543/26.03.2025, registered at S.N.G.N. ROMGAZ S.A. under no. 12425 from March 28, 2025, the provisions of article 105, paragraph (3) of Law no. 24/2017 on issuers of financial instruments and market operations and the provisions of art. 117¹ of Company Law no. 31/1990, the agenda of the Ordinary General Meeting of Shareholders on April 14, 2025, initially published in the Official Gazette - Part IV, no. 1267 of March 14, 2025, in "Jurnalul National" daily newspaper no. 1861 of March 14, 2025, and the Company's website (www.romgaz.ro), as of March 14, 2025, will be supplemented 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. 3 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. Authorize 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 authorized person may delegate to other persons the mandate related to fulfilling the above-mentioned formalities.

Therefore, the agenda of the Ordinary General Meeting of Shareholders on April 14, 2025, 1:00 pm (Romania time) that will take place at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, where only shareholders that are registered on April 4, 2025, („Reference Date”) in the Company Shareholder Registry, kept and issued by the Depozitul Central S.A, may attend and cast their vote, shall be the following:

AGENDA

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| Item 1 | Approve the S.N.G.N. Romgaz S.A. Individual Income and Expenditure Budget for 2025. |
| Item 2 | Presentation the Romgaz Group Consolidated Income and Expenditure Budget for 2025. |
| Item 3 | 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). |
| Item 4 | 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. 3 to the Mandate Contract, until April 10, 2025 (secret ballot). |
| Item 5 | Election of interim members of the Board of Directors (secret ballot). |
| Item 6 | 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. |
| Item 7 | 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. |
| Item 8 | 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. |
| Item 9 | 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. |

- Item 10** 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.
- Item 11** Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.
- Item 12** Authorize 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 authorized person may delegate to other persons the mandate related to fulfilling the above-mentioned formalities.

The initial list comprising the candidate proposals for electing the interim members of S.N.G.N. „ROMGAZ” - S.A. Board of Directors, pursuant to item 5 on the updated agenda, shall be available for the shareholders at **Romgaz Registry Desk** and shall be published on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>), as of **April 3, 2025**. The initial list comprising candidate proposals for electing the interim members of Board of Directors can be supplemented with candidate proposals, by shareholders, until **April 9, 2025, 3:30 pm**.

The candidate proposals for electing interim members of S.N.G.N. „ROMGAZ” - S.A. Board of Directors, pursuant to item 5 on the agenda, can be made in writing by shareholders and cumulatively in compliance with the following conditions:

- a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the proposal is filed by one shareholder acting as natural person or the name, registered office address, the shareholder registration number and the name of the institution/public authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal person;
- b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the proposal on behalf of the shareholder;
- c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative, natural persons, or name, registration number of the shareholder and the name of the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative legal persons, who files the proposal on behalf and on account of the shareholder;
- d) to be accompanied by the account statement proving the shareholder capacity and the number of shares owned;
- e) to indicate for each candidate the first and last name, residence and professional experience.
- f) to be accompanied by the candidate’s CV in Romanian or English;
- g) to provide, for each of the proposed candidates, a letter of consent for processing personal data in accordance with the consent letter form published on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>);
- h) to send it in Romanian or English at Romgaz Registry Desk by any type of courier service with receipt confirmation, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **April 9, 2025, 3:30 pm** (Romania time). Both means of transmission shall be clearly marked with capital letters “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 14, 2025”.

As of **April 9, 2025, 4:00 pm**, the Final list comprising the candidate proposals for electing the interim members of SNGN „ROMGAZ” - S.A. Board of Directors, pursuant to item 5 on the updated agenda, shall be available for the shareholders at **Romgaz Registry Desk** and shall be published on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>), together with the candidates C.V.

To ensure the confidentiality of the vote for electing the interim Board members of S.N.G.N. „ROMGAZ” - S.A., pursuant to item 5 on the updated agenda, the vote will be casted by each shareholder/shareholder representative by distinct voting ballots and, as the case may be, based on special power of attorney or by a general power of attorney.

The voting ballot for electing the interim Board members, pursuant to item 5 on the updated agenda, shall be available in Romanian and English, as of **April 9, 2025, 4:00 pm**, at ROMGAZ Registry Desk and/or on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>).

The special power of attorney for electing the interim Board members, pursuant to item 5 on the updated agenda, shall be available in Romanian and English, as of **April 9, 2025, 4:00 pm**, at ROMGAZ Registry Desk and/or on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>) and shall be filled in in three copies: one for the shareholder, one for the representative and one for the Company.

The voting ballots that shall be used for exercising the voting rights related to the other items on the updated agenda, shall be available in Romanian and English, as of **April 3, 2025**, at ROMGAZ Registry Desk and/or on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>).

The special power of attorney for exercising the voting rights regarding all other items on the updated agenda, shall be available in Romanian and English, as of **April 3, 2025**, at ROMGAZ Registry Desk and/or on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>).

The general power of attorney will be awarded by the shareholder acting as client, only to an agent as it is defined under Art. 2, Par. 1, item 20 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

In case the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it provides an affidavit, signed by the credit institution’s legal representative, stating:

- a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
- b) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS.

The voting ballots shall be sent as original copies , in Romanian or English, to ROMGAZ Registry Desk, by any type of courier service, with receipt confirmation, or by e-mail at secretariat.aga@romgaz.ro, having attached an qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, by **April 12, 2025, 11:00 am** (Romania time), clearly marked with capital letters “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 14, 2025”.

The special powers of attorney, the general powers of attorney and the affidavits of the institutions providing custodial services for one or more shareholders, shall be transmitted/submitted in original copies, in Romanian or English, by the shareholder or, as the case may be, the credit institution, at ROMGAZ Registry Desk, by any type of courier, with receipt confirmation, no later than **April 12, 2025, 11:00 am** (Romania time), in enclosed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 14, 2025".

ROMGAZ Registry Desk is open every working day, as well as on Saturday, April 12, 2025, between 7:30 am - 11:30 am (Romania time).

The voting ballots/ special or general powers of attorney that are not received at ROMGAZ Registry Desk or by e-mail until **April 12, 2025, 11:00 am** (Romania Time) shall not be counted for establishing the existence / non-existence of the majority of validly cast votes in the OGMS.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DAN DRAGOS DRAGAN**