

MINISTRY OF ENERGY

MINISTER'S OFFICE

-- square stamp - No. 18145 / day 07.11.2023

-- round stamp - Government of Romania -

-- oval stamp: S.N.G.N. ROMGAZ S.A.MEDIAS, November 8, 2023, ENTRY/EXIT No. 43652 --

To: Societatea Nationala de Gaze Naturale ROMGAZ S.A.
Mr. Dan Dragos Dragan - Chairman of the Board of Directors

Ref.: the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale ROMGAZ S.A. convened on November 27 (28) 2023

Subject: supplement to the agenda of the General Meeting of Shareholders of SNGN Romgaz SA on November 27/28, 2023

Whereas:

The convening notice for Societatea Nationala de Gaze Naturale ROMGAZ S.A. Ordinary General Meeting of Shareholders on November 27 (28) 2023

Subject to:

- Art. 1171 para (1) of Company Law No.31/1990 republished as subsequently amended and supplemented
- Art. 105 para (3) of Law No.24/2017 on issuers of financial instruments and market operations
- Art. 188 para (1) d) and Art. 189 of A.S.F. (Financial Supervisory Authority) Regulation No. 5/2018 on issuers of financial instruments and market operations
- Art. 34 and Art. 36 of GD No. 722/2016 on approving Enforcement Guidelines for establishing selection criteria, preparing the short list up to 5 candidates for each position, their ranking, the procedure for final appointment, as well as other measures necessary for implementing the provisions of Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises of September 28, 2016.

The Ministry of Energy, on behalf of the Romanian State, as shareholder holding 269,823,080 shares, representing 70.0071% of the share capital of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. (SNGN ROMGAZ S.A.), considering the convening of the Ordinary General Meeting of Shareholders on November 27/28, 2023, pursuant to the provisions of Article 117¹ of Companies Law 31/1990 as subsequently amended and supplemented, of Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented, requests to add new items on the agenda of the Ordinary General Meeting of Shareholders, as follows:

- 1) Approval of some corrections to financial and non-financial performance indicators resulted from SNGN Romgaz SA Governing Plan
- 2) Approve the template and the content of an addendum to be concluded to the contracts of mandate of board members, between SNGN Romgaz SA and members of the Board of Directors
- 3) Authorize the representative of the Ministry of Energy to sign the Addenda to the contracts of mandate with members of the Board of Directors.

I. Related to item 1) Approval of some corrections to financial and non-financial performance indicators resulted from SNGN Romgaz SA Governing Plan

By Resolution No.12/September 11, 2023 of Societatea Nationala de Gaze Naturale Romgaz SA Ordinary General Meeting of Shareholders (Article 1) the financial and non-financial performance indicators resulting from SNGN ROMGAZ SA Governing Plan were approved (as presented in the Request No.30318/August 4, 2023, together with the erratum to the request).

Following approval by the Ordinary General Meeting of Shareholders, related to the financial and non-financial performance indicators resulted from SNGN ROMGAZ SA Governing Plan, the following errors were identified that require corrections (without changing the target of indicators) - the sections correspond to those included in Request No. 30318/August 4, 2023:

1. Chapter III.1. - FINANCIAL INDICATORS

- Point 3.:

instead of:

$$I_{(CE/VE)_n} = \frac{\frac{CE_n \times 1.000}{VE_n}}{\frac{CE_{BVCn} \times 1.000}{VE_{BVCn}}}$$

it shall read:

$$I_{(CE/VE)_n} = \frac{\frac{CE_{BVCn} \times 1.000}{VE_{BVCn}}}{\frac{CE_n \times 1.000}{VE_n}}$$

2. Chapter III.1. - NON-FINANCIAL INDICATORS

- Point 3.:

instead of: [thousand cubic meters]

it shall read: [MWh]

- Point 14.:

Instead of:

$$NANI_n = \frac{NOLTA_{Rn} \times 100}{NOLNI_{Rn}}$$

it shall read:

$$NANI_n = \frac{NOLNI_{Rn} \times 100}{NOLTA_{Rn}}$$

and

instead of:

$NOLNI_{Rn}$ - number of working hours per full-time employee achieved in year “n”

it shall read:

$NOLNI_{Rn}$ - number of working hours for full-time employees achieved in year “n”

3. Chapter III.2., second table - non-executive board members

- Share of indicator “9. Natural gas production decline”

instead of: 4%

it shall read: 2%

Therefore, it necessary to correct the errors identified in Request No.30318/August 4, 2023 on the proposal to approve financial and non-financial performance indicators, resulted from SNGN ROMGAZ SA Governing Plan (together with the erratum thereto).

II. Related to item 2) Approve the template and content of an addendum to be concluded, to the contracts of mandate of board members, between SNGN Romgaz SA and members of the Board of Directors

The errors from Request No.30318/August 4, 2023 on the proposal to approve financial and non-financial performance indicators, resulted from SNGN ROMGAZ SA Governing Plan were taken over in Annex 1 of the Addendum to the contracts of mandate of board members, as approved by Resolution No.12/September 11, 2023 by the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. (Article 3), based on the Request No.30324/August 4, 2023 on the proposal to approve the addendum to the contract of mandate concluded with members of the Board of Directors of SNGN ROMGAZ SA.

After the approval by the Ordinary General Meeting of Shareholders, following errors were identified in Annex 1 of the Addendum to the contracts of mandate of board members (approved by Resolution No.12/September 11, 2023 of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Ordinary General Meeting of Shareholders, such errors require corrections (without changing the targets of indicators) - the structure corresponds to the structure of the addendum approved by the Ordinary General Meeting of Shareholders by Resolution No.12/September 11, 2023:

1. Chapter I. - FINANCIAL AND NON-FINANCIAL PERFORMANCE INDICATORS

- Point 3.:

instead of:

$$I_{(CE/VE)_n} = \frac{\frac{CE_n \times 1.000}{VE_n}}{\frac{CE_{BVCn} \times 1.000}{VE_{BVCn}}}$$

it shall read:

$$I_{(CE/VE)_n} = \frac{\frac{CE_{BVCn} \times 1.000}{VE_{BVCn}}}{\frac{CE_n \times 1.000}{VE_n}}$$

- Point 11.:

instead of: [thousand cubic meters]

it shall read: [MWh]

2. Chapter II. - SHARE OF FINANCIAL AND NON-FINANCIAL INDICATORS

- Share of indicator "9. Natural Gas Production decline"

instead of: 4%

it shall read: 2%

As such, it is required to correct the errors identified in Annex 1 to the Addendum to the Contracts of Mandate between the company and the Board members, approved by ROMGAZ OGMS Resolution no. 12 dated September 11, 2023.

Resolution draft:

Article 1.

Approval of correction of errors in connection with financial and non-financial performance indicators resulting from SNGN ROMGAZ SA Governance Plan as presented in the Letter from the Ministry of Energy no.18145 /07.11.2023.

Article 2.

Approval of Addendum to the Contracts of Mandate between the company and the Board members with the scope of correcting the errors identified in Annex 1 to the Addendum to the Contracts of Mandate approved by ROMGAZ OGMS resolution no. 12 of September 11, 2023, having the form and content in accordance with the attachment to the Letter of the Ministry of Energy no. 18145 /07.11.2023.

Article 3.

Authorization of the Ministry of Energy representative to sign the Addenda to the Contracts of Mandate concluded with the Board member, in accordance with the draft presented as attachment to the Letter of the Ministry of Energy no. 18145 /07.11.2023.

**Minister of Energy
Sebastian – Ioan BURDUJA**

Round stamp of the Ministry
Hand written signature

Annex to Letter no. from the Ministry of Energy
ADDENDUM No. ...
to Contract of Mandate No. dated

I. Preamble

Taking the following into consideration:

- Government Decision No. 575/June 14, 2001 on establishing Societatea Națională de Gaze Naturale „ROMGAZ” - S.A. Mediaș;
- Provisions of Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises (“GEO No. 109/2011”) approved as amended and supplemented by Law No. 111/2016 in force on the conclusion date of the contracts of mandate;
- Provisions of Law No. 31/1990 on companies, republished, as amended and supplemented (“Law No. 31/1990”);
- Provisions of Law No. 297/2004 on capital market as amended and supplemented (“Law No. 297/2004”);
- Government Decision No. 722/2016 for the approval of the Enforcement Rules for Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises (“GD No. 722/2016”);
- Articles of Incorporation of Societatea Națională de Gaze Naturale „ROMGAZ” - S.A. Mediaș - updated version;
- Provisions of Art. 1913 - 1919, of Art. 1924, and of Art. 2009 and following, of the Civil Code;
- Resolution No. 5 of Ordinary General Meeting of Shareholders dated March 14, 2023 on the approval of the contract between the company and Board members;
- Resolution No. 12 of the Ordinary General Meeting of Shareholders dated September 11, 2023 on the approval of financial and non-financial performance indicators resulting from the Governance Plan, of the variable component of remuneration for Board members, and of an Addendum to the Contract of Mandate between the company and Board Members;
- Resolution No. ... of the Ordinary General Meeting of Shareholders dated on the approval of the Addendum to the Contract of Mandate between the company and Board members,

the parties agree to conclude this Addendum to the Contract of Mandate no. dated, hereinafter referred to as the „*Addendum*”.

II. Contracting Parties

Art.1. Societatea Națională de Gaze Naturale „ROMGAZ” - S.A., company managed under an one-tier system, having its registered office in Mediaș, 4 Constantin I. Motas Square, Sibiu county, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, IBAN RO08RNCB0231019525330001 opened with BCR Mediaș, represented by acting as **Principal** (“Company”) and

....., born on, in, domiciled in district/county, identified with ID series, no., personal identification number, acting as Member of the Board of Directors or **Agent** („Board Member/Agent”).

III. Scope of Addendum

Art.2. Financial and non-financial performance indicators provided in Annex 1 to Addendum no. 1 to the Contract of Mandate (Addendum approved by OGMS Resolution no. 12 of September 2023) shall be amended as follows:

Chapter I. - Financial and Non-Financial Performance Indicators

- Point 3:
instead of:

$$I_{(CE/VE)_n} = \frac{\frac{CE_n \times 1.000}{VE_n}}{\frac{CE_{BVCn} \times 1.000}{VE_{BVCn}}}$$

it shall read:

$$I_{(CE/VE)_n} = \frac{\frac{CE_{BVCn} \times 1.000}{VE_{BVCn}}}{\frac{CE_n \times 1.000}{VE_n}}$$

- Point 11.:

instead of: [thousand cubic meters]

it shall read: [MWh]

Chapter II. - SHARE OF FINANCIAL AND NON-FINANCIAL INDICATORS

- Share of indicator "9. Natural Gas Production decline"
instead of: 4%
it shall read: 2%

IV. Final Provisions

Art.3. The other provisions of the Contract of Mandate remain unchanged.

This Addendum was concluded today, in 3 (three) original copies, out of which 2 (two) copies for the Principal and 1 (one) copy for the Board Member.

SNGN "ROMGAZ" SA

Through:

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authorized by OGMS Resolution no. of

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Board Member

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