

To: The General Meeting of Shareholders of S.N.G.N Romgaz S.A.
Re.: Report on the approval of the 2023 Gross Dividend per Share, Payment Date and Dividend Payment Methods

ENDORSED
CHAIRMAN OF THE BOARD OF
DIRECTORS
Dan Dragoş DRĂGAN

REPORT ON THE APPROVAL OF THE 2023 GROSS DIVIDEND PER SHARE, PAYMENT DATE AND DIVIDEND PAYMENT METHODS

Applicable Legislation

☒ Company Law No. 31 of November 16, 1990, republished, as subsequently amended and supplemented:

- ✓ The General Meeting of Shareholders (GMS) shall be required to „consider, approve or modify the annual financial statements based on the reports presented by the Board of Directors [...] and determine the dividend” - Article 111, par.(2), item a);
- ✓ “Dividends shall be distributed to associates pro rata to their participating interest in the paid-up share capital on a quarterly basis, optionally, based on interim financial statements and on a yearly basis after the adjustment by the annual financial statements, except as otherwise provided in the articles of incorporation. These may be optionally paid on a quarterly basis within the term set by the general meeting of associates or, as the case may be, by special laws, the adjustment of differences resulted from distribution of dividends during the year shall be made by the annual financial statements. Payment of differences resulting from adjustment shall be made within 60 days of the date of approval of the annual financial statements of the financial year ended”- Article 67 par. (2).

☒ Law No. 24 of March 21, 2017 on issuers of financial instruments and market operations:

- ✓ „...the date for identifying the shareholders who shall benefit from dividends or other rights and who are affected by the resolution of the general meeting of shareholders shall be established by the latter. Such date shall be at least 10 business days subsequent to the date of the general meeting of shareholders” - Article 87, par. (1);

- ✓ „Once the dividends are determined, the general meeting of shareholders shall also set the payment date of dividends to shareholders. Such payment date shall not exceed 6 months from the date of the general meeting of shareholders determining the dividends”- Article 87, par. (2);
- ✗ Government Ordinance No. 64 of August 30, 2001 on distribution of profit in state-owned companies or companies where the state is sole or majority owner, as well as in autonomous régies, as subsequently amended and supplemented :
 - ✓ „... national companies and companies where the state or an administrative-territorial unit is sole, majority or controlling shareholder shall be required to transfer the dividends due to shareholders within 60 days from the legally provided term for filing annual financial statements” - Article 1, par. (3)
- ✗ FSA Regulation No. 5 of May 10, 2018 on issuers of financial instruments and market operations:
 - ✓ „in case of dividends, the general meeting of shareholders shall set as payment date a business day no later than 15 business days from the record date but not later than 6 months from the date of the general meeting of shareholders for determining the dividends”- Article 178, par. (2);
- ✗ Order of the Ministry of Public Finance No. 5394/2023 on the main aspects concerning the preparation and submission of annual financial statements and annual accounting reports of economic operators to the local offices of the Ministry of Public Finance (MPF) and for regulating certain accounting issues;
 - ✓ ”The deadlines for the submission of the annual financial statements to the teritorial units of the Ministry of Public Finance are as follows:
 - a) For companies, national enterprises/corporations, autonomous regies, national research and development institutes, 150 days after the end of the financial year” - Article 3.1, par. (1).

Dividend per share

Option I - according to G.O. No. 64/2001 in force as of the date of the report

In consideration of the following elements:

- ✓ dividends due to the shareholders according to the 2023 profit distribution proposal amount to RON 1,309,279,892.80;
- ✓ dividends due to the shareholders from retained earnings distribution proposal amount to RON 63,209,273.60;
- ✓ dividends are distributed to shareholders pro rata to their equity interest to the share capital;
- ✓ the company`s share capital at the proposed record date, namely July 5, 2024, is RON 3,854,224,000, split into 3,854,224,000 ordinary, nominative, nominal, indivisible shares each having a nominal value of RON 1,

therefore the value of the gross dividend is **RON 0.3561/share**, out of which **RON 0.3397/share** relates to the 2023 profit and **RON 0.0164/share** to retained earnings.

Option II - recommended by administrative and executive management

Considering the high level of investments committed by SNGN Romgaz SA in the 2024 budget approved through Ordinary General Meeting of Shareholders' decision no. 2/March 1, 2024 of RON 4.7 billion (of which RON 3.3 billion for offshore activity), to secure a sustainable development of the Company and a financially sound gearing ratio, administrative and executive management propose profit distribution rate to be 20%. A higher payout ratio would generate an increase of the Company's gearing ratio and, consequently, higher borrowing costs that would lead to lower future profits and lower cash reserves needed to fund future investments.

In consideration of the following elements:

- ✓ dividends due to the shareholders according to the 2023 profit distribution proposal amount to RON 523,789,041.60;
- ✓ dividends due to the shareholders from retained earnings distribution proposal amount to RON 25,437,878.40;
- ✓ dividends are distributed to shareholders pro rata to their equity interest to the share capital;
- ✓ the company's share capital at the proposed record date, namely July 5, 2024, is RON 3,854,224,000, split into 3,854,224,000 ordinary, nominative, nominal, indivisible shares each having a nominal value of RON 1,

therefore the value of the gross dividend is **RON 0.1425 /share**, out of which **RON 0.1359/share** relates to the 2023 profit and **RON 0.0066/share** to retained earnings.

Dividend Payment Date

1) Law No. 24/2017 and FSA Regulation No. 5/2018

- the payment date shall not exceed 6 months from the date of the General Meeting of Shareholders for determining the dividends, namely *October 25, 2024*.

2) Government Ordinance No. 64/2001

- the payment date shall not exceed 60 days from the legally set term for filing the annual financial statements. Given that the time limit for filing the annual financial statements of the company is 150 days from financial year-end, the resulting payment date is *July 28, 2024*.

3) FSA Regulation No. 5/2018 - Article 178, par. (2)

- the dividend payment date set by the General Meeting of Shareholders shall be a business day no later than 15 days from the record date but not later than 6 months from the date of the general meeting of shareholders for determining the dividends, that is not later than *October 25, 2024*.

By corroborating the provisions of the applicable regulations above mentioned, the payment date shall not be later than **July 28, 2024**.

The date of **July 26, 2024** is therefore proposed as payment date.

This date was set taking into account the significant value of the dividends proposed and the interest that could be earned by the Company by placing cash in bank deposits until payment date.

According to the FSA Regulation No. 5/2018 - Article 178, par. (2), as July 26, 2024 is the payment date, the resulting record date shall be July 05, 2024 as the date for identifying the shareholders who shall benefit from dividends.

Dividend payment is subject to the general provisions of limitations, with a period of prescription of three (3) years as of July 26, 2024.

Payment methods

The dividends shall be paid in RON only to the shareholders registered in the Shareholders' Register (held by SC „Depozitarul Central” SA - Central Depository) on the Record Date set by the General Meeting of Shareholders.

The net value of dividends shall be calculated as follows:

- 1) the gross value of the dividends due to each shareholder shall be calculated by multiplying the number of shares held on the Record Date by the value of the gross dividend per share, rounding up or down to two decimal places;
- 2) the tax on dividends shall be calculated by applying the relevant tax level to the gross value of dividends calculated as per point 1), and the amount shall be rounded according to the legal provisions;
- 3) the net value of the dividends is the difference between the gross value of the dividends and the relating tax on dividends.

The payment of dividends shall be made in compliance with the law.

The shareholders shall be informed of the payment details prior to payment start.

In view of all of the above, we submit for approval to the General Meeting of Shareholders the following:

Option I

- 1) Gross dividend per share amounting to RON 0.3561, of which RON 0.3397/share relates to the 2023 and RON 0.0164/share to retained earnings.
- 2) Payment of dividends due to shareholders on July 26, 2024.

Option II

- 1) Gross dividend per share amounting to RON 0.1425, of which RON 0.1359/share relates to the 2023 and RON 0.0066/share to retained earnings.
- 2) Payment of dividends due to shareholders on July 26, 2024.

CHIEF EXECUTIVE OFFICER
Răzvan POPESCU

CHIEF FINANCIAL OFFICER
Gabriela TRÂNBIȚAȘ