

To,

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF S.N.G.N. ROMGAZ S.A.

**Chairman of the Board of Directors
Dan Dragoş DRĂGAN**

REQUEST FOR APPROVAL

of the insured amount related to the professional liability insurance for Board members and Officers of
S.N.G.N. Romgaz S.A.

Taking into account:

- The provisions of GEO No. 109 of November 30, 2011, on corporate governance of public enterprises;
- The provisions of Article 153¹², paragraph (4) of Law No. 441/2006 amending and supplementing the Companies Law No. 31/1990, republished, according to which “The person appointed to one of the positions provided in paragraph (3) must be insured for professional liability”;
- The provisions of Article 17 of the Contract of Mandate, proposed by the Ministry of Energy, adopted by the Ordinary General Meeting of Shareholders on March 14, 2023 and signed with the Board members: “The Board member shall benefit from a “directors & officers liability” type insurance. The Company shall bear and pay for the cost of the premiums related to this insurance”;
- The provisions of the Contracts of Mandate of S.N.G.N. Romgaz S.A. officers, according to which they have the right to benefit from a “directors & officers liability” type insurance at the expense of the Company, provided that it complies with the provisions of the Companies Law No. 31/1990, republished, as amended and supplemented, the insured amount to be established within the provisions of the Income and Expenditure and Budget, approved under the law. The payment of the premiums related to this insurance shall be made by the company and shall not be deducted from the remuneration due to the officers;

As well as:

- The necessity to establish the maximum insured amount related to the professional liability insurance (namely the extent of the indemnity per event and in aggregate, for the Board members and the officers), an element to be determined prior to the initiation of the procurement procedure for professional liability/civil liability insurance services for S.N.G.N. ROMGAZ S.A. Board members and officers, by the Ordinary General Meeting of Shareholders of the company;
- The mandatory nature, in accordance with the applicable legislation, to conclude insurance policies by S.N.G.N. Romgaz S.A. for the Company’s Board members and officers;
- The necessity to conclude a Director & Officers Liability general civil liability contract for the management personnel, with a maximum amount of indemnity per event and in aggregate of EUR 20,000,000, considering the scale of the transactions in which S.N.G.N. Romgaz S.A. is involved and which are carried out with the approval of the shareholders;

- The fact that the selection of the insurer shall be made by initiating a sector-specific procurement procedure, in accordance with the legislation in force related to the sector-specific procurements,
- The fact that by Resolution No. 20 of March 27, 2025, S.N.G.N. Romgaz S.A. Board of Directors endorsed the Request for approval of the insured amount related to the professional liability insurance for Board members and Officers of S.N.G.N. Romgaz S.A.

please establish and approve the maximum amount insured related to the professional liability insurance (namely the extent of the indemnity per event and in aggregate, for Board members and officers) at a maximum amount of indemnity per event and annual aggregate of EUR 20,000,000, an element to be determined prior to the initiation of the procurement procedure in compliance with the conditions and limits described in this Request for approval.

Essential marks:

- A maximum compensation value per event and annual aggregate of EUR 20,000,000;
- side C (also covers the risks related to the capital market);
- franchise 0 (zero);
- insured additional risks:
 - also covers the costs incurred in civil cases;
 - also includes coverage for employee practices (dismissals, termination/breach of employment contract, discrimination etc.)
 - protection against potential financial losses;
 - legal assistance and representation for members of the Board and officers.

Kindly yours,

CHIEF EXECUTIVE OFFICER
Răzvan POPESCU

LEGAL DEPARTMENT
Monica Elena STAFIE