

To: THE GENERAL MEETING OF SHAREHOLDERS

REQUEST
for approval on concluding a Gas Sale Contract with
S ELECTROCENTRALE București SA

Need for Approval

According to the provisions of Article 52 paragraph (1) of GEO no. 109/2011, "*The Board of Directors [...] convenes the General Meeting of Shareholders for the approval of any transaction with a value exceeding, individually or in a series of concluded transactions, 10% of the value of net assets [...] or 10% of the turnover ... with the controlling shareholders or with a company controlled by such*".

Transaction

Taking into consideration:

- ✍ Request for Offer No. 23534/May 26, 2025 submitted by S Electrocentrale București S.A., for the sale of natural gas to be delivered during the period November 1, 2025 - March 31, 2026;
- ✍ Romgaz Offer No. 21625/June 03, 2025;
- ✍ negotiations of June 6, 2025 between the representatives of the two companies,

SNGN Romgaz SA Mediaș and S Electrocentrale București SA agreed to conclude a gas sale contract, summarized as follows:

- delivery period: November 1, 2025 - March 31, 2026;
- delivery point: in VTP of SNT;
- contract value: RON 306.90 million, VAT excluded;
- payment for gas quantities:
 - advance decadal payment, before start of delivery period (10-day period) or
 - when due, no later than 30 days of invoice issuance, by submitting a bank guarantee letter with a value calculated by multiplying the contract value, VAT inclusive, by the largest gas quantity obtained by summing up three consecutive months, that shall be valid during the entire delivery contractual period plus 70 calendar days.

Request for GMS Approval

Bearing in mind that two other contracts have been concluded with S Electrocentrale București SA during the last twelve (12) months, as shown below,

Contract Number	Contract Date	Estimated valued (VAT excluded) of Contracts [RON]
PET7/2025	April 02, 2025	521,420,930
VG8/2025	April 09, 2025	47,786,490
Offer confirmed by ELCEN		306,902,700
Transaction Cumulative Value		876,110,120

and the cumulative value of the three transactions exceeds 10% of Romgaz 2024 net turnover, pursuant to Article 52 paragraph (1) of GEO no. 109/2011, we hereby submit for the approval by the General Meeting of Shareholders of the conclusion of the Gas Sale Contract No. VG19/2025 with S Electrocentrale București SA, for the sale of a gas quantity during the delivery period November 1, 2025 - March 31, 2026, with a value amounting to RON **306,902,700**, VAT excluded.

Draft Resolution

romgaz.ro

**Societatea Națională
de Gaze Naturale
Romgaz S.A.**

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Nr.ord.reg.com: J2001000392326

Article 1. The General Meeting of Shareholders approves the conclusion of the Gas Sale Contract No. VG19/2025 with S Electrocentrale București SA.

Chairman of the Board of Directors
Dumitru CHISĂLIȚĂ

Chief Executive Officer
Răzvan POPESCU

Deputy Chief Executive Officer
Aristotel Marius JUDE

Chief Financial Officer
Gabriela TRÂNBIȚAȘ

Energy Trading Director
Radu Costică MOLDOVAN