

Government of Romania  
The Ministry of Energy  
Cabinet of Minister

SNGN ROMGAZ SA  
No. 22367/06.06.2025

No. 1034/05.06.2025

To: Societatea Națională de Gaze Naturale Romgaz S.A.  
Mr. Dumitru CHISALITA - Chairman of the Board of Directors

Considering:

- the convening notice of the Ordinary General Meeting of Shareholders of Societatea Națională de Gaze Naturale Romgaz S.A., registered with the Ministry of Energy under No. 221279/C.A.P.S./May 28, 2025, published on BVB and on the company's website;
- the minutes of the meeting for the negotiation of the financial and non-financial performance indicators resulted from the 2023 - 2027 Governance Plan of SNGN Romgaz for members of the Board of Directors, and Officers;
- Letter No. 867/SIB/May 13, 2025 of the Ministry of Energy, submitted to AMEPIP for prior opinion on the financial and non-financial performance indicators for members of the Board of Directors, and Officers;

Under the provisions of:

- Article 13 item (6) of the Articles of Incorporation of Societatea Națională de Gaze Naturale Romgaz S.A.,
- Article 117 of Company Law 31/1990, republished, as subsequently amended and supplemented (Law 31/1990),
- Article 105 of Law 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented,

The Ministry of Energy, on behalf of the Romanian State, as shareholder holding 2,698,230,800 shares, representing 70.0071% of the company's share capital, hereby requests the agenda of the OGMS meeting of June 27 /30, 2025 to be supplemented by the following items:

1. Approval of the key financial and non-financial performance indicators of Officers and non-executive members of the Board of Directors resulting from the Governance Plan of S.N.G.N Romgaz S.A., in accordance with the minimum level established for the company pursuant to the Annex to the Order No. 651/2024 of the President of AMEPIP, and which shall form an annex to the mandate contracts of Officers and members of the Board of Directors of S.N.G.N Romgaz S.A.;
2. Approval of the Addendum to the mandate contract to be concluded with the members of the Board of Directors in the form and content proposed by the Ministry of Energy.
3. Approval of mandating the representative of the Romanian State shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addendum to the Mandate Contract with the members of the Board of Directors.
4. Approval of the integral component of the selection plan for vacant positions of members in the Board of Directors of S.N.G.N Romgaz S.A.
5. Authorization of the Chairman of the Board of Directors of S.N.G.N Romgaz S.A. to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfill all and any of the formalities required by law for the registration and ensuring the enforceability against third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person may delegate to other persons the mandate regarding the fulfillment of the aforementioned formalities.

Please find below the following Draft Resolution:

**Article 1.** With a number of ..... votes ... representing ..... of the total number of votes cast, approves/ does not approve the key financial and non-financial performance indicators of the Officers

*and non-executive members of the Board of Directors resulting from the Governance Plan of S.N.G.N Romgaz S.A., in accordance with the minimum level established for the company pursuant to the Annex to the Order no. 651/2024 of the President of AMEPIP, and which shall form an annex to the mandate contracts of the Officers and members of the Board of Directors of S.N. G.N Romgaz S.A.*

**Article 2.** *With a number of ..... votes ... representing ..... of the total number of votes cast, approves/does not approve the Addendum to the mandate contract to be concluded with the members of the Board of Directors in the form and content proposed by the Ministry of Energy.*

**Article 3.** *With a number of ..... votes ... representing ..... of the total number of votes cast, approves/does not approve the mandating of the representative of the Romanian State shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the Addendum to the Mandate Contract with the members of the Board of Directors.*

**Article 4.** *With a number of ..... votes ... representing ..... of the total number of votes cast, approves/does not approve the integral component of the selection plan for vacant positions of members in the Board of Directors of S.N.G.N Romgaz S.A..*

**Article 5.** *With a number of ..... votes ... representing ..... of the total number of votes cast, approves/does not approve the authorization of the Chairman of the Board of Directors of S.N.G.N Romgaz S.A. to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfill all and any of the formalities required by law for the registration and ensuring the enforceability against third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person may delegate to other persons the mandate regarding the fulfillment of the aforementioned formalities.*

Best regards,

The Ministry of Energy

Sebastian Ioan BURDUJA

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