

To: THE GENERAL MEETING OF SHAREHOLDERS

REQUEST FOR APPROVAL

regarding the establishment and registration with the State Register of Legal Entities of the Republic of Moldova of the company "Romgaz Trading S.R.L." and the approval of its Articles of Incorporation

The regionalization of product sales represents one of the courses of action pursued by S.N.G.N. Romgaz S.A. to achieve the objective "*Increasing the market share and portfolio diversification*" included in the company's Strategy for 2021-2030.

In this respect, by Resolution No. 3/April 9, 2025, the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "Romgaz" S.A. approved the establishment and registration with the State Register of Legal Entities of the Republic of Moldova of the limited liability company "Romgaz Furnizare M S.R.L.", with registered office in Chisinau, No. 70 Mihai Eminescu Street, having as main activity object the sales of gaseous fuels through pipelines as well as the draft Articles of Incorporation of the company "Romgaz Furnizare M S.R.L.".

The registration of the company "Romgaz Furnizare M S.R.L." with the State Register of Legal Entities of the Republic of Moldova, S.N.G.N. Romgaz S.A. is assisted by the law firm Suciuc and Asociatii, together with the corresponding law firm in the Republic of Moldova. Following the analysis of the documents submitted by S.N.G.N. Romgaz S.A. in order to register the company "Romgaz Furnizare M S.R.L." in the Republic of Moldova, the lawyers made a series of recommendations with regard to the documents for the establishment of the company, based on the customary and good practices appreciated by both the Public Services Agency of the Republic of Moldova (PSA) - the competent body for registration with the State Register of Legal Entities of the Republic of Moldova, as well as the National Agency for Energy Regulation of the Republic of Moldova (ANRE) - the institution responsible for licensing the activities in the natural gas sector in the Republic of Moldova.

The recommendations concern the following issues:

- **Company name.** Given that a) according to the legislation in the field of licensing and energy of the Republic of Moldova, the activities of "*natural gas trading*" and "*natural gas supply*" are different activities and require different licenses, and b) the company to be registered in the Republic of Moldova intends to operate only as gas trader, it follows that the use of the term "*supply*" in the name of the new company could create confusion at the level of ANRE and on the natural gas market in the Republic of Moldova, in general. In this respect, the recommendation is that the name of the new company should contain the term "*trading*" instead of "*supply*".
- **Content of the Articles of Association of the company.** Several amendments and clarifications have been made with regard to: the actual determination of the share capital (Art. 3.3.), the wording regarding the reduction of the share capital (Art. 3.15), the regulation of the appointment and dismissal of the financial auditor (Art. 6.1 letter d)) in conjunction with the removal of the censor from the Articles of Incorporation, the wording regarding the distribution of profits (Art. 10.1).
- **Content of the Resolution to incorporate the company.** Considering the customary and good practices appreciated by PSA, the lawyers recommended that the Resolution of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "Romgaz" S.A. for the establishment of a new company should contain the most important elements of the Articles of Incorporation, namely: the registered office of the company, its share capital, the activities to be

carried out (their CAEM codes), the provisions related to the appointment of the company's Administrator, as well as a specific and express provision regarding the empowerment of the lawyers from the Republic of Moldova to fulfil all the formalities necessary for the registration of the company in the State Register of Legal Entities of the Republic of Moldova.

Thus, in view of the above recommendations, as well as the fact that, until this moment, the company "Romgaz Furnizare M S.R.L." was not registered in the Republic of Moldova, in order to complete the registration process of Romgaz Subsidiary in the Republic of Moldova, we propose the following:

1. Change of the company name from "Romgaz Furnizare M S.R.L." in "Romgaz Trading S.R.L.";
2. Amendment of the Articles of Incorporation in accordance with the draft Articles of Incorporation annexed herewith;
3. Repeal of Resolution No. 3/April 29, 2025 of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. approving the establishment and registration with the State Register of Legal Entities of the Republic of Moldova of the limited liability company "Romgaz Furnizare M S.R.L." and its Articles of Incorporation, since a company with a different name ("Romgaz Trading S.R.L.") and with a different Articles of Incorporation is to be registered in the Republic of Moldova;
4. Approval by the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. of the establishment and registration of the limited liability company "Romgaz Trading S.R.L." and its Articles of Incorporation.

In addition, we mention that the supporting elements provided in the Request for approval No. 12 350/March 27, 2025 (which was the basis of the adoption of Resolution No. 3/April 29, 2025 of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A.) with regard to the opportunity to establish an entity with legal personality with the registered office in the Republic of Moldova, the business model of this entity, the resources required to carry out its business and to its estimated profitability remain unchanged.

In view of the foregoing, as well as the fact that:

- The Board of Directors endorsed both the establishment and registration with the State Register of Legal Entities of the Republic of Moldova of the limited liability company "Romgaz Trading S.R.L.", as well as its Articles of Incorporation, and
- Article 12 paragraph (6) letter d) of the Article of Incorporation of S.N.G.N. "Romgaz" S.A. stipulates that *"The Extraordinary General Meeting of Shareholders shall meet whenever necessary to decide the following: [...] d) the incorporation of the company, as well as the conclusion or amendment of the constitutive acts of the companies in which the Company is associate"*,

We submit for approval of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. the following draft resolution:

„Article 1

The Resolution No. 3 of April 29, 2025 of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. is hereby repealed.

Article 2

The establishment and registration with the State Register of Legal Entities of the Republic of Moldova of the Limited Liability Company "Romgaz Trading S.R.L." is approved.

Article 3

The registered office of "Romgaz Trading S.R.L." is approved at the address: Chisinau, No. 70 Mihai Eminescu Street, MD - 2012, the Republic of Moldova.

Article 4

The share capital of "Romgaz Trading S.R.L." is approved in amount of MLD 1,000,000.

Article 5

The following categories of activities to be carried out by “Romgaz Trading S.R.L.” according to the Classification of Activities in the Moldovan Economy (CAEM-2):

- *Code CAEM2 35.23, Sales of gaseous fuels through pipelines*
- *Code CAEM2 35.21, Gas production*
- *Code CAEM2 35.22, Distribution of gaseous fuels through pipelines*
- *Code CAEM2 35.14, Electricity trading*
- *Code CAEM2 35.11, Electricity generation*
- *Code CAEM2 35.13, Electricity distribution*

Article 6

The draft Articles of Incorporation of “Romgaz Trading S.R.L.” is approved.

Article 7

Mr. Răzvan Popescu, CEO of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. is authorized to sign the Articles of Incorporation of „Romgaz Trading S.R.L.” and to appoint its Administrator.

Article 8

Mr. Răzvan Popescu, CEO of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. is hereby authorized to issue a power of attorney to appoint the persons who will represent Societatea Nationala de Gaze „ROMGAZ” - S.A. (the Founder) in the process of registration of “Romgaz Trading S.R.L.” before the Public Services Agency of the Republic of Moldova. For the purpose of efficient execution of the mandate and fulfilment of all necessary registration formalities, the Appointed Representatives shall have the full right to draw up and sign on behalf of the Founder any documents, applications, minutes and to pay any registration fees and costs.

Article 9

The submission of this Resolution and registration of the company “Romgaz Trading S.R.L.” in the State Register of Legal Entities at the Public Institution Agency of the Republic of Moldova.”

**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**

**Director of Energy Trading Department
Radu Costică MOLDOVAN**