



CURRENT REPORT

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and A.S.F. Regulation no. 5/2018

Report date: September 4, 2025

Company name: Societatea Națională de Gaze Naturale ROMGAZ S.A.

Address: Medias, 4 Constantin I. Motas Square, Sibiu County - Romania, 551130

Phone/fax no: 004-0374-401020 / 004-0269-846901

Fiscal Code: RO14056826

LEI Code: 2549009R7KJ38D9RW354

Trade Register registration number: J2001000392326

Subscribed and paid in share capital: RON 3,854,224,000

Regulated market where the issued securities are traded: Bucharest Stock Exchange (BVB)

Significant events to be reported:

- Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of September 4, 2025 (EGSM)
- Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of September 4, 2025 (OGSM)
- Extension of Mr. Dumitru CHISALIȚĂ's mandate term as interim member of the Board of Directors by 2 months.

The quorum conditions for both the EGSM and the OGSM have been fulfilled according to the provisions of Article 15, paragraph 14 and paragraph 12 from S.N.G.N. ROMGAZ S.A. Articles of Incorporation and Article 115 and Article 112 from the Company Law no.31/1990.

With regard to the draft resolutions related to items 1-5 on the OGMS Agenda, please note that they were not submitted for the OGMS approval because the shareholders did not make proposals for candidates to be appointed as interim board member (see Notice no. 33466/August 22, 2025, posted on ROMGAZ website, link: [Notice related to items 1-5 of the OGMS agenda, on September 4, 2025](#)).

Attached:

Resolution no. 6 of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of September 4, 2025

Resolution no. 7 of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of September 4, 2025

Chief Executive Officer,
Răzvan POPESCU

RESOLUTION NO. 6/September 4, 2025

**of the Extraordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A.**

**Registered office: Medias, 4 Constantin Motas square, Sibiu County, Romania,
registered with the Trade Register Office attached to Sibiu Law Court under no.
J2001000392326, fiscal code RO 14056826**

The Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of September 4, 2025, 1:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

R E S O L U T I O N

Article 1

Cancels Resolution No. 3 of April 29, 2025 of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A.

The resolution was approved with 3,450,912,602 votes representing 89.54% from the total number of votes exercisable and 99.15% from the total votes validly casted.

Article 2

Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A. approves:

- a) Establishment and registration in the State Register of legal entities of the Republic of Moldova of the limited liability company “Romgaz Trading S.R.L.”.
- b) The registered office of “Romgaz Trading S.R.L.” at: Chisinau, 70 Mihai Eminescu Street, MD - 2012, Republic of Moldova.
- c) The share capital of “Romgaz Trading S.R.L.” in amount of MDL 1,000,000.
- d) The following categories of activities that shall be carried out by “Romgaz Trading S.R.L.” according to the Classification of Activities in the Economy of Moldova (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.

- e) The draft Articles of Incorporation of “Romgaz Trading S.R.L.”.
- f) The authorization the Chief Executive Officer of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A. - Mr. Razvan Popescu, to sign the Articles of Incorporation of “Romgaz Trading S.R.L.” and to appoint its Administrator.
- g) The authorization the Chief Executive Officer of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A. - Mr. Razvan Popescu, to issue a power of attorney to appoint the persons that will represent Societatea Nationala de Gaze Naturale “ROMGAZ” S.A. (the Founder) in the process of registering “Romgaz Trading S.R.L.” at the Public Institution “Agency for Public Services” of the Republic of Moldova. To efficiently fulfil the mandate and to fulfil all formalities required for registration, the appointed representatives shall have the full right to draft and to sign on behalf of the Founder, any documents, applications, minutes and to pay any fees and registration costs.
- h) The submission of this Resolution and registration of the company “Romgaz Trading S.R.L.” in the State Registry of legal entities with the Public Institution Agency for Public Services of the Republic of Moldova.

The resolution was approved with 3,495,200,075 votes representing 90.69% from the total number of votes exercisable and 99.16% from the total votes validly casted.

Article 3

Authorizes the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders.

The resolution was approved with 3,525,147,080 votes representing 91.46% from the total number of votes exercisable and 100.00% from the total votes validly casted.

This document was drafted on September 4, 2025, in 4 (four) copies.

**CHAIRMAN OF THE MEETING
DUMITRU CHISĂLIȚĂ**

**SECRETARY OF THE MEETING
MIHAELA GAFIȚA**

RESOLUTION NO. 7/September 4, 2025

**of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A.**

**Registered office: Medias, 4 Constantin Motas square, Sibiu County, Romania,
registered with the Trade Register Office attached to Sibiu Law Court under no.
J2001000392326, fiscal code RO 14056826**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of September 4, 2025, 2:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

R E S O L U T I O N

Article 1

The Ordinary General Meeting of Shareholders approves to extend by 2 (two) months the mandate term of Mr. Dumitru Chisăliță as interim BoD member.

The resolution was approved with 2,924,215,643 votes representing 75.87% from the total number of votes exercisable and 88.36% from the total votes validly casted.

Article 2

The Ordinary General Meeting of Shareholders approves conclusion of the addendum to the contract of mandate related to a 2 (two) months extension of the mandate term of the interim BoD member, provided in article 1, as proposed by the Ministry of Energy and setting the allowance in the amount established in line with the Resolution of the Ordinary General Meeting of Shareholders No. 5/March 14, 2023.

The resolution was approved with 2,924,215,643 votes representing 75.87% from the total number of votes exercisable and 88.36% from the total votes validly casted.

Article 3

The Ordinary General Meeting of Shareholders mandates the representative of the Ministry of Energy in the OGMS to sign, for and on behalf of the Company, the addendum to the contract of mandate concluded with the interim BoD member, provided in article 1, as proposed by the Ministry of Energy.

The resolution was approved with 2,924,215,643 votes representing 75.87% from the total number of votes exercisable and 88.36% from the total votes validly casted.

Article 4

The Ordinary General Meeting of Shareholders takes note of the Consolidated Board of Directors' Report for 1st Half Year 2025.

The resolution was approved with 3,398,767,977 votes representing 88.18% from the total number of votes exercisable and 100.00% from the total votes validly casted.

Article 5

The Ordinary General Meeting of Shareholders takes note of the Report regarding the transactions concluded by Societatea Națională de Gaze Naturale "ROMGAZ" S.A. with banks controlled by the Romanian State during March 26, 2025 and August 11, 2025 pursuant to art. 52 par. (3) of GEO No. 109/2011.

The resolution was approved with 3,525,147,080 votes representing 91.46% from the total number of votes exercisable and 100.00% from the total votes validly casted.

Article 6

The Ordinary General Meeting of Shareholders takes note of the Report on certain transactions concluded between Societatea Națională de Gaze Naturale "ROMGAZ" S.A. and other public enterprises during February - July 2025.

The resolution was approved with 3,525,147,080 votes representing 91.46% from the total number of votes exercisable and 100.00% from the total votes validly casted.

Article 7

The Ordinary General Meeting of Shareholders approves to authorize the Chairman of the Meeting to carry out any and all formalities required to register and to ensure the enforceability of the Ordinary General Meeting of Shareholders resolutions against third parties. The authorized person will be able to delegate his/her mandate on carrying out the above-mentioned formalities.

The resolution was approved with 3,524,677,722 votes representing 91.45% from the total number of votes exercisable and 100.00% from the total votes validly casted.

This document was drafted on September 4, 2025, in 4 (four) copies.

**CHAIRMAN OF THE MEETING
DUMITRU CHISĂLIȚĂ**

**SECRETARY OF THE MEETING
MIHAELA GAFIȚA**