

Approved by
Chairman of the Board of Directors
Dumitru CHISĂLIȚĂ

To: THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF S.N.G.N. ROMGAZ S.A.

REQUEST FOR APPROVAL OF FINANCING UNDER THE EMTN PROGRAM LAUNCHED BY ROMGAZ

1. Brief History

Societatea Națională de Gaze Naturale Romgaz S.A. (hereinafter referred to as "ROMGAZ" or the "Company") is the main natural gas producer and supplier in Romania with a history of over 110 years.

ROMGAZ mission is to sustainably increase the added value for the Company, employees and shareholders and long-term resilience.

Resolution No.10 dated November 4, 2021 of the Ordinary General Meeting of Shareholders approved "S.N.G.N. ROMGAZ S.A. 2021-2030 Strategy" which includes, among the main objectives, increasing the portfolio of offshore hydrocarbon resources and reserves in the Black Sea, in particular the development of Neptun Deep project through Romgaz Black Sea Limited (subsidiary 100% owned by ROMGAZ) which will also ensure Romania's energy transition by using natural gas as an essential transition fuel.

Neptun Deep offshore project, included in the government program for the period 2024-2028¹, will strengthen the long-term security of gas supply in Romania and the region, while at the same time supporting the transition to a low-carbon economy.

The final investment decision for development of Neptun Deep project was made in 2023. ANRM (National Agency for Mineral Resources) approved the development plan. The investments estimated for the development phase of the project are up to EUR 4 billion, out of which ROMGAZ shall provide 50%.

At present, Neptun Deep block is under the commercial development of the two reservoirs, which implies drilling works and building the infrastructure necessary for natural gas production and sale, to ensure the start of natural gas production at the estimated time, the year 2027.

In addition to this project, ROMGAZ is carrying out a series of other significant projects aimed at maintaining the annual gas production decline below 2.5% (e.g. Caragele project), as well as projects in the field of electricity (e.g. completion of the new power plant from Iernut and investment in renewable energy projects).

¹ https://cancelarie.gov.ro/wp-content/uploads/2025/01/Program_de_Guvernare_PSD-PNL-UDMR-Grupul_minoritatilor_nationale_din_Camera_Deputatilor_2024-2028.pdf

2. Overview. The Need for External Financing.

Considering the ongoing projects for implementing ROMGAZ's development strategy, and in order to further support both current operations and the investment activities of ROMGAZ (including the development of the Neptun Deep project), the Resolution No.10 dated July 1, 2024 of the Extraordinary General Meeting of Shareholders approved:

- a) (i) a corporate notes (the "Notes") issuance programme (the "Programme") and (ii) one or more issuances and offerings of Notes to be carried out under the Programme (the "Offerings", each an "Offering"), with the Programme having the following general characteristics (Article 1):
 - Maximum aggregate principal amount of the Notes issued under the Programme: EUR 1,500,000,000 (or equivalent of this amount in any other currency);
 - Maximum initial maturity of Notes issued under the Programme: 7 years;
 - The Notes will be unsecured, non-convertible, governed by any applicable law and may be issued in any form and type;
 - Currency of Notes issued under the Program: Euro and/or RON and/or any other currency;
 - Interest applicable to the Notes issued under the Programme shall be fixed or variable, or any other type of interest, depending on market conditions; Notes can also be issued with or without discount;
 - Coupon frequency: annual, semi-annual or quarterly or any other frequency.
- b) the inaugural issuance and offer of notes under the Programme for an amount of up to EUR 500,000,000 (or equivalent in RON or in other currency) ("Inaugural Offering") and the authorisation of the Board of Directors to determine the other terms and conditions of the issuance, including its final terms, depending on market conditions (Article 2).

As a result, ROMGAZ's first EMTN Program was launched in September 2024 and the first notes issuance, in amount of EUR 500,000,000, took place in October 2024.

In order to support ROMGAZ's operational and investment activities and to implement the Company's strategy, it is necessary for ROMGAZ to timely ensure the required financial resources. Moreover, Romania continues to enjoy an investment grade rating from credit agencies; considering the possible deterioration of macroeconomic conditions (high inflation due to recent fiscal measures adopted by the Romanian Government, significant budget deficit, possible increase in unemployment, etc.), it is important for ROMGAZ to access the capital market while credit conditions are still favourable.

3. The Syndicate of Banks

Following a competitive selection procedure, the syndicate of intermediaries was selected in 2024, receiving a mandate to mediate all three notes' issuances within the EMTN Program. The syndicate consists of following banks/financial investment services companies: BT Capital Partners S.A., Citigroup Global Markets Europe AG, Erste Group Bank AG, J.P. Morgan SE, Raiffeisen Bank International AG and UniCredit Bank GmbH.

4. General Features of Bond Financing under the EMTN Program

ROMGAZ is considering implementing one of the options below or a combination thereof, the total amount raised not to exceed EUR 750,000,000 inclusively (or the equivalent of this amount in any other currency) (amount computed based on the nominal value of the notes issued).

(i) The second issuance of notes under the EMTN program

Issuer:	ROMGAZ
Amount:	between EUR 500,000,000 (or the equivalent of the amount in any other currency) and up to EUR 750 million inclusively (or the equivalent of the amount in any other currency) depending on subscriptions and offered coupon rate
Guarantee:	unsecured
Maturity:	between 5 and 7 years
Purpose:	general corporate

Considering that the Program was listed on Luxembourg Stock Exchange and the first issuance was initially listed on the same stock exchange, notes from the second issuance will be listed on the same stock exchange and may subsequently be listed on Bucharest Stock Exchange and/or on any other regulated market and/or trading venue in the European Union.

(ii) Supplementing the first issue of notes with an amount up to EUR 250 million inclusively (or the equivalent of the amount in any other currency), (amount computed based on the nominal value of notes issued)

Supplementing the first issuance (“tap issue”) involves issuing new notes under the same terms as the existing notes (nominal value, maturity, coupon rate), forming the same series as the previously issued notes and being fungible with them. However, the price of notes in the tap issue would be the market price at the time of supplementing. Taking into account that ROMGAZ’s currently outstanding notes are trading at a higher price than the nominal value, there is the possibility for ROMGAZ to benefit from certain advantages.

5. Macroeconomic Overview

In the context of launching an issuance of notes, macroeconomic conditions have a direct and significant impact on the success of the operation.

Romania's economy is currently experiencing volatility, marked by inflationary pressures and fiscal risks.

According to the Inflation Report, published by the National Bank of Romania in August 2025², “the annual CPI inflation rate went up to 5.66 percent in June, from 4.86 percent in March, exceeding by 0.6 percentage points the level anticipated in the previous Report. [...] In the present baseline scenario, the annual CPI inflation rate is projected to rise in Q3 2025, reaching 9.2 percent in September, and thereafter to fall slightly to 8.8 percent in December. The disinflationary trajectory is expected to resume starting Q4 2025; however, the inflation is expected to remain high until the summer of 2026. This persistence is due to the inclusion, in the calculation of the annual rate over 12 months, of major supply shocks occurring in the second half of 2025. For December 2025, the CPI inflation projection

² <https://www.bnr.ro/en/24727-inflation-report-august-2025>

has been revised upward by 4.2 percentage points compared to the previous round. The revision mainly reflects three sources of inflationary pressure: the large increase in electricity prices after the electricity market liberalisation - with an additional contribution of 1.5 percentage points -, the higher VAT rates - with a contribution estimated at 1.6 percentage points -, and the hike in excise duties - with an impact of 0.4 percentage points. [...] Romania's growth forecast for 2025 and 2026 is heavily influenced by fiscal consolidation effects. The already adopted measures will temper domestic demand significantly, leading to a visible slowdown in economic activity, with further corrections anticipated from the beginning of 2026, when additional, far-reaching measures in the recently adopted package are due to take effect. Following the economy's standstill in Q1 2025 and its modest recovery anticipated for Q2, as suggested by sectoral developments, a stronger worsening of its dynamics is expected for Q3. The weak growth dynamics are mainly attributed to fiscal consolidation, while the effects of external demand and real monetary conditions will, for the time being, play a secondary role."

With respect to the monetary policy, at the meeting on August 8, 2025, the Board of Directors of the National Bank of Romania, decided to maintain the monetary policy interest rate at 6.50% per year „given the considerable worsening of the short term inflation perspective, following the expiry of the electricity price cap scheme on July 1, 2025, and under VAT and excise duties increase from August 1, in the context of implementation of corrective fiscal measures package and considering the risks and uncertainties associated with the new forecasts". The interest rates of standing facilities were also maintained at 5.50% per year for deposit facilities and at 7.50% per year for lending facilities (Lombard).

6. Potential Risks

6.1. External factors that can cause instability

Even though ROMGAZ has a solid financial position and a positive reputation on international capital markets, there are several external factors, independent from company control, that can influence the success of financing by issuing notes under the EMTN Program.

First, in the next period, the Romanian Government will adopt certain austerity measures packages which generates uncertainty among investors. Added to this is a high degree of political instability which could affect the overall perception of country risk.

Moreover, the Romanian fiscal legislation has recently suffered frequent and significant changes which fuels a perception of unpredictability of the fiscal environment. This may be an additional risk factor for investors, having the potential to influence the appetite for notes issued by Romanian entities.

Against this background, two international rating agencies will publish updated evaluations for Romania in the upcoming period:

- **Moody's:** September 12, 2025
- **Standard & Poor's:** October 10, 2025

A possible downgrading of Romania's sovereign rating to *non-investment grade (junk)* could determine an increase in the cost of financing and a decrease of investors' demand in notes issued by Romanian entities including ROMGAZ. In such a scenario, there is the risk that the issuance will not be carried out in the

anticipated optimal conditions, flexibility in adjusting yields being required to ensure the desired subscription.

In addition, please note that, for 2024 financial year, ROMGAZ majority shareholder approved the distribution of **20%** of the profit as dividends, in line with the principle of maintaining a sustainable development and a financially healthy degree of indebtedness. However, considering the high need for financial resources at the level of State Budget, there is a risk that a higher rate of dividend distribution will be required for 2025 financial year (with payment in 2026). Although we cannot make predictions and we cannot currently undertake a commitment related to dividend distribution rate to be approved by the shareholders in 2026, any percentage over 20% distributed as dividends would put pressure on ROMGAZ's cash flows, would limit available resources for investments and could lead to an increase of the degree of indebtedness with direct effects on the capacity of the Company to implement its strategic development plan.

In the analysis of the above-mentioned risks (political risk, fiscal instability, possible changes in the sovereign rating and in the dividend distribution policy), it is also relevant to consider these developments in the context of the international macroeconomic and financial environment. Recent decisions of the Central European Bank and the dynamics of corporate notes markets outline the general framework in which the new issuance of ROMGAZ notes will be placed.

According to the latest report of the Central European Bank, the monetary policy rates were maintained unchanged (2.00% deposit facility, 2.15% main refinancing operations, 2.40% marginal lending facility), with a *wait-and-watch* approach and decisions taken according to the available economic data. In this context, the financing conditions on the corporate notes market have improved: cost of issuance decreased to 3.6% in May 2025, the volume of issued notes increased by 3.4% annually while spreads compressed by 8-10 basis points in the investment grade and high-yield/non-investment grade segments. These trends suggest a return of investors' appetite and a temporary reduction of financing costs for issuers.

Nonetheless, despite favourable trends at European level, it should be pointed out that, for Romania, the risk of political and fiscal instability as well as the possible rating downgrades can directly impact investor perception of notes issued by ROMGAZ. In such a scenario, although the European market offers favourable financing conditions, there is the possibility that the future ROMGAZ's notes issuance will be influenced by specific factors of Romania, leading to higher yields requested by investors, therefore higher costs for ROMGAZ.

6.2. Imminent risks of corporate governance

On August 29, 2025, the Romanian Government adopted several packages of measures among which the **draft law amending and supplementing GEO No. 109/2011 on corporate governance of public companies**. These packages, with certain amendments, were undertaken by the Romanian Government in the Parliament, on September 1, 2025.

Practically, the package of measures on corporate governance introduces a set of maximum thresholds (substantially reduced compared to those previously provided in the previous form of GEO No.109/2011) on remuneration of executive management and board of directors.

In the oil and gas sector, these maximum thresholds for both the executive management and the board of directors are completely non-competitive, below the level offered by the competitors (which are not state controlled).

For ROMGAZ, a strategic and publicly listed company, the effects of such provisions could be particularly severe. Remuneration of the executive management would be comparable to that of middle management or even lower positions in similar and/or competing companies, which would make it impossible to attract or keep experienced professionals in key positions such as CEO, Deputy CEO and CFO. In addition, it would come to the paradoxical situation where company executives would be paid less than some of the managers reporting to them, impacting the organisational balance and governing credibility.

The immediate risk is that the current executive management will not accept the new remuneration packages and, therefore, to be dismissed, not on grounds of failing to comply with certain performance criteria but because of legislative constraints. Such a forced replacement of the management team would generate a shock to the stability of the company and could be negatively perceived by investors and rating agencies. Fitch, which has already assigned ROMGAZ a BBB- rating with a negative outlook, carefully monitors, among others, the quality of corporate governance. Such an abrupt intervention could promptly cause a downgrade below investment grade, placing the company in the junk category and significantly increasing the financing costs and the ability to obtain financing.

The consequences would be felt immediately by the **note financing program**. If the first issuance in amount of EUR 500,000,000 EUR, was a success, the second tranche, essential for financing Neptun Deep project, would become more difficult or even impossible to accomplish. The costs would increase, the investor base would dramatically shrink and the risk of delay in obtaining financing or partial subscription would become imminent.

Finally, **Neptun Deep project**, the most important strategic project of ROMGAZ and Romania in the energy sector, would face uncertainty over its financing. The increase in the cost of capital would reduce the return on the investment and delays would affect cash flows and Company's credibility in relation to partners and investors.

Consequently, amendments to GEO No. 109/2011 are not just a matter of remuneration policy. They are **a systemic threat to managerial and financial stability of ROMGAZ**, with the potential to cause dismissals at executive levels, to compromise the international rating of the company and to jeopardize the financing of Neptun Deep project.

7. Conclusions

In light of the above, the launch of a new note issuance represents a strategic financing opportunity, providing access to medium/long-term capital, flexibility in structuring funding sources, and strengthening ROMGAZ's image as a debt securities issuer in both international and domestic markets.

However, given the developments in Romania's political and fiscal environment, we consider essential for ROMGAZ to adopt a flexible strategy regarding the timing of the issue, closely monitoring the dynamics of international capital markets and rating agencies' assessments. By identifying an "optimal window" in the market, the company can maximize the attractiveness of the issue and optimize financing costs, while ensuring stability of the resources required to implement its medium and long term investment plan.

Resolution Draft:

In line with the provisions of Article 12 of ROMGAZ's Articles of Incorporation, paragraph 6 letter l), **The Extraordinary General Meeting of Shareholders** has the competence to approve the issuance of notes under the Program.

Therefore, we submit for approval of S.N.G.N. ROMGAZ S.A. Extraordinary General Meeting of Shareholders the following:

Art. 1

Approval under the EMTN Program launched by S.N.G.N. ROMGAZ S.A., as approved by Resolution No.10/July 1, 2024 of the Extraordinary General Meeting of Shareholders ("**the EMTN Program**"), of one or more issuances (including any combination thereof) of unsecured, non-convertible corporate notes, governed by any applicable law and which can be issued in any form or type, with a maximum aggregate principal amount of EUR 750,000,000 inclusively (or the equivalent of this amount in any other currency), as follows:

- (i) An issuance of notes with a value between EUR 500,000,000 (or the equivalent of this amount in any other currency) and up to EUR 750,000,000 inclusive (or the equivalent of this amount in any other currency), depending on the level of the actual subscriptions and the coupon rate with a maturity between 5 and 7 years, representing the second issuance under the EMTN Program; and/or
- (ii) Supplementing the inaugural issuance under the EMTN Program concluded on October 7, 2024, with additional notes in maximum amount of up to EUR 250,000,000 inclusive (or the equivalent of this amount in any other currency), an amount computed based on the nominal value of the notes issued, the notes thus issued forming a single series with the already issued notes and being fungible with them.

(together the "Issuances"), as well as the authorization of the Board of Directors to establish the other terms and conditions of the Issuances, including their final terms, according to market conditions and in accordance with Article 3 below.

Art. 2

Approval for S.N.G.N. ROMGAZ S.A. to undertake all necessary, desirable and/or appropriate actions and formalities for (i) the admission of the Issuances made under the EMTN Programme on the Luxembourg Stock Exchange and/or the Bucharest Stock Exchange and/or any other regulated market and/or trading venue in the European Union ("Listings" and each of these "Listing"), respectively (ii) conclusion of the necessary, desirable and/or appropriate contract documentation for the implementation of these operations.

Art. 3

Approval of the authorization of S.N.G.N. ROMGAZ S.A. Board of Directors with the possibility of subdelegating, as the case may be:

- a) to issue any resolution and fulfil any necessary, desirable and/or appropriate legal acts and deeds for the fulfilment of the above EGMS resolutions, including, but not limited to, negotiation, establishment and approval of the terms and conditions related to the Issuances and notes under these Issuances, their form and type, any Listing and offerings related to the Issuances (adopting any resolution regarding the

Issuance, Listing, notes, offerings under the Issuances shall be at the full discretion of the Board of Directors), ensuring the drafting, approval, and publication of any document necessary or desirable for the Issuances (including, but not limited to, the updated base prospectus related to the EMTN Program, a supplement to the prospectus when/if applicable), approving the type of offering(s) under the Issuances, the value of the Issuances, the issuance price in accordance with market conditions, as well as other final terms and conditions for the Issuances and offerings related to the Issuances under the EMTN Program, the contractual terms, drawup, early redemption, interest/coupon, maturity, fees and charges, type of investors to whom any offering under the Issuances will be addressed, as well as the negotiation, approval and signing of any documents related to the Issuances, the offerings and notes related to the Issuances, any offering in the Issuance and any Listing (including the approval of the trading venue or stock exchange for a Listing), the appointment of any arrangers, dealers, bookrunners, managers or any other intermediaries in connection with the Issuances and/or any offering related to the Issuances, and the approval of any contracts with arrangers, dealers, bookrunners, managers or any other intermediaries for the Issuances, the performance of any necessary legal acts and deeds, to the extent that they comply with the relevant EGMS resolutions, as well as carrying out all actions and formalities necessary, desirable and/or appropriate for the purpose of admitting the notes related to the Issuances to trading on the Luxembourg Stock Exchange and/or the Bucharest Stock Exchange and/or any other stock exchange and/or trading venue in the European Union;

b) to approve any agreements and/or arrangements regarding the Issuances and notes issued under these Issuances, any offering related to the Issuances and any Listing under the EMTN Program, or any other arrangements, offering prospectuses, offering documents, any agreements for subscription, sale, agency/payment, trust, consultancy, certificates, declarations, registers, notifications, addenda and any other documents necessary, desirable and/or appropriate, to fulfil any formalities and to authorize and/or carry out any necessary, desirable and/or appropriate actions to give full effect to the Issuances, any offering related to the Issuances or Listings, to appoint a process agent, to approve and sign any documents necessary for the appointment of a process agent, to approve and sign any other contracts or documents necessary, desirable and/or appropriate in the process of implementing and carrying out the Issuances, in the Listing process and in any other necessary, desirable and/or appropriate process or procedure relating to the notes regarding the Issuances, and to authorize the representatives of S.N.G.N. ROMGAZ S.A. to sign any such documents, carry out any such formalities and perform any such actions;

Art. 4

The Extraordinary General Meeting of the Shareholders approves the authorization of the Chief Executive Officer, the Deputy Chief Executive Officer and the Chief Financial Officer to sign any documents, for and on behalf of S.N.G.N. ROMGAZ S.A., with full power and authority, to file, to request the publication of the resolution in the Official Gazette of Romania Part IV, to collect any documents, as well as to fulfil any necessary formalities before the Trade Register Office, as well as before any other authority, public institutions, legal entities or individuals, as well as to execute any operations in order to carry out and ensure the enforceability of the Resolutions of the EGMS.

Chief Executive Officer
Răzvan POPESCU

Deputy Chief Executive Officer
Aristotel Marius JUDE

Chief Financial Officer
Gabriela TRÂNBIȚAȘ

Head of Treasury Office
Ildiko DAVID

Endorsed by
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