



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: **October 28, 2025**

Company name: **Societatea Națională de Gaze Naturale ROMGAZ SA**

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 event to be reported:

- **Supplemented Agenda for the Ordinary General Meeting of Shareholders of SNGN ROMGAZ SA convened on November 11 (12), 2025, 2:00 PM (Romania time)**

Considering the request made by the Romanian State, as shareholder of SNGN ROMGAZ SA (owning 70.0071% of the share capital), represented by the Ministry of Energy, the Board of Directors, convened in meeting on October 28, 2025, approved the supplement of the agenda of the Ordinary General Meeting of Shareholders on November 11 (12), 2025 (OGMS) by adding fourteen (14) new items as follows:

- Six (6) new items, considering the request made by the Romanian State, as shareholder of SNGN ROMGAZ SA (owning 70.0071% of the share capital), represented by the Ministry of Energy (please see the current report published on October 28, 2025, IRIS BVB code 77321)
- Eight (8) new items, considering the provisions of art. 105, paragraph (5¹) of Law no. 24/2017 on issuers of financial instruments and market operations and the provisions of art. 117¹, paragraph (2¹) of Companies Law no. 31/1990.

The supporting documents for the new items on the agenda may be reviewed at ROMGAZ Correspondence Entry, as well as on the Company's website www.romgaz.ro, *Investors Section - General Meeting of Shareholders*.

The Supplement to the Convening Notice of the OGMS is to be published in the Official Gazette of Romania Part IV and in at least one widely-spread Romanian newspaper.

Attached: Supplement to the Convening Notice of the OGMS on November 11 (12), 2025

**Chief Executive Officer,
Răzvan POPESCU**

**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on November 11, 2025**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A., with the registered office in Medias, 4 Constantin Motas Square, Sibiu county, registered with the Trade Register Office of Sibiu Law Court under number J2001000392326, fiscal registration number RO 14056826, considering the request to supplement the agenda of the Ordinary General Meeting of Shareholders (OGMS) on November 11, 2025, made by the shareholder the Romanian State, represented by the Ministry of Energy, by letter no. 2544/27.10.2025, registered at S.N.G.N. ROMGAZ S.A. under no. 44262/27.10.2025, the provisions of article 105, paragraph (3) of Law no. 24/2017 on issuers of financial instruments and market operations and the provisions of art. 117¹ of Company Law no. 31/1990, the agenda of the Ordinary General Meeting of Shareholders on November 11, 2025, initially published in the Official Gazette - Part IV, no. 4855 of October 10, 2025, in "Jurnalul National" daily newspaper no. 2009 of October 10, 2025, and the Company's website (www.romgaz.ro), as of October 10, 2025, will be supplemented as follows:

1. Revocation of S.N.G.N. ROMGAZ S.A. Board of Directors interim members, as of the meeting date, following the selection procedure conclusion (secret vote);
2. S.N.G.N. ROMGAZ S.A. Board of Directors members election, as of the meeting date (secret vote);
3. Establishing the mandate term of Board members elected at item (2), as of the meeting date and until March 16, 2027, date corresponding to the termination of the mandate of Board members appointed by Ordinary General Meeting of Shareholders Resolution no. 5 of March 14, 2023;
4. Establishing the monthly fixed gross allowance of Board members appointed according to item 2, in compliance with Article 4 of Ordinary General Meeting of Shareholders Resolution no. 5 of March 14, 2023;
5. Approving the mandate contract to be concluded with the Board of Directors members, elected in compliance with item (2), as proposed by the Ministry of Energy;
6. Mandating the representative of the majority shareholder, the Ministry of Energy, in the Ordinary General Meeting of Shareholders, to sign on behalf of and for the Company, the mandate contracts of Board of Directors members, elected at item (2).

Also, considering the provisions of art. 105, paragraph (5¹) of Law no. 24/2017 on issuers of financial instruments and market operations and the provisions of art. 117¹, paragraph (2¹) of Companies Law no. 31/1990, the Board of Directors, by Decision no. 87/27.10.2025, supplements the agenda of the Ordinary General Meeting of Shareholders of November 11, 2025, with the following items:

1. Approve the procurement of legal consulting, assistance, and/or external representation services to support the interests of the company in the context of the submission of a request for annulment of Commission Delegated Regulation (EU) 2025/1477 of 21 May 2025 and Commission Decision (EU) 2025/1479 of 22 May 2025;
2. Approve the procurement of external legal consulting, assistance, and/or representation services in all process phases, to represent S.N.G.N. ROMGAZ S.A. interests in a criminal case/action;
3. Approve procurement of legal external consultancy, assistance and/or representation services of S.N.G.N. ROMGAZ S.A. in case of an/some possible litigations/arbitrations with the contractor DURO FELGUERA and/or its subcontractors, derived from or related to development of CTE Iernut;
4. Extension by 1 year of the Loan Facility Agreement no. 201812070225 concluded with Banca Comercială Română S.A. for issuing guarantee instruments in the form of letters of bank guarantee and irrevocable stand-by letters of credit up to a maximum limit of RON 500,000,000;
5. Issuance of guarantee instruments from the loan, in USD/RON/EUR or other currencies, to cover the obligations of a third party i.e. for "ROMGAZ TRADING" S.R.L. subsidiary with its headquarters in Chişinău, Republic of Moldova;
6. Authorization of S.N.G.N. ROMGAZ S.A. Board of Directors to approve the decrease and the subsequent increase of the loan up to the total maximum limit of RON 500,000,000;
7. Authorization of the Chief Executive Officer and Chief Financial Officer of S.N.G.N. ROMGAZ S.A. to sign the current Addendum to the Loan Facility Agreement no. 201812070225 and the subsequent Addenda;
8. Authorization of persons who have type I and II signing rights in Banca Comercială Română S.A. to sign the requests for issuing and modifying guarantee instruments under the facility granted by Banca Comercială Română S.A., as well as any other documents in connection with the Loan Facility Agreement no. 201812070225, irrespective of the form in which they are concluded, including but not limited to requests for drawing/issuing/modifying.

Therefore, the agenda of the Ordinary General Meeting of Shareholders on November 11, 2025, 2:00 pm (Romania time) that will take place at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, where only shareholders that are registered on October 30, 2025, („Reference Date”) in the Company Shareholder Registry, kept and issued by the Depozitul Central S.A, may attend and cast their vote, shall be the following:

AGENDA

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| Item 1 | Revocation of S.N.G.N. ROMGAZ S.A. Board of Directors interim members, as of the meeting date, following the selection procedure conclusion (secret vote) |
| Item 2 | S.N.G.N. ROMGAZ S.A. Board of Directors members election, as of the meeting date (secret vote) |
| Item 3 | Establishing the mandate term of Board members elected at item (2), as of the meeting date and until March 16, 2027, date corresponding to the termination of the mandate of Board members appointed by Ordinary General Meeting of Shareholders Resolution no. 5 of March 14, 2023 |

- Item 4 Establishing the monthly fixed gross allowance of Board members appointed according to item 2, in compliance with Article 4 of Ordinary General Meeting of Shareholders Resolution no. 5 of March 14, 2023
- Item 5 Approving the mandate contract to be concluded with the Board of Directors members, elected in compliance with item (2), as proposed by the Ministry of Energy
- Item 6 Mandating the representative of the majority shareholder, the Ministry of Energy, in the Ordinary General Meeting of Shareholders, to sign on behalf of and for the Company, the mandate contracts of Board of Directors members, elected at item (2)
- Item 7 Approve the procurement of legal consulting, assistance, and/or external representation services to support the interests of the company in the context of the submission of a request for annulment of Commission Delegated Regulation (EU) 2025/1477 of 21 May 2025 and Commission Decision (EU) 2025/1479 of 22 May 2025
- Item 8 Approve the procurement of external legal consulting, assistance, and/or representation services in all process phases, to represent S.N.G.N. ROMGAZ S.A. interests in a criminal case/action
- Item 9 Approve procurement of legal external consultancy, assistance and/or representation services of S.N.G.N. ROMGAZ S.A. in case of an/some possible litigations/arbitrations with the contractor DURO FELGUERA and/or its subcontractors, derived from or related to development of CTE Iernut
- Item 10 Extension by 1 year of the Loan Facility Agreement no. 201812070225 concluded with Banca Comercială Română S.A. for issuing guarantee instruments in the form of letters of bank guarantee and irrevocable stand-by letters of credit up to a maximum limit of RON 500,000,000
- Item 11 Issuance of guarantee instruments from the loan, in USD/RON/EUR or other currencies, to cover the obligations of a third party i.e. for "ROMGAZ TRADING" S.R.L. subsidiary with its headquarters in Chişinău, Republic of Moldova
- Item 12 Authorization of S.N.G.N. ROMGAZ S.A. Board of Directors to approve the decrease and the subsequent increase of the loan up to the total maximum limit of RON 500,000,000
- Item 13 Authorization of the Chief Executive Officer and Chief Financial Officer of S.N.G.N. ROMGAZ S.A. to sign the current Addendum to the Loan Facility Agreement no. 201812070225 and the subsequent Addenda
- Item 14 Authorization of persons who have type I and II signing rights in Banca Comercială Română S.A. to sign the requests for issuing and modifying guarantee instruments under the facility granted by Banca Comercială Română S.A., as well as any other documents in connection with the Loan Facility Agreement no. 201812070225, irrespective of the form in which they are concluded, including but not limited to requests for drawing/issuing/modifying
- Item 15 Information on certain significant transactions concluded between Societatea Națională de Gaze Naturale "ROMGAZ" S.A. and banks controlled by the Romanian State

Item 16 Authorize the Chairman of the meeting and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders

The initial list comprising the candidate proposals for electing the members of S.N.G.N. „ROMGAZ” - S.A. Board of Directors, pursuant to item 2 on the updated agenda, shall be available for the shareholders at **Romgaz Registry Desk** and shall be published on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>), as of **October 29, 2025**. The initial list comprising candidate proposals for electing the members of Board of Directors can be supplemented with candidate proposals, by shareholders, until **November 4, 2025, 3:30 pm** (Romania time).

The candidate proposals for electing members of S.N.G.N. „ROMGAZ” - S.A. Board of Directors, pursuant to item 2 on the agenda, can be made in writing by shareholders and cumulatively in compliance with the following conditions:

- a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the proposal is filed by one shareholder acting as natural person or the name, registered office address, the shareholder registration number and the name of the institution/public authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal person;
- b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the proposal on behalf of the shareholder;
- c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative, natural persons, or name, registration number of the shareholder and the name of the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative legal persons, who files the proposal on behalf and on account of the shareholder;
- d) to be accompanied by the account statement proving the shareholder capacity and the number of shares owned;
- e) to indicate for each candidate the first and last name, residence and professional experience.
- f) to be accompanied by the candidate’s CV in Romanian or English;
- g) to provide, for each of the proposed candidates, a letter of consent for processing personal data in accordance with the consent letter form published on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>);
- h) to send it in Romanian or English at Romgaz Registry Desk by any type of courier service with receipt confirmation, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **November 4, 2025, 3:30 pm** (Romania time). Both means of transmission shall be clearly marked with capital letters “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 11, 2025”.

As of **November 4, 2025, 4:30 pm** (Romania time), the Final list comprising the candidate proposals for electing the members of SNGN „ROMGAZ” - S.A. Board of Directors, pursuant to item 2 on the updated agenda, shall be available for the shareholders at **Romgaz Registry Desk** and shall be published on the Company’s website (<https://www.romgaz.ro/en/shareholder-meetings>), together with the candidates C.V.

To ensure the confidentiality of the vote for revocation of S.N.G.N. ROMGAZ S.A. Board of Directors interim members, pursuant to item 1 on the updated agenda, the vote will be casted by each shareholder/shareholder representative by distinct voting ballots and, as the case may be, based on special power of attorney or by a general power of attorney.

To ensure the confidentiality of the vote for electing the Board members of S.N.G.N. „ROMGAZ” - S.A., pursuant to item 2 on the updated agenda, the vote will be casted by each shareholder/shareholder representative by distinct voting ballots and, as the case may be, based on special power of attorney or by a general power of attorney.

The voting ballot for electing the Board members, pursuant to item 2 on the updated agenda, shall be available in Romanian and English, as of **November 4, 2025, 4:30 pm** (Romania time), at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/en/shareholder-meetings>).

The special power of attorney for electing the Board members, pursuant to item 2 on the updated agenda, shall be available in Romanian and English, as of **November 4, 2025, 4:30 pm (Romania time)**, at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/en/shareholder-meetings>) and shall be filled in in three copies: one for the shareholder, one for the representative and one for the Company.

The voting ballots that shall be used for exercising the voting rights related to the other items on the updated agenda, shall be available in Romanian and English, as of **October 29, 2025**, at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/en/shareholder-meetings>).

The special power of attorney for exercising the voting rights regarding all other items on the updated agenda, shall be available in Romanian and English, as of **October 29, 2025**, at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/en/shareholder-meetings>).

The general power of attorney will be awarded by the shareholder acting as client, only to an agent as it is defined under Art. 2, Par. 1, point 19 of Law no. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

In case the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it provides an affidavit, signed by the credit institution's legal representative, stating:

- a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
- b) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS.

The voting ballots shall be sent as original copies, in Romanian or English, to ROMGAZ Registry Desk, by any type of courier service, with receipt confirmation, or by e-mail at secretariat.aga@romgaz.ro, having attached an qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, by **November 9, 2025, 12:00 pm** (Romania time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 11, 2025".

The special powers of attorney, the general powers of attorney and the affidavids of the institutions providing custodial services for one or more shareholders, shall be transmitted/submitted in original copies, in Romanian or English, by the shareholder or, as the case may be, the credit institution, at ROMGAZ Registry Desk, by any type of courier, with receipt confirmation, no later than **November 9, 2025, 12:00 pm** (Romania time), in enclosed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 11, 2025".

ROMGAZ Registry Desk is open every working day, as well as on Saturday, November 8, 2025, between 7:30 am - 3:30 pm (Romania time) and Sunday, November 9, 2025, between 7:30 am - 12:30 pm (Romania time).

The voting ballots/ special or general powers of attorney that are not received at ROMGAZ Registry Desk or by e-mail until **November 9, 2025, 12:00 pm** (Romania Time) shall not be counted for establishing the existence / non-existence of the majority of validly cast votes in the OGMS.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DUMITRU CHISĂLIȚĂ**