No. 47834/17.11.2025

To: S.N.G.N. Romgaz S.A. General Meeting of Shareholders

Subject: Draft Addenda to the Mandate Contracts Concluded with Members of S.N.G.N. Romgaz S.A. Board of Directors

Pursuant to Resolution No. 5 dated March 14, 2023, the General Meeting of Shareholders appointed Romgaz board members for a 4-year mandate from March 16, 2023 to March 16, 2027 and approved their mandate contracts. Subsequently, 4 addenda were concluded. Out of the 7 board members appointed pursuant to Resolution No. 5 dated March 14, 2023, 5 board members currently hold this position.

Pursuant to Resolution No. 9 dated November 11, 2025, the General Meeting of Shareholders appointed 2 board members, from November 11, 2025 to March 16, 2027 and approved their mandate contracts.

On October 17, 2025, Law 158/2025 amending and supplementing GEO 109/2011 on corporate governance of public companies (hereinafter referred to as Law 158/2025) was published in the Official Gazette of Romania.

Law 158/2025, entered into force on October 20, 2025, provides a new level and mechanism for setting the allowance of board members and managers of public companies.

Regarding non-executive board members, pursuant to Article I, item 28 of Law 158/2025, *the remuneration of non-executive members of the Board of Directors or of the Supervisory Board is made up of a fixed monthly allowance. The fixed monthly allowance cannot exceed twice the average of the monthly gross average salary on the last 12 months for the activity carried out pursuant to the main activity of the company, at class level, pursuant to the classification of activities in the national economy provided by the National Institute of Statistics prior to the appointment.*

Pursuant to Article III of Law 158/2025, the board members of public companies whose remunerations under payment exceed the limits provided in Article 37 of GEO 109/2011 on corporate governance of public companies, approved as amended and supplemented by Law No. 111/2016 as subsequently amended and supplemented, are required to conclude, within 60 days from the date of entry into force of the law, addenda to the mandate contracts in order to set remunerations and benefits within the limits provided by the law.

Thus, pursuant to Law 158/2025 an addendum to the mandate contract of board members appointed under Resolution No. 5 dated March 14, 2023 must be concluded, pursuant to which, among other things:

- to remove the variable component starting with January 1, 2026;
- to stipulate that the fixed component of the allowance remains the only granted remuneration (as provided in the mandate contract motivated by the fact that the fixed allowance falls within the limits of Article I item 28 of Law 158/2025);
- to change the weight of the key performance indicators set to monitor the performance of board members.

Furthermore, to comply with Law 158/2025, it is required to conclude an addendum to the mandate contract of board members appointed under GMS Resolution No. 9 dated November 11, 2025, to change the weights of the key performance indicators under the mandate contract in a similar manner.

Annexed hereto:

- draft addendum to the mandate contract of board members appointed under OGMS Resolution No. 5 dated March 14, 2023
- draft addendum to the mandate contract of board members appointed under OGMS Resolution No. 9 dated November 11, 2025

Thereby, in view of the above, we hereby submit the following draft resolutions to the General Meeting of Shareholders:

”The General Meeting of Shareholders approves the form and the content of Addendum No. 5 to the mandate contract concluded with the members of the Board of Directors appointed under GMS Resolution No. 5/March 14, 2023”

”The General Meeting of Shareholders approves the form and the content of Addendum No. 1 to the mandate contract concluded with the members of the Board of Directors appointed under GMS Resolution No. 9/November 11, 2025”

Best regards,

Chairman of the Board of Directors
S.N.G.N. Romgaz S.A.
Marius Gabriel NUŢ