



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: December 18, 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 events to be reported:

- **Resolution of the Ordinary General Meeting of Shareholders of SNGN ROMGAZ SA of December 18, 2025 (OGMS)**

The quorum conditions for the OGMS have been fulfilled according to the provisions of Article 15, paragraph 12 from SNGN ROMGAZ SA Articles of Incorporation and of Article 112 from the Company Law no.31/1990.

The draft resolutions proposed for items 5, 6, 7 and 8 on the OGMS agenda were not adopted, because they did not obtain the majority of validly cast votes for adoption.

Attached: Resolution no.10 of the Ordinary General Meeting of Shareholders of SNGN ROMGAZ SA on December 18, 2025

**Chief Executive Officer,
Razvan POPESCU**

RESOLUTION NO. 10/December 18, 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 December 18, 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

Approves the form and substance of the addendum to the contracts of mandate of SNGN Romgaz SA Board members, appointed by OGMS Resolution No. 5/March 14, 2023, to implement the modifications to GEO No. 109/2011 on corporate governance of public companies, as amended by Law No. 158/2025, as proposed by the Ministry of Energy.

The resolution was approved with 3,408,090,690 votes representing 88.42% from the total number of votes exercisable and 99.14% from the total votes validly casted.

Article 2

Approves the form and substance of the addendum to the contracts of mandate of SNGN Romgaz SA Board members, appointed by OGMS Resolution No. 9/November 11, 2025, to implement the modifications to GEO No. 109/2011 on corporate governance of public companies, as amended by Law No. 158/2025, as proposed by the Ministry of Energy.

The resolution was approved with 3,408,090,690 votes representing 88.42% from the total number of votes exercisable and 99.14% from the total votes validly casted.

Article 3

Authorises the representative of the majority shareholder, the Ministry of Energy in the Ordinary General Meeting of Shareholders, to sign for and on behalf of SNGN Romgaz SA the addenda to the contracts of mandate, as proposed by the Ministry of Energy, of Board members appointed by OGMS Resolution No. 5 /March 14, 2023.

The resolution was approved with 3,408,090,690 votes representing 88.42% from the total number of votes exercisable and 99.15% from the total votes validly casted.

Article 4

Authorises the representative of the majority shareholder, the Ministry of Energy in the Ordinary General Meeting of Shareholders, to sign for and on behalf of SNGN Romgaz SA the addenda to the contracts of mandate, as proposed by the Ministry of Energy, of Board members appointed by OGMS Resolution No. 9/November 11, 2025.

The resolution was approved with 3,408,090,690 votes representing 88.42% from the total number of votes exercisable and 99.15% from the total votes validly casted.

Article 5

Takes note of the Report regarding the transactions concluded by SNGN Romgaz SA with banking companies controlled by the Romanian State, during the period October 9, 2025 - November 11, 2025, according to the provisions of art. 52, paragraph (3) of GEO No. 109/2011.

The resolution was approved with 3,251,942,997 votes representing 84.37% from the total number of votes exercisable and 93.39% from the total votes validly casted.

Article 6

Authorises the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The resolution was approved with 3,482,770,851 votes representing 90.36% from the total number of votes exercisable and 100.00% from the total votes validly casted.

This document was drafted on December 18, 2025, in 4 (four) copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
MARIUS-GABRIEL NUȚ**

**SECRETARY OF THE MEETING
IONELA ȘTEFAN**