

# ROMGAZ



2025

## ANNUAL FINANCIAL REPORT

on the remuneration, benefits and/or  
other advantages granted to the Members  
of the Board and Officers of  
S.N.G.N. ROMGAZ S.A.

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## 2025 ANNUAL FINANCIAL REPORT on the remuneration, benefits and/or other advantages granted to Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.<sup>1</sup>

2025 Annual Financial Report on the remuneration, benefits and/or other advantages to Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.<sup>2</sup> is drafted in accordance with the following provisions:

- *Art. 107 of Law No. 24/2017 on financial instruments and market operations issuers<sup>3</sup>, respectively: the issuer drafts a clear and comprehensible report providing a broad image on the remunerations, including all benefits, regardless of the form, granted or due individually to executives, including the ones new recruited and former executives, during the last financial year, according to the remuneration policy provided in Art. 106,*  
and
- *Art. 55 (2) of GEO No. 109/2011 on public companies' corporate governance<sup>4</sup>, respectively: The Nomination and Remuneration Committee of the Board of Directors (...) elaborates an annual report on the remunerations and other benefits granted to directors and managers, members of the supervisory committee and members of the board, respectively, during the financial year.*

This Report shall be presented and submitted to vote within Romgaz Ordinary General Meeting of Shareholders, convened on April 29, 2026, and made public on Romgaz website, according to Art. 107 (7) of Law 24/2017, following the approval.

According to Article 107 (6) of Law 24/2017, this Report was prepared in line with the Romgaz Ordinary General Meeting of Shareholders resolutions, of April 29, 2025, taking note of the *2024 Annual Financial Report on the remuneration, benefits and/or other advantages granted to Members of the Board and Officers of Romgaz*, with 559,801,989 votes casted, representing 14,52% of the rights to vote and 67,43% of the total valid votes cast.

This Report is supplemented by the information in Annual Consolidated Report and the Financial Statements available on Romgaz website - [www.romgaz.ro](http://www.romgaz.ro) section *Investors* → *Annual Reports* → 2025.

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<sup>1</sup> S.N.G.N. ROMGAZ S.A - Societatea Națională de Gaze Naturale Romgaz S.A. („Romgaz”/ „the Company”)

<sup>2</sup> Hereinafter, Report

<sup>3</sup> hereinafter, Law 24/2017

<sup>4</sup> hereinafter, OUG 109/2011



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## I. Report Premises

### I.1. Applicable Legal and Internal Rules

For the presentation, structuring and analysis of information included in the Report, the following aspects were considered:

- a) **Applicable legal provisions:**
  - Articles 106 and 107 of Law 24/2017;
  - Article 55 (2) and (3) of GEO 109/2011;
  - Article 37 of GEO 109/2011, regarding remuneration of Board of Directors members;
  - Article 38 of GEO 109/2011, regarding remuneration of Officers;
  - Article 39 of GEO 109/2011, regarding benefits and/or other advantages granted to Board of Directors members and Officers;
  - Article 111, Article 142, Article 153<sup>18</sup> of Law no. 31/1990 on companies.
- b) **Applicable Romgaz Internal Regulations and Rules:**
  - Romgaz Article of Incorporation, updated and approved by Romgaz Extraordinary General Meeting of Shareholders Resolution No. 17/2023;
  - Internal Rules of the Nomination and Remuneration Committee, approved by Romgaz Board of Directors (hereinafter the Board/BoD) on October 22, 2025;
  - Romgaz Corporate Governance Code;
  - Romgaz Remuneration Policy, approved by the General Meeting of Shareholders (hereinafter GMS) on April 28, 2022.
- c) **Romgaz GMS/BoD Resolutions**, relevant for the reporting period (2025 financial year), and, respectively, Annex 1 to this Report - *GMS Resolutions on ROMGAZ BoD members mandates during the reporting period*;
- d) **Romgaz BoD Resolutions** on Company Officers<sup>5</sup> issued during the reporting period are included in Annex 2 - *ROMGAZ BoD Resolutions on the Officer mandates for the reporting period*.

### I.2. Role and Functions of Romgaz Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Romgaz is an advisory committee set up under Romgaz BoD, with duties related to training of BoD members, remuneration of BoD members and of Officers, in compliance with the remuneration policy, and assessment of BoD and executive management performance.

According to the Nomination and Remuneration Committee Rules, revised, approved by BoD resolution no. 57 of August 13, 2025, the main purpose of the Committee is:

- a) Involvement in the Officers recruitment and selection process;
- b) to organise training sessions for the BoD members;
- c) to make proposals for the remuneration of BoD members and of Officers, by complying with the remuneration policy transmitted by Agenția pentru Monitorizarea și Evaluarea Performanțelor Întreprinderilor Publice (the Agency for Performance Monitoring and Evaluation of Public Entities) (hereinafter AMEPIP);
- d) to support the BoD in assessing its own performance, as well as the performance of the executive management.

In terms of *remuneration activity*, the Nomination and Remuneration Committee:

- makes proposals for Romgaz GMS related to the BoD members' remuneration level;
- makes proposals for the Officers' remuneration within the general limits set by Romgaz GMS and the law;
- elaborates BoD members' and Officers' Remuneration Policy, and submits such for the endorsement of Romgaz BoD and the approval of Romgaz GMS;

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<sup>5</sup> CEO, Deputy CEO and CFO

- submits the BoD members' and Officers' Remuneration Policy for endorsement to Romgaz BoD and for approval to the Romgaz GMS, with the occasion of each significant change, and at least every four years;
- drafts an *Annual Report on Remuneration, Benefits and/or other Advantages granted to BoD members and to Officers*, such report shall be submitted to Romgaz GMS meeting when the annual financial statements are approved.

Romgaz Nomination and Remuneration Committee Membership on December 31, 2025, established by Romgaz BoD Resolution:

- ✓ Răzvan Braslă - Chairman
- ✓ Botond Balazs - member
- ✓ Marius Gabriel Nuț - member

### I.3. Status of Mandates of Directors and Officers for 2025 Financial Year

During the reporting period, Romgaz Officers and BoD members carried out their activity pursuant to their mandate contracts, and their status is presented in *Annex 1* and *Annex 2* to this Report.

Over 2025 financial year, Romgaz BoD included both interim and permanent members. The period and type of their mandate contracts are shown in the table below:

Item No.	Name of Board member	Mandate	Mandate effective date	Mandate termination date
1	Balazs Botond	permanent	March 16, 2023	March 16, 2027
2	Braslă Răzvan	permanent	March 16, 2023	March 16, 2027
3	Jude Aristotel Marius	permanent	March 16, 2023	March 16, 2027
4	Nuț Marius-Gabriel	permanent	March 16, 2023	March 16, 2027
5	Stoian Elena-Lorena	permanent	March 16, 2023	March 16, 2027
6	Drăgan Dan Dragoș	permanent	March 16, 2023	April 15, 2025 - revoked
7	Sorici Gheorghe Silvian	permanent	March 16, 2023	April 15, 2025 - revoked
8	Benchea Cornel	interim	April 16, 2025	May 14, 2025 - resignation
9	Chisăliță Dumitru	interim	April 16, 2025	November 10, 2025
10	Benghea-Mălăieș Andrei Gabriel	permanent	November 11, 2025	March 16, 2027
11	Plaveti Iulius Dan	permanent	November 11, 2025	March 16, 2027

During the reporting period no changes have occurred related to the Officers' mandates. Their status is shown in the table below:

Item no.	Officer's Name	Title	Mandate	Mandate effective date	Mandate termination date
1	Popescu Răzvan	Chief Executive Officer	permanent	May 16, 2023	May 16, 2027
2	Jude Aristotel Marius	Deputy Chief Executive Officer	permanent	May 16, 2023	May 16, 2027
3	Trânbițaș Gabriela	Chief Financial Officer	permanent	May 16, 2023	May 16, 2027

Following the permanent BoD members' appointment, for a 4 year mandate, as of March 16, 2023, Romgaz shareholders approved by Resolution no. 12 of September 11, 2023, the financial and non-financial performance indicators resulted from the Governance Plan, the variable annual component of BoD members and Officers remuneration, the threshold of the monthly fixed allowance and of the variable annual variable component of BoD members and Officers remuneration. The amount of the variable component and the Officers' remuneration as well as its calculation and payment was approved by Romgaz BoD, by Resolution no. 87 of September 19, 2023.

On June 30, 2025, Romgaz shareholders approved the key financial and non-financial performance indicators of non-executive BoD members and Officers, resulted from Romgaz Governance Plan, in compliance with the minimum threshold established for the Company, according to the Annex to the Order No. 651/2024 of the Chairman of AMEPIP, attached to the mandate contracts of Officers and BoD members.

Pursuant to Law no. 158/2025 amending and supplementing GEO no. 109/2011 on corporate governance of public companies (Law no. 158/2025), Romgaz BoD members and Officers mandate contracts were amended as of December 18, 2025. The addendums concluded to this effect provide the following:

- removal of the variable component of non-executive BoD members remuneration;
- amending the key performance indicators' weights of non-executive BoD members;
- amending the fixed and variable remuneration of Officers;
- establishing the total amount of the benefits granted to BoD members and Officers during one year of mandate.

The BoD members appointed in November 2025 benefit from a remuneration consisting exclusively of a monthly fixed allowance.

The variable component is established in compliance with the level of fulfilment of the key performance indicators approved by the GMS and it is granted annually, on a pro-rata basis corresponding to the period worked during the year under the mandate contract.

Payment of the variable remuneration is made in maximum 15 days from the approval by the GMS of the Company's audited financial statements and submission of the NRC Annual Report.

According to terminated and/or effective contracts of mandate in 2025, Romgaz BoD members and Officers received the equivalent value of rights representing **benefits and other advantages**, which must be recorded in the annual financial statements, according to Article 39 of GEO no. 109/2011. For 2025 financial year, values are detailed in *Chapter II* of the Report for each position held.

**Considering the above-mentioned aspects, the Report sets out the remuneration, benefits, and/or advantages granted and due to Romgaz BoD members and Officers in 2025, as follows:**

For permanent non-executive BoD members appointed in March 2023:

- fixed monthly allowance - for mandate performance in 2025;
- variable component - paid in 2025 for achieving the performance indicators for 2024;
- provisioned variable component - shall be granted for the period January 1, 2025 - December 17, 2025, for achieving the performance indicators, upon the approval of the Company's Annual Audited Financial Reports by the GMS;
- benefits and/or other advantages provided in the terminated or effective contracts of mandate and paid in 2025.

For permanent non-executive BoD members appointed in November 2025:

- fixed monthly allowance - for mandate performance in 2025;
- benefits and/or other advantages provided in the terminated or effective mandate contracts, and paid in 2025.

For interim BoD members:

- fixed monthly allowance - for the interim mandate performance;
- benefits and/or other advantages provided in the terminated or effective contracts of mandate and paid in 2025.

For Officers:

- fixed monthly allowance - for mandate performance in 2025;
- variable component - paid in 2025 for fulfilling the performance indicators for 2024;
- provisioned variable component - for fulfilling the performance indicators for 2025, to be paid upon the approval of the Company's Annual Audited Financial Reports by the GMS;
- benefits and/or other advantages provided in the terminated or effective mandate contracts, and paid in 2025.

## II. Remuneration Report for 2025 Financial Year

### II.1. Structure of Report

According to **Article 107 of Law 24/2017** corroborated with the provisions of **Article 55 (2) and (3) of GEO no. 109/2011**, the information included in this Report is structured by category as follows:

- total remuneration split by components, the relative ratio of fixed and variable remuneration, including:
  - explanatory note on how the total remuneration complies with the adopted remuneration policy, including the way it impacts the long-term performance of the Company;
  - information on the application of performance criteria;
- other rights, benefits and/or advantages, which, according to the law, are not part of the remuneration of BoD members and Officers for mandate performance;
- annual change in remuneration, issuer's performance and of the average remuneration based on full-time equivalent of issuer's employees who are not BoD members and Officers, at least not for the past 5 financial years, presented together in a way that allows comparison;
- any remuneration received from any entity belonging to the same group;
- information on using the option to recover variable remuneration;
- information on contract term, negotiated termination notice period, amount of damages for unjust revocation;
- number of shares and share options granted or offered, and the main conditions for exercising relating rights, including the exercising price and date together with any modification thereof;
- considerations justifying any annual bonus scheme or non-monetary benefits;
- any additional or early retirement schemes;
- information on any deviation from the Remuneration Policy implementation procedure.

### II.2. Report Content

#### II.2.1. Total remuneration split by component, relative ratio of fixed and variable remuneration.

##### a) Remuneration of permanent non-executive BoD members, appointed in March 2023

###### Fixed remuneration

The gross amount of the fixed allowance of non-executive BoD members appointed in March 2023, was established by the Ordinary General Meeting of Shareholders (OGMS) Resolution no. 5 of March 14, 2023, equal to twice the average of monthly gross average salary over the past 12 months for the activity carried out in accordance with Romgaz main business, at the level of class of activity, in accordance with the classification of activities of the national economy, as communicated by the National Institute of Statistics, prior to appointment.

In compliance with the threshold provided in Romgaz Remuneration Policy - Chapter 6.

###### Variable remuneration paid in 2025 for fulfilling the performance indicators for 2024

In 2024, the degree of performance indicators fulfilment for non-executive BoD members was **153.04%**. Payment of the variable remuneration due for 2024 was made following the submission to the General Meeting of Shareholders of *2024 Annual Financial Report on Remuneration, the benefits and/or other advantages granted to Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.* and the approval of Company's annual audited Financial Statements by OGMS Resolution no. 4 of April 29, 2025.

The calculation method and the performance indicators underlying the remuneration variable component were provided in *2024 Annual Financial Report on Remuneration, benefits and/or other advantages granted to Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.*

###### Provisioned variable remuneration

- for January 1 - December 17

BoD non-executive members' remuneration variable component was approved by OGMS Resolution no. 12 of September 11, 2023 in the amount of 12 fixed monthly allowances and is compliant with the threshold established in Romgaz Remuneration Policy - Chapter 6.

According to the calculation method provided in the addendum to the mandate contract of the non-executive BoD members, the annual variable remuneration due is the product of the remuneration variable component provided in the addendum to the mandate contract, and the total degree of performance indicators fulfilment, for the year for which it is granted.

Depending on the total degree of performance indicators fulfilment (GTI), the variable component is granted as follows:

- GTI  $\geq$  100%, the remuneration variable component is fully granted;
- $50\% \leq$  GTI < 100%, the remuneration variable component is granted pro rata;
- GTI < 50%, the BoD members may be revoked.

➤ for December 18 - December 31

Following the amendments by Law 158/2025 and the execution of the Addenda to the mandate contracts, in the form approved by the OGMS Resolution no. 10 of December 18, 2025, as of this date, the remuneration of non-executive BoD members consists exclusively of a fixed monthly allowance.

## b) Remuneration of permanent non-executive BoD members, appointed in November 2025

The remuneration of non-executive BoD members appointed in November 2025 consists exclusively of a fixed monthly allowance, and was established by OGMS Resolution no. 9 of November 11, 2025, equal to twice the average of the monthly gross average salary over the past 12 months for the activity carried out in accordance with Romgaz main business, at the level of class of activity, in accordance with the classification of activities of the national economy, as communicated by the National Institute of Statistics, prior to the appointment of the initial BoD members.

In compliance with the threshold established in Romgaz Remuneration Policy - Chapter 6.

## c) Interim BoD members Remuneration

Consists exclusively of a fixed monthly allowance and it was provided by GMS Resolution appointing the interim BoD members, and it is equal to twice the average of monthly gross average salary over the past 12 months for the activity carried out in accordance with Romgaz main business, at the level of class of activity, in accordance with the classification of activities of the national economy, as communicated by the National Institute of Statistics, prior to the appointment of the initial BoD members.

In compliance with the provisions in Romgaz Remuneration Policy - Chapter 9

The financial and non-financial key performance indicators (KPI) for non-executive BoD members, approved by OGMS Resolution No. 5 of June 30, 2025, and their achievement rate in 2025 are detailed in the tables below:

### 1. Financial Key Performance Indicators

Item no.	KPI	Objective	Target January - December 2025	Achieved January - December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Non-executive BoD members Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8	9=6*8	10=7*8
1	Revenue (RON thousand)	Achieve the target	7,054,688	7,579,634	1.07	1.00	6%	6.45%	6.00%

Item no.	KPI	Objective	Target January - December 2025	Achieved January - December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Non-executive BoD members Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8	9=6*8	10=7*8
		committed in the IEB							
2	EBITDA margin (%)	Minimum 41%	41.00%	74.02%	1.81	1.00	4%	7.22%	4.00%
3	Operating expenses for RON 1,000 operating income (RON)	Maintaining the level committed in the IEB	402.42	286.30	1.41	1.00	4%	5.62%	4.00%
4	Labour productivity (in value units) (RON thousand operating income/ person)	Achieve the target committed in the IEB	1,359.91	1,523.08	1.12	1.00	6%	6.72%	6.00%
5	Ratio between liabilities and EBITDA	>0	>0	1.63	1.00	1.00	6%	6.00%	6.00%
6	Operating profit margin (%)	Minimum 24.70%	24.70%	46.89%	1.90	1.50	6%	11.39%	9.00%
7	Dividend payout ratio (%)	Minimum 50%	according to legal provisions	according to legal provisions	1.00	1.00	6%	6.00%	6.00%
8	Capital expenditure ratio (%)	Minimum 6.19%	6.19%	15.26%	2.47	1.00	1%	2.47%	1.00%
9	Current liquidity ratio	Minimum 1.00	1.00	5.15	5.15	1.00	5%	25.75%	5.00%
10	Receivables turnover ratio	Minimum 3.14	3.14	10.66	3.39	1.00	6%	20.37%	6.00%
<b>Degree of achievement of financial KPI</b>							<b>50%</b>	<b>97.99%</b>	<b>53.00%</b>

\*In columns 7) and 10), the actual achievement rate was considered for each indicator, but not more than 100%, with the exception of the profitability indicator (operating profit margin), for which the actual level achieved was considered, but not more than 150%, according to Article 13, paragraph (4) of Annex No. 2 to Decision 639/2023 approving the methodological rules for the application of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises.

## 2. Non-financial Key Performance Indicators

Item No.	KPI	Objective	Achieved January-December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Non-executive BoD members Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8=5*7	9=6*7
Operațional						20%	22.27%	18.99%

Item No.	KPI	Objective	Achieved January-December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Non-executive BoD members Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8=5*7	9=6*7
1	Natural gas production decline	Maintaining the annual decline of maximum 2.5% as compared to 2022	1.08	1.08	1.00	5%	5.40%	5.00%
2	Emissions in the applicable area 1t	Reducing/maintaining specific CO <sub>2</sub> emissions directly generated by electricity generation plant (max. 0,565)	0.01	0.99	0.99	1%	0.99%	0.99%
3	Fulfilling the natural gas supply obligation	100% of contracted gas quantity	100%	1.00	1.00	5%	5.00%	5.00%
4	Average number of training hours per employee	Minimum 18	31.02	1.72	1.00	4%	6.88%	4.00%
5	Implementing a safety system for employees	YES	100%	1.00	1.00	4%	4.00%	4.00%
6	Total frequency of recorded accidents	zero	1.25%	0.00	0.00	1%	0.00%	0.00%
Public service orientated						7%	9.31%	7.00%
7	Score of client satisfaction **	Minimum 75%	100%	1.33	1.00	7%	9.31%	7.00%
Corporate Governance						23%	41.23%	23.00%
8	Rate of independent members in the Board of Directors	Higher than 55%	56.07%	1.02	1.00	2%	2.04%	2.00%
9	Number of BOD meetings	Minimum 12	57.00	4.75	1.00	3%	14.25%	3.00%
10	Rate of participation in BOD meetings	100%	99.82%	1.00	1.00	2%	2.00%	2.00%
11	Number of meetings of the Audit Committee	Minimum 4/year	17	4.25	1.00	2%	8.50%	2.00%
12	Rate of women in executive positions	Minimum 30%	33.33%	1.11	1.00	4%	4.44%	4.00%
13	Reporting in due time the company performance	Fully observe the reporting schedule	100%	1.00	1.00	5%	5.00%	5.00%

Item No.	KPI	Objective	Achieved January-December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Non-executive BoD members Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8=5*7	9=6*7
	indicators, according to the financial calendar							
14	Implementing the National Anticorruption System	Implementing in due time the measures provided under Romgaz Integrity Plan	100%	1.00	1.00	5%	5.00%	5.00%
<b>Degree of achievement of non-financial KPI</b>						<b>50%</b>	<b>72.81%</b>	<b>48.99%</b>

<b>DEGREE OF ACHIEVEMENT OF KEY PERFORMANCE INDICATORS FOR NON-EXECUTIVE BoD MEMBERS</b>	<b>100%</b>	<b>170.80%</b>	<b>101.99%</b>
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\*In columns 6) and 9) for each indicator, the actual degree of achievement was considered, but not more than 100%, according to Article 13, paragraph (4) of Annex No. 2 to Decision 639/2023 approving the methodological rules for the application of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises.

\*\*The indicator is calculated based on the information held in 2025.

In 2025, the degree of achievement of key performance indicators for non-executive BoD members was 101.99%. Payment of the due variable remuneration of BoD members appointed in March 2023 shall be made after the submission of the related Report within the General Meeting of Shareholders and the approval of the Company's annual audited Financial Statements.

## Details regarding the remuneration for Romgaz BoD members - 2025 financial year

Item no.	Name and surname	Fixed Net remuneration (RON)	*Granted Net Variable remuneration (RON)	Total Net Granted Remuneration (RON)	Relative share of Fixed remuneration	Relative share of Variable remuneration	**Provisioned Variable Gross remuneration (RON)
1	2	3	4	5=3+4	6=3/5	7=4/5	8
1	Nuț Marius-Gabriel	192,187	192,188	384,375	50%	50%	315,935
2	Balazs Botond	192,187	192,188	384,375	50%	50%	315,935
3	Benghea-Mălaieș Andrei Gabriel	27,226	0	27,226	100%	-	0
4	Braslă Răzvan	192,187	192,188	384,375	50%	50%	315,935
5	Jude Aristotel Marius***	0	0	0	-	-	0
6	Plaveti Iulius Dan	27,226	0	27,226	100%	-	0
7	Stoian Elena-Lorena	192,187	192,188	384,375	50%	50%	315,935
8	Chisăliță Dumitru	109,703	0	109,703	100%	-	0
9	Benchea Cornel	15,672	0	15,672	100%	-	0
10	Drăgan Dan Dragoș	55,256	192,188	247,444	22%	78%	91,810
11	Sorici Gheorghe Silvian	55,256	192,188	247,444	22%	78%	91,810

Item no.	Name and surname	Fixed Net remuneration (RON)	*Granted Net Variable remuneration (RON)	Total Net Granted Remuneration (RON)	Relative share of Fixed remuneration	Relative share of Variable remuneration	**Provisioned Variable Gross remuneration (RON)
1	2	3	4	5=3+4	6=3/5	7=4/5	8
	<b>TOTAL</b>	<b>1,059,087</b>	<b>1,153,128</b>	<b>2,212,215</b>	<b>48%</b>	<b>52%</b>	<b>1,447,360</b>

\*Variable remuneration granted in 2025 for 2024.

\*\* Provisioned variable remuneration for 2025 that shall be granted in 2026.

\*\*\* During the reporting period Mr. Jude Aristotel Marius was executive BoD member, and Deputy Chief Executive Officer.

The total net remuneration granted to non-executive BoD members in 2025 financial year was RON 2,212,215.

The fixed net remuneration granted to non-executive BoD members in 2025 financial year was RON 1,059,087.

The variable net remuneration granted to non-executive BoD members in 2025 financial year, for 2024, was RON 1,153,128.

The relative share of fixed remuneration was 48%.

The relative share of variable remuneration 52%.

The provisioned variable gross remuneration due to non-executive BoD members for the period between January 1, 2025 - December 17, 2025 is RON 1,447,360, decreased compared to the one provisioned for 2024, in the amount of RON 1,971,216.

## d) Executive BoD members remuneration

As an executive member of the Board of Directors, the Deputy Chief Executive Officer held both a mandate contract for his position as a member of the Board of Directors and a mandate contract for his position as Officer. The Deputy Chief Executive Officer is strictly entitled to the remuneration provided for in the mandate contract for his position as Officer.

## e) Officer's remuneration

### Fixed remuneration

The fixed gross monthly remuneration was provided in compliance with the applicable legislation in the mandate contract of each officer, approved by BoD Resolution.

#### ➤ for January 1 - December 17

The gross monthly fixed remuneration of Officers with a mandate was approved by the BoD Resolution No. 55/May 15, 2023, equal to: 6 times (for the Chief Executive Officer and Deputy Chief Executive Officer), and 5 times (for the Chief Financial Officer) the average of monthly gross average salary over the past 12 months for the activity carried out in compliance with Romgaz main business, at the level of class of activity, in compliance with the classification of activities of the national economy, as communicated by the National Institute of Statistics, prior to appointment.

These comply with the thresholds approved by Romgaz shareholders and regulated in the applicable Romgaz Remuneration Policy - Chapter 7.

#### ➤ for December 18 - 31

According to the amendments brought by Law 158/2025, the fixed monthly allowance for officers on mandate was established at 5 times the average of monthly gross average salary over the past 12 months for the activity carried out in compliance with Romgaz main business, at the level of class of activity, in compliance with the classification of activities of the national economy, as communicated by the National Institute of Statistics, prior to appointment.

Variable remuneration paid in 2025 - for fulfilment of performance indicators related to 2024

In 2024, the degree of performance indicators fulfilment for non-executive BoD members was 121,48%. Payment of the variable remuneration in 2024 was made following the submission of the 2024 *Report on remunerations, benefits and/or other advantages granted to ROMGAZ BoD members and Officers* in the General Meeting of Shareholder and the approval of Company's annual audited Financial Statements by OGMS Resolution no. 4 of April 29, 2025.

The underlying calculation method and the performance Indicators were provided In 2024 *Annual Financial Report on Remuneration, benefits and/or other advantages granted to Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.*

## Provisioned variable remuneration

### ➤ for January 1 - December 17

The remuneration variable component was provided by BoD Resolution no. 87 of September 19, 2023, in the amount of 24 fixed gross monthly allowances for the Chief Executive Officer and the Deputy Chief Executive Officer, respectively, 12 fixed gross monthly allowances for the Chief Financial Officer.

The remuneration policy does not provide a threshold for the variable allowance for Romgaz Officers, the thresholds are established by the company's shareholders by Resolution no. 12 of September 11, 2023.

According to the calculation method provided in the addendum to the Officers mandate contract, the annual variable remuneration due is the product of the variable component of the remuneration established by addendum to the mandate contract and the total degree of the performance indicators fulfilment for the year for which it is granted.

Depending on the total degree of performance indicators fulfilment (GTI), the variable component is granted as follows:

- $GTI \geq 100\%$ , the remuneration variable component is fully granted;
- $50\% \leq GTI < 100\%$ , the remuneration variable component is granted pro rata;
- $GTI < 50\%$ , the Officer may be revoked.

### ➤ for December 18 - 31

Officers' remuneration variable component was established by addendum to mandate contracts to twice the average of the monthly gross average salary over the past 12 months for work carried out in compliance with the main business registered by Romgaz, at the level of class of activity, in compliance with the classification of activities of the national economy, as communicated by the National Institute of Statistics, prior to nomination.

The remuneration variable component is established in compliance with the total degree of key performance indicators fulfilment.

GTI - Total degree of key performance indicators achievement may be:

- Bellow expectations, if GTI is up to 85%;
- According to expectations, if GTI is between 85% and 100%;
- Above expectations, if GTI is over 100%.

When assessing GTI, the actual degree of achievement is taken into account for each indicator used, but not more than 100%, except for the key performance indicators in the category of profitability indicators, in which case the actual level achieved is taken into account, but not more than 150%.

The variable component of officers' remuneration is paid only if the GTI is meeting or exceeding expectations.

The financial and non-financial key performance indicators for Executive BoD members/Officers, approved by OGMS Resolution No. 5 of June 30, and their degree of fulfilment in 2025 are detailed in the tables below:

## 1. Financial key performance indicators

Item no.	KPI	Objective	Target January - December 2025	Achieved January - December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Executive BoD members/ Officers Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8	9=6*8	10=7*8
1	Revenue (RON thousand)	Achieve the target committed in the IEB	7,054,688	7,579,634	1.07	1.00	9%	9.67%	9.00%
2	EBITDA margin (%)	Minimum 41%	41.00%	74.02%	1.81	1.00	5%	9.03%	5.00%
3	Operating expenses for RON 1,000 operating income (RON)	Maintaining the level committed in the IEB	402.42	286.30	1.41	1.00	6.5%	9.14%	6.50%
4	Labour productivity (in value units) (RON thousand operating income/person)	Achieve the target committed in the IEB	1.359,91	1.523,08	1.12	1.00	5%	5.60%	5.00%
5	CAPEX (%)	Minimum 75% IEB	75%	72%	0.96	0.96	3.5%	3.36%	3.36%
6	Ratio between liabilities and EBITDA	>0	>0	1.63	1.00	1.00	5%	5.00%	5.00%
7	Operating profit margin (%)	Minimum 24.70%	24.70%	46.89%	1.90	1.50	5%	9.49%	7.50%
8	Dividend payout ratio (%)	Minimum 50%	according to legal provisions	according to legal provisions	1.00	1.00	6.5%	6.50%	6.50%
9	Immediate liquidity ratio	Minimum 0.80	0.80	4.84	6.05	1.00	2.5%	15.13%	2.50%
10	Inventory turnover	Minimum 6.02	6.02	18.55	3.08	1.00	2%	6.16%	2.00%
<b>Degree of achievement of financial KPI</b>							<b>50%</b>	<b>79.07%</b>	<b>52.36%</b>

\*In columns 7) and 10), the actual achievement rate was considered for each indicator, but not more than 100%, with the exception of the profitability indicator (operating profit margin), for which the actual level achieved was considered, but not more than 150%, according to Article 13, paragraph (4) of Annex No. 2 to Decision 639/2023 approving the methodological rules for the application of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises.

## 2. Non-Financial key performance indicators

Item No.	KPI	Objective	Achieved January - December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Executive BoD members/ Officers Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8=5*7	9=6*7
Operational						25%	28,71%	22.99%
1	Natural gas production decline	Maintaining the annual decline of maximum 2.5% as compared to 2022	1.08	1.08	1.00	7%	7.56%	7.00%
2	Emissions in the applicable area 1t	Reducing/maintaining specific CO <sub>2</sub> emissions directly generated by electricity generation plant (0,565)	0.01	0.99	0.99	1%	0.99%	0.99%
3	Fulfilling the natural gas supply obligation	100% of contracted gas quantity	100%	1.00	1.00	5%	5.00%	5.00%
4	Market share**	More than 40%	70.15%	1.75	1.00	4%	7.00%	4.00%
5	Average number of training hours per employee	Minimum 18	31.02	1.72	1.00	3%	5.16%	3.00%
6	Number of safety trainings	4	37,125	1.00	1.00	3%	3.00%	3.00%
7	Total frequency of recorded accidents	zero	1.25%	0.00	0.00	2%	0.00%	0.00%
Public service orientated						10%	13.30%	10.00%
8	Score of client satisfaction***	Minimum 75%	100%	1.33	1.00	10%	13.30%	10.00%
Corporate Governance						15%	15.03%	15.00%
9	Setting risk management policies	YES (the risk management procedure is drafted and approved)	1.00	1.00	1.00	2%	2.00%	2.00%
10	Number of full time equivalent employees	Minimum 99% of the average number of employees	99.95%	1.01	1.00	3%	3.03%	3.00%
11	Gender pay gap ratio	Less or equal to zero	-0.32	1.00	1.00	2%	2.00%	2.00%
12	Reporting in due time the company performance indicators,	Fully observe the reporting schedule	100%	1.00	1.00	4%	4.00%	4.00%

Item No.	KPI	Objective	Achieved January - December 2025	Actual achievement rate weighted against established targets January-December 2025	*Degree of achievement influenced with target established January - December 2025	Executive BoD members/ Officers Weight	Actual achievement rate KPI 2025	*KPI Degree of achievement 2025
1	2	3	4	5	6	7	8=5*7	9=6*7
	according to the financial calendar							
13	Implementing the National Anticorruption System	Implementing in due time the measures provided under Romgaz Integrity Plan	100%	1.00	1.00	4%	4.00%	4.00%
<b>Degree of achievement of non-financial KPI</b>						<b>50%</b>	<b>57.04%</b>	<b>47.99%</b>

<b>DEGREE OF ACHIEVEMENT OF KEY PERFORMANCE INDICATORS FOR EXECUTIVE BoD MEMBERS/ OFFICERS</b>		<b>100%</b>	<b>136.11%</b>	<b>100.35%</b>
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\* In columns 6) and 9), the actual degree of achievement was considered for each indicator, but not more than 100%, in accordance with Article 13, paragraph (4) of Annex No. 2 to Decision 639/2023 approving the methodological rules for the application of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises.

\*\*The indicator was calculated based on the information held in January-December 2025.

\*\*\*The indicator is calculated based on the information held in 2025.

In 2025 the key performance indicators degree of achievement for the Executive BoD members/Officers was 100.35%. Payment of the variable remuneration due will be made after presentation of this Report to the General Meeting of Shareholders, and approval of the Company's audited Annual Financial Statements.

### Romgaz Officers remuneration detailed below - 2025 financial year

Item no.	First and last name	Fixed Net remuneration (RON)	*Granted Net variable remuneration (RON)	Total Net granted remuneration (RON)	Relative share of Fixed remuneration	Relative share of Variable remuneration	**Provisioned Variable Gross remuneration (RON)
1	2	3	4	5=3+4	6=3/5	7=4/5	8
1	Popescu Răzvan	597,450	1,202,441	1,799,891	33%	67%	1,977,712
2	Jude Aristotel Marius	597,652	1,202,441	1,800,093	33%	67%	1,977,712
3	Trânbițaș Gabriela	501,216	501,014	1,002,230	50%	50%	824,685
	<b>TOTAL</b>	<b>1,696,318</b>	<b>2,905,896</b>	<b>4,602,214</b>	<b>37%</b>	<b>63%</b>	<b>4,780,109</b>

\*Variable remuneration granted in 2025 for 2024.

\*\* Provisioned variable remuneration for 2025, to be granted in 2026.

Total net remuneration of the Company's Officers in 2025 financial year was RON 4,602,214.

The fixed net remuneration granted to Company's Officers in 2025 financial year was RON 1,696,318.

The variable net remuneration granted to Company's Officers in 2025 financial year, for 2024, was RON 2,905,896.

The relative share of fixed remuneration was 37%.

The relative share of variable remuneration was 63%.

The provisioned variable gross remuneration of Romgaz Officers for 2025 financial year is total RON 4,780,109, decreasing compared to the provision for 2024 in the amount of RON 4,967,352.

**II.2.2. Other rights**, in the form of **benefits and/or advantages**, which, according to the law, are not part of the remuneration granted to the BoD members and officers for the performance of the mandate.

Romgaz BoD members and Officers' mandate contracts, executed during the 2025 financial year, include provisions on granting benefits and/or other advantages for the execution of the mandate, such as:

- **For Romgaz BoD members:**
  - ✓ expenses related to the execution of the mandate (accommodation, daily allowance, transportation);
  - ✓ use of logistical support equipment (phone, tablet, laptop, car) needed for the mandate execution;
  - ✓ the right to benefit from a Directors&Officer Liability professional liability insurance, paid by the Company;
  - ✓ the right to the same package of benefits and compensations, including medical services and/or medical insurance, contracted by the Company for the employees, for the BoD members appointed in November 2023.
- **For the Chief Executive Officer:**
  - ✓ the right to benefit from professional liability insurance, paid by the Company;
  - ✓ the right to benefit from other forms of social and medical insurance;
  - ✓ the right to benefit from holiday leave;
  - ✓ corporate accommodation (including use/maintenance costs);
  - ✓ using the Company's communication systems (landline, mobile, fax, other electronic communication means);
  - ✓ providing transport for the execution of the mandate away from the main place of execution (car with driver);
  - ✓ payment/settlement of business travel expenses (accommodation, protocol etc.);
  - ✓ payment of business travel allowance, in the amount of 30% of the fixed monthly allowance/working day, as the case may be.
- **For the Deputy Chief Executive Officer:**
  - ✓ the right to benefit from professional liability insurance, paid by the Company;
  - ✓ the right to benefit from other forms of social and medical insurance;
  - ✓ the right to benefit from holiday leave;
  - ✓ corporate accommodation (including use/maintenance costs);
  - ✓ using the Company's communication systems (landline, mobile, fax, other electronic communication means);
  - ✓ providing transport for the execution of the mandate away from the main place of execution (car with driver);
  - ✓ payment/settlement of business travel expenses (accommodation, protocol etc.);
  - ✓ payment of business travel allowance, in the amount of 30% of the fixed monthly allowance/working day, as the case may be.
- **For the Chief Financial Officer:**
  - ✓ the right to benefit from a Directors&Officer Liability professional liability insurance, paid by the Company;
  - ✓ the right to benefit from other forms of social and medical insurance;
  - ✓ corporate accommodation (including use/maintenance costs) or, as the case may be, settlement of accommodation expenses in specialised facilities;
  - ✓ settlement of expenses for the execution of the mandate (taking part in business events in the country/abroad, accommodation, transport, protocol etc.);
  - ✓ providing transportation for the mandate execution (car with driver);

- ✓ using the Company's communication systems (landline, mobile, fax, other electronic communication means);
- ✓ payment/settlement of business travel expenses (accommodation, protocol etc.);
- ✓ payment of business travel allowance, in the amount of 30% of the fixed monthly allowance/working day, as the case may be.
- ✓ the right to medical leave, according to law;
- ✓ the right to benefit from holiday leave.

## Benefits granted for 2025 financial year

### a) BoD members

In 2025, Romgaz BoD members were granted benefits representing *Daily allowance* in the total net amount of RON 27,090 and *Business Travel Expenses* including travel by personal car and other business travel related expenses in the total gross amount of RON 5,155.56.

As of December 18, 2025, Romgaz BoD members mandate contracts were amended providing a maximum limit, in one year of mandate, for all benefits granted, namely representation, transportation, and daily allowance, at the value of two fixed gross monthly allowances.

The status of benefits granted to BoD members during 2025 financial year, detailed below:

Item no.	Name and Surname	Benefits/advantages granted during 2025 financial year	
		Daily allowance (RON - net amount)	*Travel expenses (RON - gross amount)
1	Nuț Marius-Gabriel	2,849	2,061.15
2	Balazs Botond	24,241	3,094.41
3	Benghea-Mălaieș Andrei Gabriel	0	0
4	Braslă Răzvan	0	0
5	Jude Aristotel Marius*	0	0
6	Plaveti Iulius Dan	0	0
7	Stoian Elena-Lorena	0	0
8	Chisăliță Dumitru	0	0
9	Benchea Cornel	0	0
10	Drăgan Dan Dragoș	0	0
11	Sorici Gheorghe Silvian	0	0
	<b>TOTAL</b>	<b>27,090</b>	<b>5,155.56</b>

\* Travel expenses include transportation by private car, parking fees, other travel expenses deplasării.

### b) Officers

Benefits granted to Officers during 2025 financial year represent daily allowance in the amount of RON 104,051 net.

The status of benefits granted to Officers during 2025 financial year, detailed below:

Item no.	Name and Surname	Benefits/advantages granted during 2025 financial year	
		Daily allowance (RON - net amount)	* Travel expenses (RON - gross amount)
1	Popescu Răzvan	38,093	0
2	Jude Aristotel Marius	65,958	0
3	Trânbițaș Gabriela	0	0
	<b>TOTAL</b>	<b>104,051</b>	<b>0</b>

\* Travel expenses include transportation by private car, parking fees, other travel expenses.

During 2025 there was no professional liability insurance contract concluded for Romgaz BoD members and Officers.

By OGMS Resolution no. 4 of April 29, 2025, Romgaz shareholders approved the maximum insured amount covered by the professional liability insurance policy (respectively, the limit of compensation per event and in total, for BoD members and Officers on mandate) at a maximum compensation value per event and in total per year of EUR 20,000,000.

**II.2.3. Annual change in remuneration, issuer performance, and average remuneration based on the full-time equivalent of the issuer's employees other than executives for at least the last 5 financial years, presented together in a manner that allows comparison.**

During the past 5 financial years, the total net remuneration granted to Romgaz BoD members and Officers is briefly presented below:

#### Romgaz BoD members

Year	Average net annual remuneration (RON/year)	Romgaz average net salary (RON/year)	Revenue (RON thousand)		Net Profit (RON thousand)	
			Romgaz Group**	Romgaz	Romgaz Group**	Romgaz
2021	149,835	87,972	5,852,926	5,725,214	1,914,987	1,962,509
2022	162,859	93,348	13,359,653	13,071,969	2,546,712	2,531,945
2023	188,529	104,568	9,001,878	8,619,286	2,812,109	2,575,048*
2024	342,594	114,420	7,929,436	7,531,970	3,205,996	3,090,697
2025	368,703	121,668	8,025,582	7,579,634	3,333,105	3,138,316

\*The net profit for 2023 was restated according to Note 29 of the individual financial statements for 2024.

\*\*Romgaz Group consists of SNGN Romgaz SA („Company”/„Romgaz”) as parent company and the subsidiaries SNGN Romgaz SA - Natural Gas Underground Storage Subsidiary Depogaz Ploiești SRL (“Depogaz”) and Romgaz Black Sea Limited (since August 2022), both 100% owned by Romgaz. In 2025 Romgaz Trading SRL, a wholly owned subsidiary of Romgaz, became part of Romgaz Group.

#### Chief Executive Officer

Year	Average net annual remuneration (RON/year)	Romgaz average net salary (RON/year)	Revenue (RON thousand)		Net Profit (RON thousand)	
			Romgaz Group**	Romgaz	Romgaz Group**	Romgaz
2021	415,128	87,972	5,852,926	5,725,214	1,914,987	1,962,509
2022	506,353	93,348	13,359,653	13,071,969	2,546,712	2,531,945
2023	583,412	104,568	9,001,878	8,619,286	2,812,109	2,575,048*
2024	1,357,274	114,420	7,929,436	7,531,970	3,205,996	3,090,697
2025	1,799,891	121,668	8,025,582	7,579,634	3,333,105	3,138,316

\*The net profit for 2023 was restated according to Note 29 of the individual financial statements for 2024.

\*\*Romgaz Group consists of SNGN Romgaz SA („Company”/„Romgaz”) as parent company and the subsidiaries SNGN Romgaz SA - Natural Gas Underground Storage Subsidiary Depogaz Ploiești SRL (“Depogaz”) and Romgaz Black Sea Limited (since August 2022), both 100% owned by Romgaz. In 2025 Romgaz Trading SRL, a wholly owned subsidiary of Romgaz, became part of Romgaz Group.

## Deputy Chief Executive Officer

Year	Average net annual remuneration (RON/year)	Romgaz average net salary (RON/year)	Revenue (RON thousand)		Net Profit (RON thousand)	
			Romgaz Group**	Romgaz	Romgaz Group**	Romgaz
2021	46,192	87,972	5,852,926	5,725,214	1,914,987	1,962,509
2022	196,195	93,348	13,359,653	13,071,969	2,546,712	2,531,945
2023	583,609	104,568	9,001,878	8,619,286	2,812,109	2,575,048*
2024	1,357,474	114,420	7,929,436	7,531,970	3,205,996	3,090,697
2025	1.800.093	121.668	8,025,582	7,579,634	3,333,105	3,138,316

\*The net profit for 2023 was restated according to Note 29 of the individual financial statements for 2024.

\*\*Romgaz Group consists of SNGN Romgaz SA („Company”/„Romgaz”) as parent company and the subsidiaries SNGN Romgaz SA - Natural Gas Underground Storage Subsidiary Depogaz Ploiești SRL (“Depogaz”) and Romgaz Black Sea Limited (since August 2022), both 100% owned by Romgaz. In 2025 Romgaz Trading SRL, a wholly owned subsidiary of Romgaz, became part of Romgaz Group.

## Chief Financial Officer

Year	Average net annual remuneration (RON/year)	Romgaz average net salary (RON/year)	Revenue (RON thousand)		Net Profit (RON thousand)	
			Romgaz Group**	Romgaz	Romgaz Group**	Romgaz
2021	427,384	87,972	5,852,926	5,725,214	1,914,987	1,962,509
2022	501,177	93,348	13,359,653	13,071,969	2,546,712	2,531,945
2023	488,628	104,568	9,001,878	8,619,286	2,812,109	2,575,048*
2024	816.241	114.420	7,929,436	7,531,970	3,205,996	3,090,697
2025	1,002,230	121,668	8,025,582	7,579,634	3,333,105	3,138,316

\*The net profit for 2023 was restated according to Note 29 of the individual financial statements for 2024.

\*\*Romgaz Group consists of SNGN Romgaz SA („Company”/„Romgaz”) as parent company and the subsidiaries SNGN Romgaz SA - Natural Gas Underground Storage Subsidiary Depogaz Ploiești SRL (“Depogaz”) and Romgaz Black Sea Limited (since August 2022), both 100% owned by Romgaz. In 2025 Romgaz Trading SRL, a wholly owned subsidiary of Romgaz, became part of Romgaz Group.

The remuneration amount went through changes during the past 5 financial years, changes influenced by the changes in the reference value for calculating the fixed allowance, respectively the average gross monthly salary for the activity carried out according to the main activity registered by Romgaz, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to appointment, as well as granting the variable remuneration.

### II.2.4 Any remuneration received from any entity belonging to the same group

Not applicable.

### II.2.5. Information on using the possibility to recover the variable remuneration

According to the ongoing mandate contracts, payment of the variable remuneration is made annually, within maximum 15 days as of the approval date by the GMS of the company’s annual audited financial statements and after the Nomination and Remuneration Committee Annual Report was submitted. This significantly reduces the risk of generating an obligation to repay unduly received variable remuneration.

Mandate contracts of BoD members and Officers appointed on 2023 do not provide ways for recovering the variable remuneration, leaving common law instruments available for use.

Mandate contracts of BoD members appointed on November 11, 2025, provide that if the variable component for executive BoD members is granted based on incomplete or inaccurate date, the BoD members must return the amounts unduly received, otherwise the Company will be forced to take legal action to recover the amounts. The BoD members appointed on November 11, 2025 are not executive members.

## II.2.6. Information on contract term, negotiated notice period, amount of damages for unjust mandate contract revocation

Mandate contracts concluded with Romgaz BoD members and officers provide conditions relating to the termination of the mandate, notice period and the amount of damages for unjust mandate contract revocation, as follows:

- *For BoD members appointed in March 2023:*
  - ✓ unjust mandate contract revocation with the right to compensation from the Company:
    - of maximum 24 gross monthly fixed allowances, if the termination occurs within the first 24 months of the mandate;
    - the equivalent of the gross monthly fixed allowances corresponding to the number of months left until the date of expiry provided in the Contract in the event the termination occurs in the last two year of mandate;
  - ✓ Immediate BoD member's revocation by the Company's GMS, for faulty and unfounded non-performance of the obligations, provided in the mandate contract or by law;
  - ✓ revocation, for non-attributable reasons, with the aim of fulfilling the milestones or targets set in the National Recovery and Resilience Plan of Romania, with the right to receive compensation equal to 6 gross monthly allowances;
  - ✓ renunciation of the mandate for non-attributable reasons, subject to prior 30 days notice;
- *For BoD members appointed in November 2025:*
  - ✓ Unjust revocation, with the right to compensation from the Company equal to maximum one gross monthly fixed allowance;
  - ✓ Revocation for non-attributable causes, to meet the milestones or objectives established in Romania's National Recovery and Resilience Plan, with the right to compensation of maximum one remuneration;
  - ✓ Renunciation to mandate of the BoD member, subject to 30 calendar days from Company's notification;
- *For Officers:*
  - ✓ Officer's unjust revocation, with right to compensation from the Company as follows:
    - if the revocation occurs in the first year of the mandate, irrespective of the month in which the revocation occurs, a compensation equal to 36 gross monthly fixed allowances as provided for in the Contract of Mandate.
    - if the revocation occurs in the second or third year of the mandate, irrespective of the month in which the revocation occurs, a compensation equal to 24 gross monthly fixed allowances as provided for in the Contract of Mandate.
    - if the revocation occurs in the fourth year of the mandate, irrespective of the month in which the revocation occurs, a compensation equal to 12 gross monthly fixed allowances as provided for in the Contract of Mandate.
  - ✓ Just revocation of the Officer, effective immediately, without compensation from the Company;
  - ✓ Renunciation of the mandate, subject to Romgaz prior notice;
  - ✓ Termination of mandate following the definite impossibility to perform/the occurrence of a legal impediment.

In 2025, according to OGMS Decision No. 2 of April 14, two BoD members were revoked for non-attributable reasons, to meet milestone No. 121 of Romania's National Recovery and Resilience Plan. As a result of the early termination of their mandate, the two BoD members were awarded compensation amounting to six gross monthly allowances, in line with the mandate contract and the legal provisions of GEO No. 4/2025 amending and supplementing certain legislative acts.

Item no.	Name and Surname	Compensations (RON-net value)
1	Drăgan Dan Dragoș	96,098
2	Sorici Gheorghe Silvian	96,098
	<b>TOTAL</b>	<b>192,196</b>

**II.2.7. Number of shares and share options** granted or offered as well as the main conditions for exercising related rights including the exercising price and date together with any modification thereof. Not applicable.

**II.2.8. Considerations justifying any annual bonus scheme or non-monetary benefits.** Not applicable.

**II.2.9. Possible supplementary or early retirement schemes** Not applicable.

**II.2.10. Information on any deviation from the procedure for the implementation of the Remuneration Policy**

No deviations from the implementation of the Romgaz Remuneration Policy, approved by Romgaz GMS Resolution, were recorded until the amendment of the mandate contracts, on December 18, 2025.

Enforcement of Law No. 158 of October 17, 2025, and of the Methodological Norms for the implementation of GEO No. 109/2011 on corporate governance of public enterprises, amended by GD No. 1053 of November 28, 2025, led to the amendment of the mandate contracts of Romgaz BoD members and Officers as of December 18, 2025. These amendments concern both the fixed and variable remuneration of Romgaz BoD members and Officers, as well as the benefits granted to them. Consequently, Romgaz's Remuneration Policy needs to be revised to align with the new legal provisions.

### III. Conclusions

Periodic assessment of the performance of mandate contracts and achievement of the objectives set out in the Governance Plan, monitoring the fulfilment status of financial and non-financial performance indicators during the mandate are important for an efficient management and for Romgaz performance.

This Remuneration Report is approved by the Board of Directors during the meeting on 25 March, 2026 and will be submitted to the annual GMS to vote on.

**CHAIRMAN of  
The Nomination and Remuneration Committee,  
Răzvan BRASLĂ**

## Annex 1. GMS/BoD Resolutions on Romgaz BoD member mandates during the reporting period

Romgaz GMS/BoD Resolution	Subject of Resolution	BoD members appointed pursuant to GMS Resolution
OGMS Resolution no. 5/March 14, 2023	<ul style="list-style-type: none"> <li>appoint BoD Members as of March 16, 2023;</li> <li>set the term of the BoD member mandate to <b>4 (four) years</b>;</li> <li>set the monthly gross fixed allowance;</li> <li>approval of the form of mandate contract;</li> </ul>	Mr. Drăgan Dan Dragoș Mr. Jude Aristotel Marius Mr. Nuț Marius-Gabriel Mr. Brasla Răzvan Mr. Sorici Gheorghe Silvian Mr. Balazs Botond Mrs. Stoian Elena-Lorena
OGMS Resolution No. 12/September 11, 2023	<ul style="list-style-type: none"> <li>approve the financial and non-financial performance indicators resulting from the Governance Plan;</li> <li>approve the annual variable component of remuneration of non-executive BoD members;</li> <li>approve the Addendum to the mandate contract of BoD members, with the following subject:               <ul style="list-style-type: none"> <li>financial and non-financial performance indicators of BoD members;</li> <li>targets of financial and non-financial performance indicators of BoD members;</li> <li>the amount of the variable component of BoD members remuneration;</li> <li>the period for which the variable component is granted;</li> </ul> </li> <li>approve the monthly fixed allowance limit for executive BoD members and officers;</li> <li>approve the limit of the annual variable component of executive BoD members and officers remuneration.</li> </ul>	N/A
OGMS Resolution No. 15/November 27, 2023	<ul style="list-style-type: none"> <li>approve the Addendum to the mandate contract of BoD members covering the correction of errors identified in Annex 1 to the Addendum approved by OGMS Resolution No. 12/September 11, 2023;</li> </ul>	N/A
OGMS Resolution No. 1/ April 4, 2025	<ul style="list-style-type: none"> <li>Approve the form and content of the Addendum to the mandate contract concluded with the members of the Board of Directors, proposed by the Romanian State shareholder through the Ministry of Energy, having as its object the amendment of certain clauses regarding the termination of the mandate contract.</li> </ul>	N/A
OGMS Resolution No. 2/April 14, 2025	<ul style="list-style-type: none"> <li>Approve the revocation, for non-attributable reasons, of the following members of the Board of Directors, in order to meet milestone no. 121 of Romania's National Recovery and Resilience Plan: Mr. Dan-Dragoș Drăgan and Mr. Gheorghe-Silvian Sorici;</li> <li>Approve the election of the Board of Directors interim members;</li> <li>Approve the mandate of the BoD interim members elected for 5 months;</li> </ul>	Mr. Dumitru Chisăliță Mr. Cornel Benchea

Romgaz GMS/BoD Resolution	Subject of Resolution	BoD members appointed pursuant to GMS Resolution
	<ul style="list-style-type: none"> <li>Establish the gross monthly allowance for the elected BoD interim members, in the amount determined in compliance with OGMS Resolution No. 5 of March 14, 2023;</li> <li>Approve the form of the mandate contract concluded with the BoD interim members, as proposed by the Ministry of Energy.</li> </ul>	
BoD Resolution No. 31/May 14, 2025	<ul style="list-style-type: none"> <li>The resignation of Mr. Cornel Benchea as interim member is hereby acknowledged, effective May 15, 2025.</li> </ul>	N/A
OGMS Resolution No. 5/June 30, 2025	<ul style="list-style-type: none"> <li>Approve the key financial and non-financial performance indicators for officers and non-executive BoD members resulting from S.N.G.N ROMGAZ S.A. Governance Plan, in line with the minimum threshold established for the Company, in compliance with the Annex to AMEPIP Chairman's Order No. 651/2024, and which will be attached to the mandate contracts of officers and BoD members.;</li> <li>Approve an addendum to the BoD members mandate contracts, amending the key financial and non-financial performance indicators of the officers and non-executive BoD members resulting from S.N.G.N ROMGAZ S.A. Governance Plan, in line with the minimum threshold established for the Company, in compliance with the Annex to AMEPIP Chairman's Order no. 651/2024.</li> </ul>	N/A
OGMS Resolution No. 7/September 4, 2025	<ul style="list-style-type: none"> <li>Approve 2 (two) month extension of the interim BoD member's mandate;</li> <li>Approve the addendum to the mandate contract for the extension by 2 (two) months of the BoD interim member's mandate and establishing the allowance in the amount provided in compliance with OGMS Resolution No. 5 of March 14, 2023.</li> </ul>	N/A
OGMS Resolution No. 9/November 11, 2025	<ul style="list-style-type: none"> <li>Approve the revocation of Mr. Dumitru Chisăliță, BoD interim member, effective as of the meeting date, following the completion of the selection procedure;</li> <li>Approve the election of the following BoD members, effective as of the meeting date: Mr. Benghea Mălăieș Andrei Gabriel Mr. Plaveti Iulius Dan;</li> <li>Approve the mandate term of the elected BoD members, starting from the meeting date until March 16, 2027, which corresponds to the end of the mandate of the BoD members appointed by OGMS Resolution No. 5 of March 14, 2023;</li> <li>Establish the fixed gross monthly allowance of the BoD elected members, in compliance with OGMS Resolution No. 5 dated March 14, 2023;</li> <li>Approve the mandate contract form to be concluded with the elected members of the Board of Directors, in the form proposed by the Ministry of Energy.</li> </ul>	Mr. Benghea Mălăieș Andrei Gabriel Mr. Plaveti Iulius Dan

Romgaz GMS/BoD Resolution	Subject of Resolution	BoD members appointed pursuant to GMS Resolution
OGMS Resolution No. 10/December 18, 2025	<ul style="list-style-type: none"> <li>Approve the form and content of the addendum to the mandate contracts of BoD members appointed by OGMS Resolution No. 5/March 14, 2023 and OGMS Resolution No. 9/November 11, 2025, for the implementation of the amendments brought by Law no. 158/2025 to GEO no. 109/2011 on the corporate governance of public enterprises, in the form proposed by the Ministry of Energy.</li> </ul>	N/A

## Annex 2. Romgaz BoD Resolutions on the officer's mandates during the reporting period

Romgaz BoD Resolution	Subject of Resolution	Mandate term/period
<b>Chief Executive Officer</b>		
Resolution No. 55/May 15, 2023	<ul style="list-style-type: none"> <li>Appoint the Chief Executive Officer - Răzvan Popescu;</li> <li>Set the mandate term of the Chief Executive Officer;</li> <li>Set the monthly gross fixed allowance;</li> <li>Approve the mandate contract;</li> </ul>	4 year mandate: May 16, 2023 - May 16, 2027
Resolution No. 57/May 16, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the interim mandate contract of the Chief Executive Officer on the termination of the interim mandate contract by mutual agreement of the parties starting on May 16, 2023;</li> </ul>	N.A.
Resolution No. 87/September 19, 2023	<ul style="list-style-type: none"> <li>Approve the the addendum to the Chief Executive Officer mandate contract on financial and non-financial performance indicators (approved pursuant to OGMS Resolution No. 12/September 11, 2023) underlying the remuneration variable component of the Chief Executive Officer, the amount of the variable component of remuneration, the calculation and payment method thereof;</li> </ul>	N.A.
Resolution No. 115/December 19, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the Chief Executive Officer mandate contract amending the financial and non-financial performance indicators (approved by OGMS Resolution No. 12/September 11, 2023);</li> </ul>	N.A.
Resolution No. 50/July 30, 2025	<ul style="list-style-type: none"> <li>Approve the addendum to Chief Executive Officer mandate contract, amending the financial and non-financial key performance indicators, approved by OMGS Resolution no. 5 of June 30, 2025, in line with the minimum threshold established for the Company, according to the Annex to AMEPIP Chairman's Order no. 651/2024.</li> </ul>	N/A
Resolution no. 106/18 December, 2025	<ul style="list-style-type: none"> <li>Approve the addendum to the Chief Executive Officer mandate contract amending the fixed and variable remuneration, as well as the total amount of benefits granted, in compliance with Law 158/2025.</li> </ul>	N/A
<b>Deputy Chief Executive Officer</b>		
Resolution No. 55/May 15, 2023	<ul style="list-style-type: none"> <li>Appoint the Deputy Chief Executive Officer - Aristotel Marius Jude;</li> <li>Set the mandate term of the Deputy Chief Executive Officer;</li> <li>Set the monthly gross fixed allowance;</li> <li>Approve the mandate contract;</li> </ul>	4-year mandate: May 16, 2023 - May 16, 2027
Resolution No. 57/May 16, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the Deputy Chief Executive Officer interim mandate contract on the termination of the interim mandate contract by mutual agreement of the parties, as of May 16, 2023;</li> </ul>	N.A.
Resolution No. 87/September 19, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the Deputy Chief Executive Officer mandate contract on the financial and non-financial performance indicators (approved by OGMS Resolution No. 12/September 11, 2023) underlying the remuneration variable component of the Deputy Chief Executive Officer, the amount of the variable component of remuneration, the calculation and payment method thereof;</li> </ul>	N.A.

Romgaz BoD Resolution	Subject of Resolution	Mandate term/period
Resolution No. 115/December 19, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the Deputy Chief Executive Officer mandate contract amending the financial and non-financial performance indicators (approved by OGMS Resolution No. 12/September 11, 2023);</li> </ul>	N.A.
Resolution no. 50/July 30, 2025	<ul style="list-style-type: none"> <li>Approve the addendum to Chief Executive Officer mandate contract, amending the financial and non-financial key performance indicators, approved by OMGS Resolution no. 5 of June 30, 2025, in line with the minimum threshold established for the Company, according to the Annex to AMEPIP Chairman's Order no. 651/2024.</li> </ul>	N/A
Resolution no. 106/18 December, 2025	<ul style="list-style-type: none"> <li>Approve the addendum to the Chief Executive Officer mandate contract amending the fixed and variable remuneration, as well as the total amount of benefits granted, in compliance with Law 158/2025.</li> </ul>	N/A
<b>Chief Financial Officer</b>		
Resolution No. 55/May 15, 2023	<ul style="list-style-type: none"> <li>Appoint the Chief Financial Officer - Gabriela Trânbițaș;</li> <li>Set the mandate term of the Chief Fiancial Officer;</li> <li>Set the monthly gross fixed allowance;</li> <li>Approve the mandate contract;</li> </ul>	4-year mandate: May 16, 2023 - May 16, 2027
Resolution No. 57/May 16, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the Deputy Chief Executive Officer interim mandate contract on the termination of the interim mandate contract by mutual agreement of the parties, as of May 16, 2023;</li> </ul>	N.A.
Resolution No. 87/September 19, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the Deputy Chief Executive Officer mandate contract on the financial and non-financial performance indicators (approved by OGMS Resolution No. 12/September 11, 2023) underlying the remuneration variable component of the Deputy Chief Executive Officer, the amount of the variable component of remuneration, the calculation and payment method thereof;</li> </ul>	N.A.
Resolution No. 115/December 19, 2023	<ul style="list-style-type: none"> <li>Approve the addendum to the Deputy Chief Executive Officer mandate contract amending the financial and non-financial performance indicators (approved by OGMS Resolution No. 12/September 11, 2023);</li> </ul>	N.A.
Resolution no. 50/July 30, 2025	<ul style="list-style-type: none"> <li>Approve the addendum to Chief Executive Officer mandate contract, amending the financial and non-financial key performance indicators, approved by OMGS Resolution no. 5 of June 30, 2025, in line with the minimum threshold established for the Company, according to the Annex to AMEPIP Chairman's Order no. 651/2024.</li> </ul>	N/A
Resolution no. 106/18 December, 2025	<ul style="list-style-type: none"> <li>Approve the addendum to the Chief Executive Officer mandate contract amending the fixed and variable remuneration, as well as the total amount of benefits granted, in compliance with Law 158/2025.</li> </ul>	N/A