



RESOLUTION NO. 3/April 29, 2026

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 April 29, 2026, 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

Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2025.

Article 2

Approves the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2025, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

Article 3

Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2025.

Article 4

Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2025, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

Article 5

Takes note of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. Limited Assurance Report on S.N.G.N. ROMGAZ S.A. Consolidated Sustainability Statements, attached to the Consolidated Board of Directors' Report for the year 2025.

Article 6

Approves the Consolidated Board of Directors' Report for the year 2025.

Article 7

Approves the distribution of net profit achieved by S.N.G.N. "ROMGAZ"- S.A. in 2025, as follows:

I	Indicators	Year 2025 (RON)
0	1	2
A	Gross result of the financial year	3,601,696,997.93
B	Current income tax	457,733,954.00
C	Deferred income tax expenses	5,647,064.73
D	Net result of the financial year [A-B-C], (accounting profit after profit tax), including:	3,138,315,979.20
a	Legal reserves	180,084,849.00
b	Other reserves representing fiscal facilities provided by law (Law No. 227/2015 - Article 22)	45,809,106.87
c	Coverage of losses in retained earnings (in accordance with Article 1, paragraph (1), c) of Government Ordinance No. 64/2001)	
c1	Establishing own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c ¹ of Government Ordinance No. 64/2001)	
d	Other distributions as provided by special laws	
E	Remaining net profit to be distributed [D-a-b-c-c1-d]	2,912,422,023.33
e	Employees' participation to profit (in accordance with Article 1, paragraph (1), e) of Government Ordinance No. 64/2001)	49,910,728.00
f	Dividends due to shareholders (approx. 20.35 % of net profit to be distributed) [E]*20.35%, namely approximately 20% of [E+e]	592,779,651.20
	f1 - dividends to the state budget	414,987,897.04
	f2 - dividends to other shareholders	177,791,754.16
	- Dividend/share (RON/share)	0.1538
g	Profit for establishing the reserves for financing of major investment projects or for investment of national interest or for financing of subsidiaries making such investments (90%-20%), according to Art.2⁴ of the Government Ordinance No. 64/2001	2,073,572,512.00
h	Profit for establishing own financing sources [E-f-g]	246,069,860.13
*	TOTAL DISTRIBUTIONS [a+b+c+c1+d+f+g+h]	3,138,315,979.20

Article 8

Approves the gross dividend of RON 0.1538 per share, distributed from the net profit achieved in 2025.

Article 9

Approves the distribution of retained earnings of RON 65,325,172.8, representing retained earnings from value of depreciation of fixed assets and the value of fixed assets and abandoned investment projects in the reporting year financed from "the share of expenses required for development and modernisation of natural gas production" in accordance with Government Ordinance no. 168/1998, as subsequently amended and supplemented, as follows:

- a) RON 13,104,361.6 as dividends, representing approximately 20.06% of the total value, dividend per share of RON 0.0034;
- b) RON 6,355,545.6 for own financing sources;
- c) RON 45,865,265.6 for establishing the reserves for financing of major investment projects or for investment of national interest or for financing of subsidiaries making such investments.

Article 10

Approves the gross dividend of RON 0.0034 per share, distributed from retained earnings.

Article 11

Approves the total gross dividend per share in amount of RON 0.1572, out of which RON 0.1538 per share related to the 2025 result and RON 0.0034 per share related to retained earnings.

Article 12

Establishes July 28, 2026 as Payment Day, for payment of dividends due to shareholders.

Article 13

Approves the employees' participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 49,910,728.

Article 14

Takes note of the 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.

Article 15

Takes note of the Consolidated Report on payments to governments for 2025.

Article 16

Approves the budgetary discharge of the Board members for the financial year 2025.

Article 17

(1) Approves to extend the period to make use of the Loan Agreement no. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED, until December 31, 2027.

(2) The Executive Management of S.N.G.N. Romgaz S.A. will carry out all formalities and sign all necessary legal documents/acts (including in relation to ROMGAZ BLACK SEA LIMITED) to extend the period to make use of the Loan Agreement no. 42805/21 September, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED.

Article 18

(1) Approves the conclusion of a loan agreement between S.N.G.N. Romgaz S.A. (as lender) and Romgaz Trading S.R.L. (as borrower), in a maximum amount of RON 10,000,000 due on December 31, 2027, aiming to secure the financing required by Romgaz Trading S.R.L. during the period between the signing date of the loan agreement and the generation of income from gas sales which will support the operational expenses.

(2) Authorizes the Board of Directors, with the option to subdelegate such powers, to negotiate the terms of the loan agreement, including the interest rate, and to sign the loan agreement.

Article 19

Ratifies/approves Natural Gas Sale Contract no. PET7/2026 concluded with Societatea Electrocentrale București S.A.

Article 20

Takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with banks controlled by Romanian State parties during November 25, 2025, and March 20, 2026, pursuant to art. 52, par. (3) of GEO no. 109/2011.

Article 21

Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during July 2025 - March 2026.

Article 22

Establishes July 7, 2026, as the Record Date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by Resolution of the Ordinary General Meeting of Shareholders.

Article 23

Establishes July 6, 2026, as Ex-Date, representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution.

Article 24

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

This document was drafted on April 29, 2026, in 4 (four) copies.

CHAIRMAN OF THE MEETING

SECRETARY OF THE MEETING