

To: The General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A.

Ref: Request for approval of distributing the 2025 financial year net profit and other amounts from retained earnings

ENDORSED BY
CHAIRMAN OF THE BOARD OF DIRECTORS
Marius-Gabriel NUȚ

REQUEST FOR APPROVAL OF DISTRIBUTING THE 2025 FINANCIAL YEAR NET PROFIT AND
OTHER AMOUNTS FROM RETAINED EARNINGS

Applicable Legislation:

- *Government Ordinance No. 64/2001 on profit distribution in case of national companies and companies with full or majority state-owned capital, as well as autonomous regies, as subsequently amended and supplemented (G.O. No. 64/2001);*
- *Law No. 31/1990 on companies, as subsequently amended and supplemented;*
- *Law No. 227/2015 on the Fiscal Code as subsequently amended and supplemented;*
- *Order of the Ministry of Public Finances No. 2844/2016 on approving the Accounting Regulations compliant with the International Financial Reporting Standards;*

Proposal to distribute the 2025 net profit and other amounts from retained earnings:

1. The 2025 net profit (after income tax deduction), according to individual financial statements, is RON 3,138,315,979.20.

The proposal regarding the profit distribution is shown in the table below:

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

I	Indicators	Year 2025 (RON)
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

Note: The reserve in the amount of RON 2,043,509,564.8 established in 2025, by distributing the profit for 2024, according to Article 2⁴ of Government Ordinance No. 64/2001 was used in its entirety by December 31, 2025.

- RON 180,084,849 were allocated to legal reserves;
- RON 45,809,106.87 were allocated to other reserves in accordance with Article 22 of Law No. 227/2015 on the Fiscal Code, and represents profit invested in technological equipment, in assets used in production and processing activity, in assets representing retrofitting, in electronic computers and peripheral equipment, in machines and cash, control and billing devices, in software and in user rights relating to software, manufactured and/or purchased, including under financial leasing and commissioned for the scope of performing the economic activity. According to this article, the amount of the profit for which the tax exemption operated, less the legal reserve, is distributed at the end of the financial year, the establishment of reserves being a priority;
- Employees' participation to profit was established within the limit of 2025 average monthly basic salary per employee, as follows:
 - Average number of employees 5,227 employees;
 - Average monthly basic salary in 2025 9,548,6375 RON/employee/month;

- Employees' participation to profit fund **RON 49,910,728**

According to Article 138 par. (1) of S.N.G.N. Romgaz S.A. Collective Labour Agreement, the individual distribution of the employees' participation to profit fund is pro rata with the base salary for actual work time per year.

→ The resulting dividend per share (rounded up to four decimal places) is **RON 0.1538**.

2. In addition to the distribution of the 2025 net result, the retained earnings in the amount of RON 65,325,172.8 representing the value of depreciation of fixed assets and fixed assets and investment projects abandoned during the reporting year financed from the "share of expenses required for development and modernization of natural gas production" source, in accordance with Government Ordinance no. 168/1998, as subsequently amended and supplemented.

Retained earnings in amount the of RON 65,325,172.8 are distributed as follows:

- a) **RON 13,104,361.6** as dividends, representing approximately 20.06% of the total value, the dividend per share being **RON 0.0034**:

	RON
Dividends from retained earnings, of which:	13,104,361.60
- dividends to the state budget	9,173,984.72
- dividends to other shareholders	3,930,376.88

- b) **RON 6,355,545.6**, for own financing sources.

- c) **RON 45,865,265.6** for setting up reserves for financing major investment projects or projects of national interest or for financing subsidiaries that make such investments, according to Art.2⁴ of the Government Ordinance No. 64/2001

Note: The reserve in the amount of RON 70,146,876.8 established in 2025, by distributing the profit for 2024, according to Article 2⁴ of Government Ordinance No. 64/2001 was used in its entirety by December 31, 2025.

Taking into account the above mentioned, we submit for approval of the General Meeting of Shareholders the following:

1. 2025 Net profit distribution according to the following proposal:

I	Indicators	Year 2025 (RON)
O	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

I	Indicators	Year 2025 (RON)
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

2. Dividend value 0.1538 RON/share related to the net profit of 2025;
3. Employees' participation to profit according to Government Ordinance No.64/2001, in the amount of RON 49,910,728;
4. 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;
5. Total dividend per share based on the above mentioned (items 2+4.a) is RON 0.1572.

CHIEF EXECUTIVE OFFICER
Răzvan POPESCU

CHIEF FINANCIAL OFFICER
Gabriela TRÂNBIȚAȘ