

To: The General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A.  
Ref: Report on the approval of the 2025 Gross Dividend per Share, Payment Date and Dividend Payment Methods

ENDORSED  
CHAIRMAN OF THE BOARD OF DIRECTORS  
Marius-Gabriel NUȚ

## REQUEST FOR APPROVAL OF THE 2025 GROSS DIVIDEND PER SHARE, PAYMENT DATE AND DIVIDEND PAYMENT METHODS

### Applicable Legislation

- ✎ Company Law No. 31 of November 16, 1990, republished as amended from time to time:
  - ✓ The General Meeting of Shareholders (GMS) shall be required to „consider, approve or modify the annual financial statements based on the reports presented by the Board of Directors [...] and to establish the dividend” - Article 111, par. (2), item a);
  - ✓ “Dividends shall be distributed to associates pro rata to their participating interest in the paid-in share capital on a quarterly basis, optionally, based on interim financial statements and on a yearly basis after the adjustment by the annual financial statements, except as otherwise provided in the articles of incorporation - Article 67 par. (2).
- ✎ Law No. 24 of March 21, 2017 on issuers of financial instruments and market operations:
  - ✓ “...the date for identifying the shareholders who shall benefit from dividends or other rights and who are affected by the resolution of the general meeting of shareholders shall be established by the latter. Such date shall be at least 10 business days later than the date of the general meeting of shareholders” - Article 87, par. (1);
  - ✓ “Once the dividends are determined, the general meeting of shareholders shall also set the payment date of dividends to shareholders. Such payment date shall not exceed 6 months from the date of the general meeting of shareholders determining the dividends”- Article 87, par. (2);
- ✎ Government Ordinance No. 64 of August 30, 2001 on distribution of profit in state-owned companies or companies where the state is sole or majority owner, as well as in autonomous régies, as subsequently amended and supplemented:
  - ✓ “... national companies and companies where the state or an administrative-territorial unit is sole, majority or controlling shareholder shall be required to transfer the

*dividends due to shareholders within 60 days from the legally provided term for filing annual financial statements” - Article 1, par. (3)*

- ✗ FSA Regulation No. 5 of May 10, 2018 on issuers of financial instruments and market operations:
  - ✓ *“in case of dividends, the general meeting of shareholders shall set as payment date a business day no later than 15 business days from the record date but not later than 6 months from the date of the general meeting of shareholders for determining the dividends”- Article 178, par. (2);*
- ✗ Order of the Ministry of Public Finance No. 2036/2025 on the main aspects concerning drafting and submitting annual financial statements and annual accounting reports of economic operators to the local offices of the Ministry of Public Finance (MPF) and for regulating certain accounting issues:
  - ✓ *”Deadlines for filling annual financial statements to the teritorial units of the Ministry of Public Finance are:  
a) For companies, national enterprises/corporations, autonomous regies, national research and development institutes, regulated by Law No. 31/1990, republished, as subsequently amended and supplemented, until May 31 including the financial year following the reporting year” - Annex 1, Chapter III, Article 3.1, par. (1).*

### **Dividend per share**

In consideration of the following elements:

- ✓ dividends due to the shareholders according to the 2025 profit distribution proposal amount to RON 592,779,651.2;
  - ✓ dividends due to the shareholders from retained earnings distribution proposal amount to RON 13,104,361.6;
  - ✓ dividends are distributed to shareholders pro rata to their equity interest to the share capital;
  - ✓ the company’s share capital is RON 3,854,224.000, split into 3,854,224.000 ordinary, nominal, indivisible shares each having a nominal value of RON 1,
- therefore the value of the gross dividend is **RON 0.1572/share**, out of which **RON 0.1538/share** relates to the 2025 profit and **RON 0.0034/share** to retained earnings.

### **Dividend Payment Date**

**According to** Government Ordinance No. 64/2001, the payment date of dividends is 60 days from the legal established term for filing annual financial statements. Given that the payment date for filling the annual financial statements is June 2, 2026, including the financial year following the reporting year, the resulting payment date of dividends is August 3, 2026.

Under these conditions, we propose July 28, 2026 as dividend payment date.

*According to the FSA Regulation No.5/2018 - Article 178, par. (2)*, provided that July 28, 2026 is the payment date, the resulting record date shall be July 7, 2026 as the date for identifying the shareholders who shall benefit from dividends.

Dividend payment is subject to the general provisions on limitations, with a period of prescription of three (3) years as of **July 28, 2026**.

### **Payment methods**

The dividends shall be paid in RON only to the shareholders registered in the Shareholders' Register (held by S.C. „Depozitarul Central” S.A. - Central Depository) on the Record Date set by the General Meeting of Shareholders.

The net value of dividends shall be calculated as follows:

- 1) the gross value of the dividends due to each shareholder shall be calculated by multiplying the number of shares held on the Record Date by the value of the gross dividend per share, rounding up or down to two decimal places;
- 2) the tax on dividends shall be calculated by applying the relevant tax level to the gross value of dividends calculated as per point 1), and the amount shall be rounded according to the legal provisions;
- 3) the net value of the dividends is the difference between the gross value of the dividends and the relating tax on dividends.

The payment of dividends shall be made in compliance with the law.

The shareholders shall be informed on the details regarding the payment method before the payment date.

**In view of all of the above, we submit for approval to the General Meeting of Shareholders the following:**

**Version I**

- 1) **Gross dividend per share in amount of RON 0.1572 out of which RON 0.1538/share relates to the 2025 profit and RON 0.0034/share to retained earnings.**
- 2) **Payment of dividends due to shareholders on July 28, 2026.**

**CHIEF EXECUTIVE OFFICER**  
**Răzvan POPESCU**

**CHIEF FINANCIAL OFFICER**  
**Gabriela TRÂNBIȚAȘ**