No. 59584/22.09.2026

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

ENDORSED
Chairman of the Board of Directors
Marius Gabriel NUȚ

REQUEST FOR APPROVAL

TO CONTRACT A BINDING REVOLVING CREDIT FACILITY IN AMOUNT OF EUR 100,000,000

1. Brief History

Societatea Națională de Gaze Naturale Romgaz S.A. (hereinafter referred to as ROMGAZ or the Company) is the main natural gas producer and supplier in Romania with a history of over 100 years.

ROMGAZ is a joint-stock company in which the Romanian state, as majority shareholder, owns 70% of the shares issued by the Company, the other 30% being held by legal entities and individuals.

ROMGAZ's mission is to sustainably increase the added value for the Company, employees and shareholders and long-term resilience.

Pursuant to Resolution No. 10 dated November 4, 2021, the Ordinary General Meeting of Shareholders approved "S.N.G.N. ROMGAZ S.A. 2021-2030 Strategy" which includes, among the main objectives, increasing the portfolio of offshore hydrocarbon resources and reserves from the Black Sea, in particular the development of Neptun Deep project through Romgaz Black Sea Limited (subsidiary 100% owned by ROMGAZ) which will also ensure Romania's energy transition by using natural gas as an essential transition fuel.

Taking into consideration the ongoing projects for the implementation of ROMGAZ's development strategy, in order to support both the current and the investment activity, the following financing sources were approved:

- Euro Medium Term Note Programme (EMTN Programme) in amount of EUR 1,500,000,000 (EGMS Resolution No. 10/July 1, 2024, Article 1);
- Inaugural issuance and offering of notes under the EMTN Programme for the amount of EUR 500,000,000 (EGMS Resolution No. 10/July 1, 2024, Article 2);
- The loan facility in the form of a credit facility with Banca Transilvania, in amount of EUR 150,000,000, in RON equivalent, with a maturity of 36 months from the date of contract signing (OGMS Resolution No. 9/July 1, 2024, Article 3), namely until September 19, 2027;

- The loan facility in the form of a credit facility with UniCredit Bank, in amount of EUR 100,000,000, with a maturity of 24 months from the date of contract signing (OGMS Resolution No. 9/July 1, 2024, Article 4), namely until December 30, 2026;
- The issuance of notes, the second tranche under the EMTN Programme, in amount of EUR 500,000,000 (EGMS Resolution No. 8/October 20, 2025, Article 1).

2. The Need to Contract the Facility

Given that the loan facility agreement concluded with UniCredit Bank in amount of EUR 100,000,000 reaches maturity on December 30, 2026, based on the analysis of the cash flows and the liquidity needs of the Company following the development of its activity (including taking over the production activity of SC Azomureș SA which will not generate revenues and cash inflows before April 2027), it is appropriate to maintain the credit facilities within the limit of EUR 250,000,000.
Credit facilities are mainly a liquidity reserve and a financial security measure giving the Company the opportunity to act fast in case of receipts and payments temporary gaps or unforeseen circumstances contributing to maintaining an adequate level of financial flexibility, without affecting the performance of the current activity.

3. The Selection Process

To identify the most favourable conditions for maintaining the binding revolving credit facility of EUR 100,000,000, an indicative request for proposal was sent to the main banks in Romgaz's portfolio: CEC Bank, CITIBank Europe plc., Unicredit Bank, ING Bank, Raiffeisen Bank, Exim Banca Românească, BRD Groupe Société Générale and Banca Comercială Română S.A.

In comparing the indicative proposals received, the following were considered:

- The interest rate and bank margin
- Facility fees (loan granting fee, application fee, administration fee, non-usage fee, etc.)
- Terms of guarantee
- Other relevant contract terms

Following this analysis, Banca Comercială Română S.A. submitted the most advantageous financial proposal, with an adequate level of flexibility in relation to Romgaz operational needs.

4. Benefits for the Company

Contracting a loan facility as a binding revolving credit facility, under the offered conditions, has the following benefits:

- ensures a liquidity reserve available when needed;
- provides a maximum degree of flexibility as the funds are used up to the ceiling, only if needed. Amounts used can be reimbursed at anytime and used again, later;
- can be used for various purposes including financing of unforeseen costs;
- provides the opportunity for an efficient management of temporary cash-flow gaps
- ensures quick access to financing without the need to initiate a new credit process in the event an urgent need arises;
- provides security of funds without affecting the leverage ratio, if not used.

5. Proposal

Considering the above-mentioned and that, pursuant to Article 12 paragraph 4, letter h) of ROMGAZ Articles of Incorporation, **the Ordinary General Meeting of Shareholders** has the authority to approve bank loan agreements with values exceeding, individually or cumulatively with other ongoing loans, for the period of one financial year, the RON equivalent of EUR 100 million, we hereby submit for approval by the Ordinary General Meeting of Shareholders the following draft resolutions:

Article 1

Approves the conclusion of a loan facility agreement, in the form of a binding revolving credit facility, with Banca Comercială Română S.A., of EUR 100,000,000, to cover the working capital needs of S.N.G.N. Romgaz S.A.

Article 2

Approves the authorisation of S.N.G.N. ROMGAZ S.A. Chief Executive Officer and Chief Financial Officer to negotiate and sign the loan facility agreement, in the form of a binding revolving credit facility, under the terms of Article 1.

Article 3

Approves the authorisation of persons who have type I and II signing rights at Banca Comercială Română S.A. to sign the drawing requests as well as any other documents in connection with the loan facility agreement in the form of a binding revolving credit facility, irrespective of the form in which they are concluded.

Chief Executive Officer
Răzvan POPESCU

Chief Financial Officer
Gabriela TRÂNBIȚAȘ

Endorsed
Legal Department

Prepared
Head of Treasury
Ildiko DAVID