No. 59581/22.09.2026

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 sign an addendum to the Loan Facility Agreement No. 201812070225 concluded with Banca Comercială Română S.A.

Background

Starting with 2010, S.N.G.N. Romgaz S.A. (hereinafter referred to as "Romgaz" or "Company") has annually concluded loan facility agreements for granting bank loans in the form of letters of bank guarantee with different banks.

Existing Loan Facility Agreement No. **201812070225/2018 (extended annually)** concluded on December 19, 2018 with Banca Comercială Română S.A. (hereinafter referred to as "BCR" or the "Bank") is valid until December 10, 2026, for a limit of RON 500,000,000.

The non-binding loan facility granted by BCR under Agreement No. **201812070225/2018** was concluded on favourable terms for Romgaz, i.e. the Company did not incur costs with bank fees (for non-usage, issuance, extension of validity, increase of the amount of the letters of bank guarantee etc.) and was not required to submit a guarantee (collateral cash deposit or otherwise) for accessing the facility for issuing letters of bank guarantee.

Current status

For the proper performance of Romgaz, Romgaz Black Sea Limited and Romgaz Trading SRL Republic of Moldova business it is requisite to issue letters of bank guarantee for the contracts to be concluded in 2027 related mainly to the following:

- natural gas sales on double competitive centralized markets. In accordance with the trading procedure, both the seller and the buyer are required to provide letters of bank guarantee (performance bank guarantee and payment guarantee, respectively);
- natural gas distribution activity;
- sale of electricity following tenders organized by OPCOM on the Centralized Market for Bilateral Electricity Contracts. It is mandatory for the seller to provide a performance bank guarantee;
- sale of electricity through the trading procedure on Double Competitive Markets, Day Ahead Market and Intraday Market. It is mandatory to issue trading participation guarantees such as tender guarantees in favour of OPCOM and Romanian Commodity Market;
- electricity transmission services or for maintaining registration as party responsible with balancing activities in favour of C.N. Transelectrica S.A;
- natural gas capacity booking in favour of S.N.T.G.N Transgaz S.A.;
- natural gas transmission services according to the contract concluded between Romgaz Black Sea Limited and S.N.T.G.N Transgaz S.A.;
- rent for Romgaz Black Sea Limited offices;
- trading natural gas in the Republic of Moldova.

Moreover, in the context of the transfer of activities from S.C. AZOMURES S.A. to Romgaz, taking into account the specific nature and operational needs, it is required to ensure, within the same loan facility agreement, the possibility to use various bank instruments, namely letters of bank guarantee and letters of credit.

Besides the above-mentioned letters of bank guarantee, under the loan facility agreement the following can be issued:

- performance guarantees, payment guarantees, guarantees for tenders and for all types of contracts concluded by the Company that require a guarantee;
- for contracts concluded/carried out by Romgaz branches (agricultural land rental contracts, space rental contracts, concession of natural gas distribution service etc.);
- letters of guarantee for fiscal charges etc.

In conclusion, such a loan facility is required for the proper performance of Company's activity and to cover unforeseen situations generated by the legislative instability regarding trading obligations on centralised markets, the fast changes on trading markets which require participants to submit guarantees for all operations using various guarantee instruments, i.e. letters of bank guarantee, irrevocable stand-by letters of credit and letters of credit.

According to the financial offer received from BCR, all conditions of the non-binding loan facility are confirmed to be maintained for 2027, i.e. without bank fees (for non-usage, issuance, extension of validity, increase of the amount of the letters of bank guarantee etc.) and without the obligation for Romgaz to set up a guarantee (collateral cash deposit or otherwise) for the RON 500,000,000 limit, for issuing letters of bank guarantee, irrevocable stand-by letters of credit and letters of credit.

Proposals

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 to extend by one year of the loan facility agreement No. 201812070225 concluded with Banca Comercială Română S.A. for issuing guarantee instruments in the form of letters of bank guarantee and irrevocable stand-by letters of credit, as well as to amend the agreement by introducing letters of credit, as additional bank instruments, up to a maximum limit of RON 500,000,000.

Article 2
Approves to authorise S.N.G.N. ROMGAZ S.A. Chief Executive Officer and Chief Financial Officer to sign the Addendum to the Loan Facility Agreement No. 201812070225.

Article 3
Approves to authorize persons who have type I and II signing rights at Banca Comercială Română S.A. to sign the requests for issuing and modifying guarantee instruments under the facility granted by Banca Comercială Română S.A., as well as any other documents in connection with the Loan Facility Agreement No. 201812070225, irrespective of the form in which they are concluded, including but not limited to requests for drawing/issuing/modifying.

Chief Executive Officer
Răzvan POPESCU

Chief Financial Officer
Gabriela TRÂNBIȚAȘ

Endorsed
Legal Department

Prepared by
Head of Treasury
Ildiko DAVID