

To: THE GENERAL MEETING OF SHAREHOLDERS

## REQUEST

for approval of the Addendum to the Contract of Mandate concluded with the members of SNGN ROMGAZ SA Board of Directors

### *Appointment of Board Members*

In accordance with SNGN Romgaz SA (Romgaz) Articles of Incorporation, “*the company is governed by a Board of Directors consisting of 7 (seven) members*” - Art. 17 par. (1) and “*members of the Board are elected by the Ordinary General Meeting of Shareholders pursuant to the applicable legal provisions ...*” and the Articles of Incorporation - Art. 17 par.(3).

Following the selection procedures as they are provided in Government Emergency Ordinance (GEO) No. 109/2011<sup>1</sup>, pursuant to Resolution No. 5 dated March 14, 2023, company shareholders, by exercising the cumulative vote, appoint the following members of the Board of Directors for a 4-year mandate starting with March 16, 2023: Dan Dragoş Drăgan, Aristotel Marius Jude, Marius-Gabriel Nuţ, Răzvan Brasla, Gheorghe Silvian Sorici, Botond Balázs and Elena-Lorena Stoian.

Pursuant to the provisions of Art.153<sup>18</sup> of Law No.31/1990<sup>2</sup>, in conjunction with the provisions of Art.37 of Government Emergency Ordinance No.109/2011, the remuneration of Board members is **established by resolution of the General Meeting of Shareholders.**

Remuneration of Board members includes a fixed monthly allowance and a variable component pursuant to the provisions of Art.37 and Art.38 of Government Emergency Ordinance No.109/2011.

The fixed allowance for members of the Board of Directors was established by the Ordinary General Meeting of Shareholders by Resolution No.5 dated March 14, 2023.

The variable component of remuneration for Board members is established based on financial and non-financial performance indicators negotiated and approved by the General Meeting of Shareholders (Art.37 of GEO No.109/2011).

The variable component is determined and granted depending on the achievement of the objectives in the Governance Plan and the financial and non-financial performance indicators approved by the General Meeting of Shareholders.

The variable component as well as the conditions for reviewing the objectives and performance indicators will be provided in an addendum to the contract of mandate concluded by SNGN ROMGAZ SA and the members of the Board of Directors shown in the annex to this document.

The variable component for Board members will be granted from the date the General Meeting of Shareholders approves the addendum annexed hereto until termination of the contract of mandate. The variable component of remuneration will be granted pro-rata with the period worked in a year based on the contract of mandate.

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<sup>1</sup> Government Emergency Ordinance No. 109 dated November 30, 2011 on corporate governance of public enterprises as subsequently amended and supplemented, in force on the conclusion date of the contracts of mandate.

<sup>2</sup> Law No.31 dated November 16, 1990 on companies as subsequently amended and supplemented.

### **Request**

Pursuant to the provisions of Art.12, par.(4) letter e) of the Articles of Incorporation, we hereby submit for approval the Addendum to the contract of mandate in the annexed form and content and having the following scope:

1. Financial and non-financial performance indicators for members of the Board of Directors;
2. Targets corresponding to financial and non-financial performance indicators for members of the Board of Directors;
3. The amount of the variable component of remuneration for Board members determined based on the financial and non-financial performance indicators, its calculation and granting method;
4. Period for which the variable component is granted.

### **Draft Resolution**

„Approves the Addendum to the contracts of mandate of Board members in the form and content annexed hereto, having the following scope:

1. Financial and non-financial performance indicators for members of the Board of Directors;
2. Targets corresponding to financial and non-financial performance indicators for members of the Board of Directors;
3. The amount of the variable component of remuneration for Board members determined based on the financial and non-financial performance indicators, its calculation and granting method;
4. Period for which the variable component is granted”.

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Dan Dragoş DRĂGAN**