

To,
THE GENERAL MEETING OF SHAREHOLDERS

R E Q U E S T
for approval of the remuneration variable component of non-executive members
of S.N.G.N. ROMGAZ S.A. Board of Directors

Directors' appointment

In compliance with SNGN Romgaz SA (Romgaz) Articles of Incorporation „The company is managed by the Board of Directors consisting of 7 (seven) directors”- Article 17 paragraph (1) and ”The directors are appointed by the general meeting of shareholders in compliance with the applicable legal provisions and this Articles of Incorporation”- Article 17 paragraph (3).

Following the selection procedures, as regulated by GEO no. 109/2011¹, by Resolution no.5 of 14 March 2023, the shareholders of the company, further to exercising the cumulative voting, appoint the members of the Board of Directors, for a 4 years mandate starting from 16 March, 2023, as follows: Dan Dragoş Drăgan, Aristotel Marius Jude, Marius-Gabriel Nuţ, Răzvan Brasla, Gheorghe Silvian Sorici, Botond Balázs and Elena - Lorena Stoian.

Elaborating and Approving the Governance Plan

The governance plan represents a work instrument of the company’s directors and managers materialized in a document elaborated for determining a public company’s journey during their mandate, structured into two components: the governance component, elaborated by the board of directors and the management component, elaborated by the managers.

The Board of Directors elaborated a governance component proposal for the Governance Plan, in compliance with the provisions of Article 30 paragraph (1) of GEO no. 109/2011.

In order to achieve the financial and nonfinancial performance indicators, the company’s managers elaborated and submitted to the Board of Directors a proposal for the management component of the Governance Plan.

The Board of Directors approved the Governance Plan for 2023-2027, by its entirety, by Resolution no. 76 of 01 August, 2023 and negotiated the financial and nonfinancial performance indicators with the public supervisory authority.

Establishing the directors ‘remuneration

According to the provisions of Article 153¹⁸ of Law no.31/1990², the Board of Directors members’ remuneration is established by GMS resolution.

In compliance with Article 37 and 38 of GEO no.109/2011 the remuneration of Board members comprises a fixed monthly allowance and a variable component.

¹ Emergency Ordinance no.109 of 30 November, 2011, on public companies corporate governance as subsequently amended and supplemented.

² Law no. 31 of 16 November, 1990 on companies, as subsequently amended and supplemented.

The fixed allowance for non-executive directors, may not exceed twice the average over the last 12 months of the average gross monthly salary, for the activity carried out according to the company's main object of activity, at class level, according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to their appointment. The fixed allowance for executive directors may not exceed 6 times the average mentioned above.

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

The variable component is established based on some financial and nonfinancial performance indicators, negotiated and approved by the GMS. The amount of the variable component for non-executive members may not exceed a maximum of 12 fixed monthly allowances.

Considering the field of activity in which Romgaz operates, the challenges generated by the complexity of the activity carried out and the objectives undertaken for the next 4 years, according to the Governance Plan, we consider that it is justified that the value of the variable component (VC) of the directors' remuneration is equal to 12 fixed monthly allowances.

Calculation of the remuneration variable component's value

$$CV_n = CV \times GTI_n$$

where:

CV_n - the variable component of the remuneration due to non-executive directors in year "n", RON;

CV - the variable component of the remuneration established by an addendum to the mandate contract, RON;

GTI_n - total achievement degree of the key performance indicators in year "n".

$$GTI_n = \sum_{i=1}^m (I_{i_n} \times p_i)$$

where:

I_{i_n} - degree of achievement of performance indicator 'i' in year 'n';

p_i - the weighting coefficient for performance indicator 'i';

m - number of performance indicators.

Also, in case:

- $GTI \geq 100\%$, the remuneration variable component is fully granted;
- $50\% \leq GTI < 100\%$, the remuneration variable component is granted proportionally;
- $GTI < 50\%$, non-executive directors may be revoked.

Note: the non-executive directors' variable component is calculated and granted annually.

Request

In accordance with the provisions of Article 153¹⁸ of Company Law no. 31/1990, corroborated with the company's Articles of Incorporation Article 12, paragraph (4), letter e) and the provisions of GEO no.109/2011 Article 37 and Chapter I., Article IX, paragraph (2), we submit for analysis the approval of the annual variable component of non-executive members remuneration of the Board of Directors in the amount of 12 fixed monthly allowances.

Draft Resolution

„The annual variable component of the Board of Directors non-executive members remuneration is approved in the amount of 12 fixed monthly allowances”.

BOARD OF DIRECTORS CHAIRMAN

Dan Dragoş DRĂGAN

