

ROMGAZ



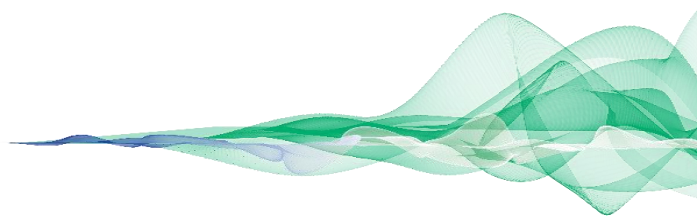
S.N.G.N. ROMGAZ S.A.
Risk Management
Committee Charter

2023



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Chapter 1. Preamble

The Risk Management Committee Charter (the "Charter") sets out its structure, activities and responsibilities, for ensuring transparency and efficiency of the Committee's work.

This Charter is supplemented by: (i) legal provisions on corporate governance of public enterprises; (ii) the provisions of the Articles of Incorporation, (iii) BVB Corporate Governance Code, (iv) other internal rules approved by Romgaz corporate bodies.

Chapter 2. Definitions

In this Charter, the terms and expressions stated below shall have the following meaning:

- a) **"Articles of Incorporation"** - Romgaz Articles of Incorporation¹;
- b) **"director"** - member in Romgaz Board of Directors;
- c) **"executive director"** - the person who is, concurrently, director and **Company** manager;
- d) **"non-executive director"** - the person who is director but is not **Company** manager concurrently;
- e) **"GMS"** - General Meeting of Shareholders;
- f) **"compartment"** - general term for department, direction, office or any other organisational structure of Romgaz;
- g) **"executive management"** - manager/managers to whom the Board of Directors delegated the management of the **Company**;
- h) **"Board of Directors"** - Romgaz Board of Directors;
- i) **"Committee"** - Risk Management Committee;
- j) **"manager"** - the person to whom the Board of Directors² delegated the management of the **Company** and who concluded with the **Company** a contract of mandate;
- k) **"ESG"** - Environmental, Social and Governance;
- l) **"corporate management body"** - GMS, the Board of Directors, company manager/managers;
- m) **"GEO 109/2011"** - Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented, approved by Law 111/2016, as amended;
- n) **"company's webpage"** - www.romgaz.ro;
- o) **"legal provision/regulation"** - any rule provided by a law published in the Official Gazette of Romania - Part I;
- p) **"internal rule"** - any rule provided by an act approved by a corporate management body of Romgaz;
- q) **"risk"** - a situation, an event which that has not yet occurred but may occur in the future, in which case the achievement of previously set results is threatened or enhanced; thus, risk can represent either a threat or an opportunity and should be approached as a combination of probability and impact (according to the Order of the General Secretariat of the Government No. 600 of 2018, as amended);
- r) **"GMS and BoD Secretariat"** - organisational unit within Romgaz whose duties are to fulfil all formalities for organising the GMS and BoD meetings and the meetings of advisory committees;
- s) **"Committee Secretary"** - the person employed at GMS and BoD Secretariat and appointed by the Board of Directors as Committee Secretary;
- t) **"Romgaz"** or **"the Company"** - Societatea Națională de Gaze Naturale ROMGAZ S.A.

¹ Published on the Company' webpage at Investors/Corporate Governance/Referencce documents

² In compliance with the provisions of Article 143 of Company Law No. 31/1990, republished, as amended



Chapter 3. Scope of the Risk Management Committee

The Risk Management Committee is the advisory committee established to review, monitor and evaluate the company's internal control and risk management system, as well as practices and performances to fulfil the ESG obligations.

Chapter 4. Composition of the Risk Management Committee

The Committee will consist of an odd number of members appointed by the company's Board of Directors, one of whom being appointed as Chairman.

The composition of the Committee will comply with the following criteria/conditions:

- The majority will consist of non-executive and independent directors;
- The Chairman of the Committee will be a non-executive and independent director;
- The Chairman of the Board of Directors cannot be and will not be the Chairman of the Committee;
- The Committee, as a whole, must have a mix of skills, competences and knowledge that meet the responsibilities of a Risk Management Committee. The attributes qualifying the Risk Management Committee may include experience with the relevant industry, understanding of the Company's business, knowledge of risk management, knowledge of relevant regulations, or experience in the compliance sector.

The composition of the Committee will be published on the Company's website³.

The Chairman of the Committee will chair the meetings and represent the Committee in the relation with the Board of Directors and other persons.

Termination of membership in the Committee shall take place by revocation, by waiver and in all cases in which the term of office of a director terminates.

In the event of termination of the Committee membership or chairmanship, the Board of Directors shall appoint another Director for the vacant position.

The membership of the Risk Management Committee may not prevent members from participating in the activity of other Advisory Committees of the Board of Directors.

Chapter 5. Competencies of the Risk Management Committee

The Committee has the following main duties:

- a) In matters of coordinating the internal audit activity and risk management
 - It ensures that control activities are consistent with the risks arising from the activities and processes subject to control;
 - It identifies, reviews, evaluates, monitors and reports on identified risks, mitigation or anticipation action plan, other actions taken by the executive management;
 - It is responsible for measuring the solvency of the company by reference to its usual duties and obligations and it shall inform or, where appropriate, make proposals to the Board in this respect;
 - It receives and evaluates regular reports submitted by the risk management department on the Company's risk profile, the implementation status and the efficiency of the risk management system;
 - It monitors all main categories of major risks and it ensures their efficient management;

³ At Investors/Corporate Governance/Board of Directors Structure

- It regularly informs the Board of Directors on the main risks taken by the Company;
- It assists The Board of Directors to elaborate the Statement of the engagement on implementing the risk management policy and applying the mechanics of the internal control system⁴;
- It evaluates, at least annually, the internal control system in terms of the adequacy of risk management and internal control reports, promptness and effectiveness of executive management in addressing weaknesses/deficiencies identified through internal control;
- It informs the Board of Directors on the results of the annual evaluation and the recommendations/proposals on improving the internal and management control;
- It reviews the chapter on internal control and risk management from the Director's annual Report.

b) In matters of sustainability and ESG obligations

- It assists the Board of Directors in defining the Company's strategy on ESG aspects by understanding how the Company is able to create value taking into account ESG influences;
- It monitors risk management on sustainability issues, as regards ESG aspects, industry developments and implementation of efficient policies to manage crises;
- It monitors the sustainability reporting and related processes within the Company to identify the information reported in accordance with the relevant sustainability reporting standards;
- It monitors external ESG trends, it understands the related risks and opportunities, as well as the expectations of the Company's key shareholders in this respect;
- It monitors the impact of the Company on the natural environment and how it adapts to climate changes;
- It monitors the Company's interactions with its employees, shareholders and the communities where it develops its activity including applicable workplace policies, any social or community projects undertaken by the Company;
- It reports to the Board of Directors any ESG issues that could affect the business, operations, performance or public image of the Company or which are relevant for the Company and shareholders;
- It monitors and provides guidance on actions and initiatives taken in order to prevent, mitigate and manage risks related to ESG issues that might have a significant negative impact on the Company or that are otherwise relevant for shareholders;
- It reviews the risks and opportunities related to social, environmental and economic impacts, measured from a stakeholders perspective;
- It reviews the risk assessment and mitigation plans and it informs the Board of Directors thereof.

c) Other duties and responsibilities:

- It submits annually activity reports to the Board of Directors;
- It reviews regularly the Committee Charter and it submits any necessary modification for the approval of the Board of Directors;
- It evaluates annually its own performance and prepares a plan for the next year that will be submitted for approval to the Board of Directors.

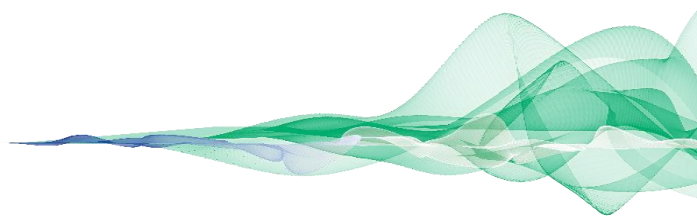
Chapter 6. Risk Management Committee Meeting

The Committee will meet regularly, at least four (4) times a year, as well as exceptionally, as the case may be. Committee members are obliged to participate actively in the meetings.

6.1 Risk Management Committee Secretariat

The Secretary of the Risk Management Committee is designated from among the members of GMS and BoD Secretariat, at the Committee's Chairman recommendation. The Committee's Secretary shall prepare the meetings' minutes and the adopted resolutions and shall assist the Committee in carrying out its activities.

⁴ The Statement will be published on the Company's website



6.2 Convening of Meetings

Meetings of the Committee shall be convened by the Chairman of the Committee: (i) by default or (ii) at the request of at least two (2) members of the Committee.

The Committee's meetings are held either by the actual meeting of its members, at the Company headquarters, or in any other location established in the convening notice, or by conference call or videoconference, if the Chairman so decides. For the conference calls the procedure is included in the Charter of the Committee.

The Committee's meetings shall be organized prior to the Board Meeting scheduled for the respective month, in order to prepare the reports for the Committee in due time.

The convening notice of each Committee meeting shall include at least the following: (i) the place of the meeting, indicating the address or the mean of communication in case of conference call or videoconference (ii) the date and time of the meeting; (iii) the meeting's agenda.

The agenda of each meeting shall be submitted to all members of the Committee and any other person whose attendance is required, at least five working days ahead of the meeting date. Within the same deadline, the informative materials shall be provided to the Committee's members and the other participants, if the case may be. The documents can be submitted by e-mail.

The Committee may invite to the meetings any director, manager or persons who may contribute to the performance of the Committee's duties, as deemed necessary.

6.3 Meeting Procedure

The Committee's meetings will be chaired by the Chairman.

The required quorum for validating the Committee's meetings is made of at least half of the Committee's members (including the Committee's Chairman). The participation of a member at a meeting through video or audio means shall be deemed valid for the scope the quorum.

Each member of the Committee shall have the right to cast personally or by representative a single vote related to a decision of the Committee. In case of vote parity, the Committee's Chairman vote shall be decisive.

Other elements related to vote casting included in the Committee's Charter shall also apply to the Committee's meetings.

The Committee's resolutions shall be valid only if they comply cumulatively with the following conditions: (i) to be taken in the presence of the Committee's members' majority and (ii) to be voted by the majority of casted votes.

If the Committee's Chairman cannot exercise his/her authority, he/she can mandate another person to exercise the powers, including the vote casting.

6.4 The Minutes of the Meeting and the Committee Note

At each Committee meeting a minutes shall be prepared and it shall include the following: (i) the place and time of the meeting, (ii) the names and surnames of the members present, (iii) the decisions taken, (iv) the number of votes casted for each decision, and (v) if requested, separate opinions.

The minutes of the meeting shall be signed by all members that attended the meeting, including the Committee's Chairman.

The Note of the Risk Management Committee is issued based on the meeting's minute and it shall include all decisions taken within the meeting. The Note is signed by the Committee's Chairman and it shall be submitted to the Board of Directors.

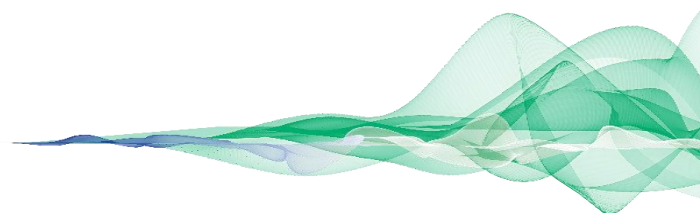
For every meeting of the Committee a meeting file shall be prepared and it shall include: (i) the convening documents, (ii) the documents presented at the meeting to support the items of the agenda, (iii) the Minutes of the meeting and the Committee's Note, (iv) the power of attorneys based on which the votes representation were casted, (v) the letters by which the votes by correspondence were casted and (vi) the copies, by the Committee Secretary, of the letters by which the vote by electronics means were casted.

Chapter 7. Final Provisions

This Charter was approved by Romgaz Board of Directors on October 18th, 2023.

Following annexes: *Annex 1. Monitoring and Evaluation Report on the activity of the Risk Management Committee - template* and *Annex 2. Calendar for implementation of recommendations, status of the implementation of recommendations* are part of this Charter.

Upon its entry into force, once approved, this Charter shall be subject to amendment whenever necessary.



ANNEX 1 - Monitoring and evaluation report on the activity of the Risk Management Committee - template

MONITORING AND EVALUATION REPORT ON THE ACTIVITY OF THE RISK MANAGEMENT COMMITTEE

No. _____ / Date

Composition of the Risk Management Committee

1., Chairman
2., Member
3., Member
4., Member
5., Member

Performed Activity

1. Consultations

Discussions and work meetings with the Company’s managers shall be included here, as the case may be; the functional departments within the Company with which these consultations have taken place shall be indicated.

2. Analysis

The following are indicated: the issue analysed, the supporting materials used in the analysis.

3. Performed Works

The following are indicated: title of the work carried out: briefings, notes, addresses, reports, studies, etc.

4. Proposals, measures, recommendations

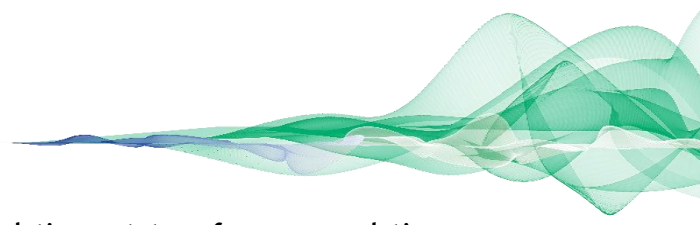
Elaborating proposals, measures, recommendations on the basis of consultations, analyses and works carried out. These take the form of work sheets: Calendar for the implementation of recommendations and Status of implementation of recommendations (Annex 2).

5. Distribution List

The following are included: persons, compartments, executive bodies to which the Committees reports are sent to, in full or in part (only measures, recommendations and proposals).

Risk Management Committee (signatures)

1., Chairman
2., Member
3., Member
4., Member
5., Member



ANNEX 2 - Calendar for implementation of recommendations, status of recommendations

**CALENDAR FOR THE IMPLEMENTATION OF THE RECOMMENDATIONS
made by the Risk Management Committee**

Item no.	Date of meeting	Recommendation	Planned Date	Responsible for implementation

Secretary,

RECOMMENDATION IMPLEMENTATION STATUS

on

Item No.	Date of meeting	Recommendation	Responsible for implementation	Implementation status on			
				Implemented	Date of implementation	Partially implemented	Not implemented