

To: THE GENERAL MEETING OF SHAREHOLDERS

R E P O R T

on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises in February 2024

Pursuant to Article 52 par. (1) of Government Emergency Ordinance No. 109/2011¹ "The Board of Directors [...] convenes the general meeting of shareholders in order to approve any transaction, if its value, individually or in a series of concluded transactions, exceeds 10% of the value of net assets [...] or exceeds 10% of the revenue ... with the controlling shareholders or with a company controlled by such shareholders".

Moreover, pursuant to Article 52 par. (3) of Government Emergency Ordinance No. 109/2011 "The Board of Directors [...] **informs the shareholders**, during the first General Meeting of Shareholders following the legal act, on any transaction concluded by the public enterprise with:

- a) the persons provided in paragraph (1) and (2) and the value of the transaction does not exceed the level established in paragraph (1);
- b) another public enterprise or with the public supervisory authority, if the transaction has a value, individually or in a series of transactions, of at least the equivalent in RON of EUR 100,000".

The public enterprise has the following meanings (Article 2, paragraph 2 of the Government Emergency Ordinance No. 109/2011):

- a) autonomous public companies established by the State or by a territorial administrative unit;
- b) national companies and corporations, companies in which the State or an administrative-territorial unit is the sole or majority shareholder or in which it has control;
- c) companies in which one or more of the public enterprises referred to in (a) and (b) has a majority or controlling interest.

In February 2024, Romgaz concluded certain transactions for the provision of natural gas transmission services with:

❖ **SNTGN TRANSGAZ SA Medias (OTS)**

Transmission capacity booking in entry/exit points to/from the National Transmission System (NTS) is made annually, quarterly and monthly, taking into account on one hand, the delivery profile to end clients/customers and on the other hand, costs optimisation for Romgaz.

Therefore, in line with the calendar for transmission capacity booking, for gas year 2023-2024, the Network User (NU) Romgaz booked annual transmission capacity, calculated in order to achieve the lowest cost (optimise the cost per portfolio). Additionally to the terms set by law, NU Romgaz books quarterly and monthly transmission capacity.

In this respect, the table below shows a summary of transactions:

¹ GEO No. 109 of November 30, 2011 on corporate governance of public companies as subsequently amended and supplemented.

Contract (No./Date)	Scope of Contract	Term of Contract	Contracted Capacity (MWh)	Amount in RON excluding VAT
152T/13.02.2024	Provision of quarterly gas transmission services at NTS exist point	01.04.2024 01.07.2024	6,218.39	14,675.41
532L/21.02.2024	Provision of monthly gas transmission services at NTS entry point	01.03.2024 01.04.2024	177,227	1,160,836.85
533L/21.02.2024	Provision of monthly gas transmission services at NTS exit point	01.03.2024 01.04.2024	99,605.82	542,851.72

Depending on the daily natural gas requirements (following changes in the client portfolio) and in order to optimise the costs for transmission capacity booking, Romgaz took over/transferred transmission capacity from/to other NTS users. Therefore, in accordance with the provisions of the Network Code for the NTS, approved by ANRE President Order No.16/2013, Romgaz concluded with S.N.T.G.N. Transgaz S.A. the following Addenda to:

- ✓ Gas transmission contract for NTS exit points No. 118T/14.11.2023:

Addendum No.	Contract scope	Contract term	Transmission capacity (MWh)			Value, VAT exclusive (RON)
			transferred	taken	returned	
1	Provision of quarterly gas transmission services at NTS exit point	01.01.2024 01.04.2024		1,015		6,414.80

- ✓ Gas transmission contract for NTS exit points No.458L/17.01.2024:

Addendum No.	Contract scope	Contract term	Transmission capacity (MWh)			Value, VAT exclusive (RON)
			transferred	taken	returned	
1	Provision of monthly gas transmission services at NTS exit point	01.02.2024	6.59			43.16
2		01.03.2024	184.52			1,208.61

Gas Transmission Contracts are Framework Agreements and have the following characteristics:

- ✓ The scope of contract is provision of natural gas transmission services designating the activities and operations carried out by the TSO for or in connection with transmission capacity booking at the entry/exit points in/from the NTS and transmission through the National Transmission System (NTS) of gas quantities, expressed in units of energy, to the entry/exit points in/from the NTS;
- ✓ Contract term: annual, quarterly, monthly, daily;
- ✓ Tariffs applicable for transmission services regulated by ANRE Order;
- ✓ Payment: within 15 calendar days from the date of invoices issuance.

Draft Resolution

"The Ordinary General Meeting of Shareholders takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public companies during February 2024."

**Chairman of the Board of Directors
Dan Dragos DRAGAN**

**Chief Executive Officer
Razvan POPESCU**

**Deputy Chief Executive Office
Aristotel Marius JUDE**

**Chief Financial Officer
Gabriela TRANBITAS**

**Director of Energy Trading Department
Radu Costica MOLDOVAN**