

To:
SNGN Romgaz S.A. Ordinary General Meeting of Shareholders

Endorsed,
Chairman of the Board
Dan Dragoş DRĂGAN

REQUEST FOR APPROVAL

regarding the procurement of legal consultancy, assistance and/or external representation services for SNGN Romgaz S.A. required in connection with the acquisition of share package/assets/with business transfer from a company active in the field of electricity and natural gas supply

1. Provisions of GEO no. 26 of June 6, 2012 (on measures to reduce public expenses and to strengthen financial discipline, and to amend and supplement some pieces of legislation):

Considering:

Provisions of GEO no. 26 of June 6, 2012 on measures to reduce public expenses and to strengthen financial discipline, and to amend and supplement some pieces of legislation:

Art. I

(1) Central and local authorities and public institutions of the central and local public government, irrespective of how they are financed and subordinated, national companies and commercial companies fully state owned or having the state as major shareholder, as well as autonomous regies having in-house legal advisors according to their organization structure are not allowed to procure legal consultancy, assistance and/or representation services.

(2) Provided that there are solid grounds to justify that legal consultancy, assistance and/or representation services required by the authorities or public institutions provided under paragraph (1) cannot be provided by the legal advisers employed by said entities, such services may be acquired under the law, only upon approval of:

a) main credit release authority for public authorities and institutions of the central public administration;

(3) In duly justified situations, when legal consultancy, assistance and/or representation services required by national companies and commercial companies fully state owned or having the state as major shareholder, as well as by autonomous regies provided under par. (1) cannot be provided by legal

advisers employed by said entities, such services can be procured in accordance with the law only upon approval and authorization of state's representatives or of administrative-territorial units' representatives in the governing bodies of such companies:

a) by the main credit release coordinating authority, in case of companies fully state owned or having the state as major shareholder;"

2. Procurement of legal consultancy, assistance and/or external representation services for SNGN Romgaz S.A. required in connection with the acquisition of share package/assets/ in case of a business transfer from a company active in the field of electricity and natural gas supply with the scope of diversifying the company's existing portfolio

Hereby, we submit to SNGN Romgaz SA OGMS for examination and approval the necessity to procure legal services required in connection with the acquisition of share package/assets/ in case of a business transfer with the scope of developing and diversifying the company's existing portfolio.

Given the described context, the legal assistance services indicated above are required but not limited to performing necessary and useful proceedings for:

- granting assistance to SNGN Romgaz S.A. for the entire duration of proceedings;
- performance of legal due-diligence for the target company, active in the field of electricity and natural gas supply, legal assessment of the target company, providing assistance to SNGN Romgaz S.A. in connection with the final decision on the selected target of acquisition, and providing assistance in relation to negotiating and perfecting the transaction;
- granting assistance to SNGN Romgaz S.A. for every proceeding in connection to performing the transaction, until the completion of process. Completion of process includes fulfillment of SNGN Romgaz S.A. obligations which may be included in the acquisition contract and which are subsequent to the transfer of title on shares/assets, and to transfer of business;
- granting assistance, counsel and representation to SNGN Romgaz S.A. for every proceeding connected to making the transaction, so that the project becomes operational;
- granting assistance, counsel and representation to SNGN Romgaz S.A. in case of litigation connected with the project;

Considering the complexity of operations relating to acquiring share package/assets/to business transfer, and the necessary and useful formalities in relation to the aforementioned, these consultancy, assistance and legal representation services shall cover aspects specific both to foreign legislation, on a case by case basis (if required), and aspects specific to Romanian law required for Romgaz execution of rights and obligations.

Note: In case OGMS approves the procurement of legal services, when selecting the firms for legal consultancy the following principles regarding the sectorial procurements will be observed:

- a) non-discrimination;
- b) equal treatment;
- c) mutual recognition;
- d) transparency;
- e) proportionality;
- f) accountability.

In order to secure legal consultancy, assistance and/or external representation services of SNGN Romgaz S.A. mentioned herein, one or more contracts may be concluded with law firms, including with associations of law firms. As such, considering the necessity and useful nature of procuring such legal consultancy, assistance and/or representation services of SNGN Romgaz S.A., please approve such procurement.

Resolution draft:

„Considering Request for Approval no. 10053/08.03.2024, SNGN Romgaz S.A. OGMS approves the procurement of legal assistance, consultancy and/or external representation services of SNGN Romgaz S.A. required in case of acquisition of share package/assets/ in case of a business transfer from a company active in the field of electricity and natural gas supply with the scope of diversifying the company’s existing portfolio.”

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Răzvan POPESCU

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Aristotel JUDE

CFO
Gabriela TRÂNBIȚAȘ

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Monica STAFIE