

To,  
THE GENERAL MEETING OF SHAREHOLDERS

## REPORT

### on the conclusion of certain transactions with other public enterprises between February - May 2024

Pursuant to Article 52 par. (1) of Government Emergency Ordinance No. 109/2011<sup>1</sup> "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:

- the persons provided in paragraph (1) and (2) and the value of the transaction does not exceed the level established in paragraph (1);
- 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):

- autonomous public companies established by the State or by a territorial administrative unit;
- 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;
- companies in which one or more of the public enterprises referred to in (a) and (b) has a majority or controlling interest.

In May 2024 Romgaz signed, with 3 public enterprises, a number of 6 Gas Sales Contracts whose individual value or in a series of transactions is higher than the RON equivalent of EUR 100,000 and which do not fall under the provisions of Article 52 paragraph (1) of GEO No.109/2011 and, therefore, generate the obligation to inform the company's shareholders.

The 3 public enterprises are presented in the table below:

Item No.	Public Enterprise	Weight of Romanian State shareholder or a territorial administrative unit
1	Colterm S.A. - the municipal heating company	100% Timisoara City Council
2	Termoficare Constanta S.R.L.	100% Constanta City Council

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

3	Termo Calor Confort S.A.	99.7274% Pitesti City Council 0.1363% Topoloveni City Council 0.1363% Maracineni City Council
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Details related to contracted gas quantities, their prices and values are shown in the table below:

Item No.	Buyer		Quantity (MWh)	Total amount (RON)
	Enterprise	Contract No.		
1	Colterm S.A. - the municipal heating company	VG3/2024	24,800.000	3,472,000.00
2	Colterm S.A. - the municipal heating company	VG37/2024	57,500.000	9.092.475.00
3	Termoficare Constanta S.R.L.	VG16/2024	141,885.000	19,547,496.45
4	Termoficare Constanta S.R.L.	VG38/2024	3,000.000	449,940.00
5	S.C. Termo Calor Confort S.A.	VG17/2024	37,338.100	5,267,659.15
6	S.C. Termoficare Napoca S.A.	VG14/2024	28,597.220	5,971,093.24

Also, from February - May 2024, Romgaz concluded the following transactions with:

❖ S.N.T.G.N. TRANSGAZ S.A. Medias (TSO)

Booking the transmission capacity at entry/exit points to/from the National Transmission System (NTS) is carried out annually, quarterly and monthly, taking into account the profile of deliveries towards the customers/end users on the one hand, and cost optimisation for Romgaz on the other hand.

Thus, in accordance with the calendar of the transmission capacity booking process, for the gas year 2023 - 2024, the Network User (NU) Romgaz has booked annual transmission capacity, calculated taking into account the achievement the lowest cost (portfolio cost optimization). In addition, at the deadlines set by the legislation, NU Romgaz reserves quarterly and monthly transmission capacity.

In this respect, we summarise the transactions concluded in the table below:

Contract (No./Date)	Scope of Contract	Term of Contract	Contracted Capacity (MWh)	Amount in RON excluding VAT
28Z/29.02.2024	Provision of gas transmission services at exit point from NTS - daily capacity	01.03.2024 01.10.2024	31	338.21
609L/20.03.2024	Provision of gas transmission services at entry point to NTS - monthly capacity	01.04.2024 01.05.2024	182,700	670,509.00
610L/20.03.2024	Provision of gas transmission services at exit point from NTS - monthly capacity	01.04.2024 01.05.2024	241,975.74	387,015.76
682L/17.04.2024	Provision of gas transmission services at exit point from NTS - daily capacity	01.05.2024 01.06.2024	13,638.006	582,962.95

Depending on the daily natural gas requirements and in order to optimise the costs for transmission capacity booking, Romgaz took over transmission capacity from other users of the NTS. 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:

✓ Natural gas transmission contract for NTS entry points No.120T/14.11.2023:

Addendum No.	Contract scope	Contract term	Transmission capacity (MWh)			Amount in RON excluding VAT
			transferred	taken	returned	
1	Provision of gas transmission services at entry point from NTS - monthly capacity	01.01.2024 01.04.2024	1,500			5,685.00
2			1,000		1,500	3,790.00
3			1,000		1,000	3,790.00
4			18,000		1,000	68,220.00
5			600			2,274.00
6						600

✓ Natural gas transmission contract for NTS exit points No. 118T/14.11.2023:

Addendum No.	Contract scope	Contract term	Transmission capacity (MWh)			Amount in RON excluding VAT
			transferred	taken	returned	
2	Provision of gas transmission services at exit point from NTS - quarterly capacity	01.01.2024 01.04.2024			1,015	-

✓ Natural gas transmission contract for NTS exit points No.74/28.08.2023:

Addendum No.	Contract scope	Contract term	Transmission capacity (MWh)			Amount in RON excluding VAT
			transferred	taken	returned	
1	Provision of gas transmission services at exit point from NTS - annually capacity	01.10.2023 01.10.2024		1,550		5,161.50
2			0.03		1,550	0.05
3						0.03

Natural gas transmission contract are framework contracts and have the following characteristics:

- ✓ The scope of contract is the provision of gas transmission services designating to set of activities and operations performed by the TSO for or in connection with the booking of transmission capacity in entry/exit points to/from the NTS and transmission through the National Transmission System (NTS) of natural gas quantities, expressed in energy units, up to the entry/exit points to/from the NTS;
  - ✓ Contract term: annually, quarterly, monthly, daily;
  - ✓ Tariffs applicable for transmission services regulated by ANRE order;
  - ✓ payment: within 15 calendar days from the date of issue of invoices.
- ❖ S.N.G.N. ROMGAZ S.A. - Filiala de Înmagazinare Gaze Naturale DEPOGAZ S.R.L. - provision of natural gas storage services

In accordance with the provisions of ANRE Order No.1/January 31, 2024 for the approval of the Methodology on determining the level of the minimum natural gas stock that holders of gas supply licenses are required to establish in underground storages and the ANRE Decision No.360/February 28, 2024 on the level of the minimum natural gas stock that each holder of the gas supply license/PET direct customer is required to establish it in underground storages until October 31, 2024, in conjunction with Romgaz request, submitted to Depogaz, granting additional capacity to the level of the minimum stock required in order to ensure the daily balancing of quantities (production/deliveries), Romgaz has been allocated a storage capacity of 2,123,100.39 MWh for which the Natural Gas Underground Storage Contract No. 1515/2024 was concluded. The value of the Contract amounts to RON 48,045,761.83 (excluding VAT).

On March 31, 2024, Romgaz recorded in the underground storages operated by DEPOGAZ a stock of 1,733,346.884515 MWh.

In accordance with the provisions of Article 5 (1) of the Contract No.1236/2023, for the quantity of natural gas remaining in stock at the end of the storage cycle 2023-2024, the parties undertake to conclude a new contract.

Thus, the Natural Gas Underground Storage Contract No. 1541/2024 was concluded. The value of the Contract amounts to 27,334,880.37 lei (excluding VAT).

Measures taken

Until the date hereof, it was not necessary to take certain measures to carry out business relations with the above-mentioned partners/service providers.

Conditions and deadlines under which the operation(s) were carried out

Gas Sales Contract were returned signed by the contract partners between March - April 2024.

Main characteristics of the concluded Gas Sales Contracts are as follows:

VG36/2024

- Delivery period: May 1, 2024 - June 1, 2024;
- Contracted gas quantities: 24,800.00 MWh;
- Delivery point: VTP in the NTS;
- the daily quantity of natural gas scheduled to be delivered: it is determined by dividing the monthly contracted quantity by the number of calendar days in the delivery period, rounded to three decimal places, with adjustment of the daily quantity on the last day of delivery to give the total contracted quantity;
- payment of the consideration for the gas: in advance, before the start of delivery for each delivery month, or 30 days after the due date of the invoice, as provided for by the BGL (Bank Guarantee Letter);
- contract price: according to the submitted offer.

VG37/2024

- delivery period: June 1, 2024 - October 1, 2024;
- contracted gas quantities: 57,500.00 MWh;
- delivery point: VTP in the NTS;
- the daily quantity of natural gas scheduled to be delivered: it is determined by dividing the monthly contracted quantity by the number of calendar days in the delivery period, rounded to three decimal places, with adjustment of the daily quantity on the last day of delivery to give the total contracted quantity;
- payment of the consideration for the gas: in advance, before the start of delivery for each delivery month, or 30 days after the due date of the invoice, as provided for by the BGL (Bank Guarantee Letter);
- contract price: according to the submitted offer.

VG16/2024

- delivery period: April 1, 2024 - November 1, 2024;
- contracted gas quantities: 141,885.000 MWh;
- delivery point: VTP in the NTS;
- payment of the consideration for the gas: in advance before delivery or at maturity, within maximum 30 days from the date of issue of the invoice, with the presentation by the Buyer of a Bank Guarantee Letter (BGL) whose value must cover the value of natural gas delivered in three consecutive months with the highest quantities (including VAT);
- contract price: according to the submitted offer.

VG38/2024

- delivery period: June 1, 2024 - July 1, 2024;
- contracted gas quantities: 3,000.00 MWh;
- delivery point: VTP in the NTS;
- the daily quantity of natural gas scheduled to be delivered: it is determined by dividing the monthly contracted quantity by the number of calendar days in the delivery period, rounded to three decimal places, with adjustment of the daily quantity on the last day of delivery to give the total contracted quantity;
- payment of the consideration for the gas: in advance, before the start of delivery for each delivery month, or 30 days after the due date of the invoice, as provided for by the BGL (Bank Guarantee Letter);
- contract price: according to the submitted offer.

VG17/2024

- delivery period: April 1, 2024 - November 1, 2024;
- contracted gas quantities: 37,338.100 MWh;
- delivery point: VTP in the NTS;
- payment of the consideration for the gas: in advance, before the start of delivery for each delivery month, or 30 days after the due date of the invoice, as provided for by the BGL (Bank Guarantee Letter);
- contract price: according to the submitted offer.

VG14/2024

- delivery period: April 1, 2024 - April 1, 2024;
- contracted gas quantities: 28,597.22 MWh;
- delivery point: in the storage;
- payment of the consideration for the gas: in advance, before the start of delivery for each delivery month, or 30 days after the due date of the invoice, as provided for by the BGL (Bank Guarantee Letter);
- contract price: according to the submitted offer.

Effects of concluding transactions

The execution of gas sales contracts ensures the optimal conditions for the delivery of natural gas.

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 enterprises during February - May 2024. ”

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

**CHIEF EXECUTIVE OFFICER  
Razvan POPESCU**

**DEPUTY CHIEF EXECUTIVE OFFICER  
Aristotel Marius JUDE**

**CHIEF FINANCIAL OFFICER  
Gabriela TRANBITAS**

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