

To: S.N.G.N. ROMGAZ S.A. General Meeting of Shareholders

Endorsed
Chairman of the Board of Directors
Dan Dragoş DRĂGAN

REQUEST

for approval to procure external legal consultancy, assistance and/or representation services related to joint ventures/joint operating agreements carried out by S.N.G.N. Romgaz S.A.

Taking into account:

the provisions of GEO no. 26 of June 6, 2012 on measures for reducing public expenses and strengthening financial discipline and for amending and supplementing 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 employed legal advisors included according to their organizational structure are not allowed to procure legal consultancy, assistance and/or representation services

(2) In duly justified situations, when legal consultancy, assistance and/or representation services required by public authorities and institutions 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 of:

(a) the 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 regional governments' representatives in the governing bodies:

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

1. The necessity to procure external legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A.

S.N.G.N. ROMGAZ S.A. ("Romgaz") concluded a series of joint ventures/joint operating agreements ("JOA") according to the standards of the Association of International Petroleum Negotiators ("AIPN") currently the Association of International Energy Negotiators ("AIEN"), where Romgaz is Non-Operator. Such JOA are governed by the Romanian or English law.

The scope of joint ventures/joint operating agreements results from the petroleum agreements for the above mentioned onshore or offshore blocks, where Romgaz is Co-Titleholder.

The following joint operating agreements are currently in progress:

1. Amromco Energy S.R.L. ("Amromco")

Amromco and Romgaz are Co-Titleholders in petroleum agreements for Development - Production of blocks: Bibești, Strâmba, Finta, Fierbinți-Târg, Frasin-Brazi, Zătreni, Boldu, Roșioru, Gura-Șuții, Balta-Albă and Vlădeni.

Romgaz participating interest in the JOA is 50%, Amromco is Operator.

2. Raffles Energy S.R.L. ("Raffles")

Raffles and Romgaz are Co-Titleholders in petroleum agreements for Exploration - Development - Production of blocks:

- EIII1 Brodina - Bilca productive area and Voitinel exploration area. Romgaz participating interests in the JOA, are 37.5% for Bilca productive area and 50% for Voitinel exploration area, Raffles is Operator.
- EIII-4 Bacău - North area, Lilieci. Romgaz participating interest in the JOA is 40%, Raffles is Operator.

3. Lukoil Overseas Atash B.V. ("Lukoil")

Lukoil and Romgaz are Co-Titleholders of the petroleum agreement for Exploration - Development - Production for the deep water area of the Black Sea, Ex-30 Trident.

Romgaz participating interest in the JOA is 12.2%, Lukoil is Operator.

The above mentioned joint ventures/joint operating agreements regulated the following:

- the manner for carrying out and monitoring petroleum operations;
- withdrawal or renewal of petroleum agreements;
- withdrawal from the JOA;
- transfer of participating interest or parties' rights;
- change of Operator;
- dispute settlement.

The necessity to conclude external legal consultancy services is generated by following factors:

- complexity of activities arising from JOA (e.g. withdrawal, pre-emption right, breach of contract provisions, harmonization of foreign legislation with Romanian legislation, disputes, etc);
- legal characteristics of each JOA;
- necessity to make quick decisions, that fall within JOA deadlines and within deadlines for obtaining Romgaz corporate approvals related to actions/proposals/decisions of other Parties.

Specialized (external) legal services are required, but not limited to, carrying out the required and useful formalities:

- a. to ensure Romgaz interests in the performance/execution/amendment of JOA's and as the case may be, to settle issues that may occur during performance of JOA's, either amicably/by agreement of Parties, or by applying settlement rules provided by the JOA;
- b. to negotiate and conclude Joint Bidding Agreements ("JBA"), petroleum/concession agreements, JOA's, Farm-In and Farm-Out contracts or any other type of contract, document or understanding required to enforce certain JBA's, petroleum/concession agreements, JOA's, Farm-In and Farm-Out contracts governed by the English or Romanian law;
- c. legal representation before competent courts in the event of possible disagreements with parties involved, after the amicable dispute settlement procedures were exhausted;
- d. construction of English, Romanian laws or any other foreign law required and compliance with specific laws related to the above-mentioned items.

If this request is favourably endorsed, and provided that the General Meeting of Shareholders approves the procurement, legal consultancy firms shall be selected by observing and complying with the principles for sector related procurement, namely:

- non-discrimination;
- equal treatment;
- mutual recognition;
- transparency;
- proportionality;
- accountability.

We mention that these legal services are included in Romgaz budget approved for 2024.

On August 5, 2024 S.N.G.N. ROMGAZ S.A Board of Directors adopted Resolution 63/05.08.2024 (presented as Annex 1 hereto).

Therefore, taking into account the necessity and usefulness of procuring such legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A, we hereby request approval for procuring such services by complying with the conditions and limits described in this document.

2. Resolution draft

"Taking into account request for approval No. 32416/01.08.2024, S.N.G.N. ROMGAZ S.A. General Meeting of Shareholders approves procurement of external legal consultancy, assistance and/or representation services related to joint ventures/joint operating agreements of S.N.G.N. ROMGAZ S.A."

Chief Executive Officer

S.N.G.N. ROMGAZ S.A.

Răzvan POPESCU

Exploration-Production Department Director

Robert Stelian CHIRCĂ

**Director of Exploration-Production Support
Department**

Rodica SASU

Endorsed for legality

Head of Legal Department

Monica STAFIE

Head of Exploration-Production Partnerships

Daniela SAVU

EXCERPT
from
RESOLUTION No. 63/2024

**of Societatea Națională de Gaze Naturale ROMGAZ S.A. Board of Directors
made on August 5, 2024**

The Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A. convened in the meeting on August 5, 2024, 14:00 hours, at S.N.G.N. ROMGAZ S.A. office located in Bucharest, district 1, 59 Grigore Alexandrescu Street, 5th floor, including by conference call/video call, makes the following

RESOLUTION

Article 2

Taking into consideration request for approval No. 29878/July 16, 2024, S.N.G.N. ROMGAZ S.A. Board of Directors endorses the procurement of external legal consultancy, assistance and/or representation services related to joint ventures/joint operating agreements carried out by S.N.G.N. ROMGAZ S.A.

SECRETARY OF THE BOARD OF DIRECTORS

Octavia Cristina BRĂNESCU