

To: THE GENERAL MEETING OF SHAREHOLDERS

REPORT

on certain transactions concluded with other public enterprises during June - October 2024

In compliance with Article 52 par. (1) of Government Emergency Ordinance No. 109/2011 "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".

Also, 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:

- persons provided in paragraphs (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".

According to Article 2, par. 2 of GEO No.109/2011, "public enterprise has the following meanings:

- 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."

For June-October 2024, Romgaz concluded the following transactions with:

❖ SNTGN TRANSGAZ SA Mediaş (TSO)

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 and 2024-2025 the Network User (NU) Romgaz booked annual transmission capacity, calculated 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:

Contract (No./Date)	Scope of Contract	Contract Term	Contracted Capacity (MWh)	Amount, VAT exclusive (RON)
854L/17.07.2024	Provision of monthly gas transmission services at NTS entry points	01.08.2024 01.09.2024	47,740	163,748.20
855L/17.07.2024	Provision of monthly gas transmission services at NTS exit points	01.08.2024 01.09.2024	232,993.68	334,551.86
891L/21.08.2024	Provision of monthly gas transmission services at NTS entry points	01.09.2024 01.10.2024	115,500	493,185.00
892L/21.08.2024	Provision of monthly gas transmission services at NTS exit points	01.09.2024 01.10.2024	738.39	2,628.67

Contract (No./Date)	Scope of Contract	Contract Term	Contracted Capacity (MWh)	Amount, VAT exclusive (RON)
30/26.08.2024	Provision of annual gas transmission services at NTS entry points	01.10.2024 01.10.2025	47,318,965	232,335,220.25
82/26.08.2024	Provision of annual gas transmission services at NTS exit points	01.10.2024 01.10.2025	1,250,088.50	5,174,610.84
35T/26.08.2024	Provision of quarterly gas transmission services at NTS entry points	01.10.2024 01.01.2025	80,500	584,430.00
36T/26.08.2024	Provision of quarterly gas transmission services at NTS entry points	01.10.2024 01.01.2025	27,742.97	170,064.39
53L/18.09.2024	Provision of monthly gas transmission services at NTS entry points	01.10.2024 01.11.2024	345,960	2,086,138.80
54L/18.09.2024	Provision of monthly gas transmission services at NTS exit points	01.10.2024 01.11.2024	334,437.67	1,492,051.95

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/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 No.194T/May 14, 2024 for NTS exit points:

Addendum No.	Contract scope	Contract term	Transmission capacity (MWh)			Value, VAT exclusive (RON)
			transferred	taken	returned	
2	Provision of gas transmission services at NTS exit point - annual capacity	01.07.2024 01.10.2024			155,000	269,700
3			45,100			78,474
4			50		100	87
5			1,400		50	2,436

Concurrently, in line with the provisions of the Network Code for the National Gas Transmission System, approved by Order of ANRE President No.16/March 27, 2013, on rules for access and use of the VTP, Romgaz concluded Contract No. 11/July 12, 2024 related to balancing and VTP access, for October 1, 2024 - October 1, 2025. The contract value shall be determined at the end of the gas year, depending on daily imbalances that will be recorded by the network user (NU) Romgaz.

Gas Transmission Contracts are framework agreements and have the following characteristics:

- ✓ the scope of contract is provision of natural gas transmission services meaning 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.
- ❖ SNGN ROMGAZ SA - Filiala de Înmagazinare Gaze Naturale DEPOGAZ SRL - provision of underground gas storage services

For 2024 - 2025 storage cycle, Romgaz concluded with Depogaz the following contracts:

- ✓ Contract No.1515/2024 for underground gas storage, for the current storage cycle;
- ✓ Contract No.1541/2024 for underground gas storage, for the gas left in stock from 2023 -2024 storage cycle.

In compliance with ANRE Order No.1/January 31, 2024, art. 7 "...the rights and obligations arising from the storage contract concluded by the storage user from which the quantities of natural gas are transferred, are transferred to the new user for the entire transferred capacity".

Following the exercise of final customers' right to change the gas supplier, Romgaz concluded with Depogaz the following addenda to Contract No. 1515/2024:

- ✓ Addendum No.2/2024 by which Romgaz transfers to Premier Energy Furnizare, the storage capacity of 12.892 MWh and to Nova Power&Gas the capacity of 429.314 MWh. The total transferred storage capacity is 442.206 MWh;
- ✓ Addendum No.3/2024 by which Romgaz transfers to E.ON Energie România the storage capacity of 395.011125 MWh and to Nova Power&Gas the capacity of 436.335 MWh. The total transferred storage capacity is 831.346125 MWh;
- ✓ Addendum No.5/2024 by which Romgaz takes over from Engie România the storage capacity of 565.068455 MWh.

To optimise operational performance of the above-mentioned contracts, Romgaz requested Depogaz to merge the two contracts, resulting the following addenda:

- ✓ Addendum No.1 to Contract No.1541/2024 by which the natural gas quantity in storage on July 31, 2024 is transferred, namely 1,733,346.884515 MWh;
 - ✓ Addendum No.4 to Contract No.1515/2024 by which the gas quantity of 1,733,346.884515 MWh is taken over.
- ❖ SNGN ROMGAZ SA - Filiala de Înmagazinare Gaze Naturale DEPOGAZ SRL - natural gas sales contract, technological consumption

Romgaz concluded with DEPOGAZ for January 1, 2025 - January 1, 2026, gas sales contract VG55/2024, having as scope the sale of 181,900 MWh natural gas used for technological consumption injection and withdrawal, namely discharge.

Effects of concluding transactions

Performing the above-mentioned natural gas transmission contracts will:

- ✓ secure required conditions to deliver gas and to inject/withdraw gas into/from UGSs;
- ✓ optimize related transmission services costs.

By concluding natural gas underground storage contracts, Romgaz ensures both access to underground gas storages and the required natural gas inventory.

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 June - October 2024."

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

**Chief Executive Officer
Răzvan POPESCU**

**Deputy Chief Executive Officer
Aristotel Marius JUDE**

**Chief Financial Officer
Gabriela TRÂNBIȚAȘ**

**Energy Trading Director
Radu Costică MOLDOVAN**