

ROMGAZ



S.N.G.N. ROMGAZ S.A.
Audit Committee Charter

Revized 2025

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Chapter 1. Preamble

The Audit Committee Charter assists the Board in ensuring that the Company keeps consistent and adequate systems for financial reporting, audit, internal control and risk management.

The Audit Committee sets the structure, activities and responsibilities, rights and obligations of committee members for ensuring transparency and efficiency of the committee's work.

This Audit Committee Charter is supplemented by:

- (i) legal provisions on corporate governance of public enterprises;
- (ii) Articles of Incorporation;
- (iii) BVB Corporate Governance Code;
- (iv) other internal rules approved by Romgaz corporate bodies;
- (v) laws 162/2017 and 672/2002;
- (vi) Regulation (EU) No 537/2014 on specific requirements for statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC.

Chapter 2. Definitions

In this Audit Committee Charter the terms and expressions stated below shall have the following meaning:

- a) **“Articles of Incorporation”** - Romgaz Articles of Incorporation;
- b) **“director”** - member in Romgaz Board of Directors;
- c) **“administrator executiv”** - persoana care este, în același timp, și administrator și director al **Societății**;
- d) **“non-executive director”** - the person who is director but not Company manager;
- e) **“GMS”** - General Meeting of Shareholders;
- f) **“BVB”** - Bucharest Stock Exchange
- g) **“compartment”** - general term for department, direction, office or any other organisational structure of Romgaz;
- h) **“executive management”** - manager/managers to whom the Board of Directors delegated the management of the Company.
- i) **“Board”** - Romgaz Board of Directors (BoD);
- j) **“Committee”** - Audit Committee;
- k) **„manager”** - person to whom the Board of Directors¹ delegated the management of the Company and who concluded with the Company a contract of mandate.;
- l) **“Law 162/2017”** - Law 162/2017 on the statutory audit of annual financial statements and of consolidated annual financial statements, as subsequently amended and supplemented;
- m) **“Law 31/1990”** - Law 31/1990 on companies, as subsequently amended and supplemented;
- n) **“Law 672/2002”** - Law 672/2002 on the internal public audit, as subsequently amended and supplemented;
- o) **“corporate management body”** - GMS, Board of Directors, Company manager/managers;
- p) **“GEO 109/2011”** - Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented;
- q) **“Company’s webpage”** - www.romgaz.ro ;
- r) **“legal provision/regulation”** - any set of legal norms applicable in the field provided by a normative act published in the Official Gazette of Romania - Part I;
- s) **“internal regulation”** - any rule provided by an act approved by a corporate management body of Romgaz;
- t) **“GMS and BoD Secretariat”** - organisational unit within Romgaz whose duties are to fulfil all formalities for organising the GMS and BoD meetings and the meetings of advisory committees;
- u) **“Committee Secretary”** - person employed at GMS and BoD Secretariat and appointed by the Board of Directors as Committee Secretary;
- v) **“Romgaz”** or **“the Company”** - Societatea Națională de Gaze Naturale ROMGAZ SA;

Chapter 3. Scope of the Audit Committee

The Board of Directors shall establish the Audit Committee in accordance with the combined provisions of Article 140² of Law 31/1990, Article 34 of GEO 109/2011, Article 65 of Law 162/2017 and the capital market regulations.

The Committee performs the legal duties set out in Article 65 of Law 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and amending some normative acts

Moreover, according to GEO 109/2011 together with BVB Corporate Governance Code, through the Audit Committee, the internal public audit structure reports to the Board of Directors.

Chapter 4. Composition of the Audit Committee

The Committee will consist of an odd number of non-executive members of the Board of Directors.

The composition of the Audit Committee will comply with the following criteria/conditions:

- all members should be non-executive directors;
- the majority of the members should be independent directors;
- at least one member of the Committee must be qualified as a financial auditor in accordance with a document issued by the competent authority of Romania, another Member State, a member of the European Free Trade Association, Switzerland or the United Kingdom of Great Britain and Northern Ireland, as required by law, or have at least 3 years' experience in statutory audit acquired through participation in statutory audit missions in Romania, another Member State, an EFTA State, Switzerland or the United Kingdom of Great Britain and Northern Ireland or in audit committees formed at the level of the administrative/supervisory boards of companies/public interest entities, proven with documents.
- The Chairman of the Committee shall be a non-executive-independent director and shall not be the Chairman of the Board or of any other committee;
- The chairman of the Board cannot be the chairman of the Committee;
- The chairman of the Committee will have the necessary skills and experience to oversee the audit matters considered by the Committee;
- The Committee as a whole should have a mix of skills, competences and knowledge appropriate to the responsibilities that fall within its area of responsibility. These skills may include experience within the relevant industry, an understanding of the Company's business, knowledge of relevant regulations, or experience in the area of compliance.

Taking into consideration the above mentioned criteria, the Board of Directors will appoint the members of the Audit Committee, one member will be appointed Chairman of the Audit Committee.

The composition of the Audit Committee will be published on the Company's website.

The Chair of the Audit Committee will chair the meetings and represent the Committee in relation to the Board of Directors and others.

Termination of membership of the Committee shall be by revocation, resignation and in all cases where the mandate of a director ends.

In case of membership or chairmanship termination, the Board of Directors shall appoint another director for the vacant position.

During the performance of the mandate, the Audit Committee's members shall not hold any other positions, qualities and shall not carry out transactions which could be considered incompatible to Audit Committee's mission.

The members of Audit Committee shall not be prevented from participating in other Committees of the Board of Directors.

Chapter 5. Competences of the Audit Committee

The Audit Committee has the following main duties:

- a) In matters of coordinating the internal audit activity, the internal control :
 - a.1.Reviews and submits for approval the Charter of Internal Audit;
 - a.2.Analyzes and submits for approval the annual and multi-annual internal audit plan to the Board of Directors;
 - a.3.Analyzes and submits for endorsement the internal audit reports and recommendations made by the internal auditors.
 - a.4.Reviews and submits for approval the scope of the Internal Audit Department and ensures that it has adequate resources and access to information to enable it to carry out its work effectively and in accordance with relevant professional standards;
 - a.5.Monitors and reviews the activity of Internal Audit Department to ensure that it acts efficiently and independent from the executive management and fulfils its duties in an impartial, competent and professional manner;
 - a.6.Receives, before any meeting of the Audit Committee, a report from the Internal Auditor, including the latest findings and recommendations and the status of their implementation;
 - a.7.Makes recommendations to the Board of Directors on the appointment or dismissal of an Internal Auditor/Head of Department;
 - a.8.Monitors changes in the Internal Audit Department's staff (hirings, transfers, resignations, dismissals);
 - a.9.Monitors and reviews the efficiency and adequacy of the Company's internal control systems and reviews relevant reports provided by the executive management.
- b) In matters of monitoring the financial reporting process:
 - b.1. Verifies the correctness of annual and interim consolidated financial statements of the Company and any other financial reporting, prior to their submission for approval of the Board;
 - b.2. Monitors the financial and, where applicable, sustainability reporting process, including the electronic reporting process as referred to in the applicable accounting regulations and the process carried out by the enterprise to identify information reported in accordance with sustainability reporting standards and makes recommendations or proposals to ensure the integrity of the audited entity;
 - b.3. Monitors the statutory audit of the annual and consolidated financial statements and, where appropriate, the annual and consolidated sustainability reporting, in particular its conduct, taking into account the findings and conclusions of the competent authority in accordance with Article 26 para. (6) of EU Regulation 537/2014;
 - b.4. Monitors the performance of the systems used by the entity for internal quality control and risk management and, where applicable, the performance of internal audit, in relation to the financial reporting and, where applicable, sustainability reporting of the Company, including its electronic reporting process, as referred to in the applicable accounting regulations without infringing on the independence of the audited entity.
- c) In matters of statutory audit:
 - c.1. It is responsible for the selection procedure of the statutory financial auditor or audit firm and recommends to the General Meeting of Shareholders the financial auditor or audit firm to be appointed;
 - c.2. Develops and implements a policy on the provision of non-audit services by the external auditor, taking into account applicable legal regulations and any relevant ethical recommendations in this regards;
 - c.3. Approves the contracting of non-audit services carried out by the statutory auditor only after prior and appropriate assessment of the threats to the statutory auditor's independence and the risk of conflicts of interest;
 - c.4. Informs the Board on the results of the statutory audit and, where appropriate, on the results of the sustainability reporting and explain how the statutory audit and sustainability reporting have contributed to the integrity of the financial and sustainability reporting and what role the audit committee has played in this process, respectively;
 - c.5. Evaluates and monitors the independence of financial auditors or audit firms and, in particular, the provision of non-audit services to the Company;
 - c.6. Encourages communication with the external auditor, particularly at the planning, execution and reporting stages of the audit, to discuss audit process issues, any weaknesses in internal control procedures and the conclusions of the audit;

- c.7. Reviews the audit findings with the external auditor and discusses any key issues arising.
- d) Related to coordination of Conformity, ethics and conflict of interests activity:
- d.1. Oversees the framework for ensuring the company's compliance with applicable legal and regulatory requirements as well as the company's internal rules and regulations;
 - d.2. Takes all necessary steps to ensure that the Company adopts a code of ethics and integrity and a conflict of interest policy;
 - d.3. Reviews half-year reports on the compliance with the code of conduct;
 - d.4. Provides, on request, counseling on ethics and conflicts of interest to other Board members and Directors with a mandate;
 - d.5. Examines and submits to the Board opinions on any transaction of the Company with any of the companies with which it has close relations and the value of which is equal to or greater than 5% of the Company's net assets (as per the latest financial report);
 - d.6. Approves and submits for approval to the Board of Directors the revised Related Party Transactions Policy;
 - d.7. Assess annually, on the basis of declarations of independence, minutes and other relevant information, the existence of conflicts of interest of each Board member and informs the Board accordingly.
- e) Other duties and responsibilities:
- e.1. Submits annually activity reports to the Board of Directors;
 - e.2. Reviews periodically the Committee Charter and submits any necessary modification for the approval of the Board of Directors;
 - e.3. Annually evaluates its own performance and prepares a plan for the next year that will be submitted for approval to the Board of Directors.

The Audit Committee has the authority to lead or authorize the investigations considered necessary for its area of responsibility. If it is considered necessary, the committee is authorized to:

- Request the external consultants, financial auditor, internal auditors or other persons/specialist/experts opinions or assistance in performing an investigation;
- Request any necessary information from employees or other concerned third parties;
- Organize and meet with Company's employees or with Company's consultants.

Chapter 6. Audit Committee Meetings

The Committee will meet periodically, at least four (4) times a year, as well as exceptionally, as the case may be. Committee members are obliged to participate actively in the meetings.

6.1. Convening of Meetings

The Committee meetings will be convened by the Chairmen of the Committee: (i) by default or (ii) upon the request of at least two (2) members of the Committee.

The Audit Committee meetings are held either by actual meeting of its members at the Company's headquarters or in any other location established in the convening notification, or by conference call or videoconference if the Chairman so decides. For the conference calls the procedure included in the Charter of the Board of Directors is applicable.

The Meetings of the Audit Committee shall be organised prior to the Board meeting scheduled for the respective month, in order to prepare the reports for the Board in due time.

The Chairman may request the Audit Committee to adopt decision on certain documents by e-mail, fax or letters. A written decision signed or approved by letter, e-mail, telegram or fax by all Committee members shall be valid and will have the same effect as a decision adopted in a meeting of the Committee.

The convening notice of every Audit Committee meeting will include at least: (i) the place of the meeting, indicating the address or the communication mean in case of conference call or videoconference (ii) the date and hour of the meeting (iii) the agenda of the meeting.

The agenda of every meeting shall be submitted to all Audit Committee members and to any other person whose presence is required, at least five working days before the meeting date. The informative documents shall be provided at the same term to the members of the Audit Committee and to the other participants, as the case may be. The documents can be submitted via e-mail.

The Audit Committee may invite at the meetings any director, manager or any other person who can contribute to the fulfilment of its duties, as it considers.

The head of the Internal Public Audit Department will participate in all meetings without the right to cast a vote, except when the Chairman of the Audit Committee considers that his/her participation is not required.

6.2. Meeting Procedure

The Audit Committee meetings will be chaired by the Chairman of the Committee.

The quorum required for a valid Audit Committee meeting is made of at least half of the committee members (including the Committee Chairman). Participation of a member in a meeting by video or conference call shall be considered valid for the scope of the quorum.

Each member of the Audit Committee shall have the right to cast personally or by representative a single vote related to a decision of the Committee. In case of vote parity the Chairman's vote shall be decisive.

The direct vote may be casted also by correspondence or electronically, under the terms set by the Board.

Other elements related to vote casting provided in the Charter of the Board of Directors are applicable to Audit Committee meetings.

To be valid, the consulting committees' decisions have to fulfil, cumulatively, the following conditions: (i) to be taken in the presence of the committee members' majority and (ii) to be voted by the majority of casted votes.

If the Committee Chairman cannot exercise his/her competencies, he/she can mandate another person to exercise the competencies, including the vote casting.

6.3. The Minute of Meeting and The Committee Note

For every consulting committee meeting a minute of the meeting is prepared that will include: (i) the place and date of the meeting, (ii) first name and last name of the attending members, (iii) decisions made, (iv) number of casted votes for every decision, and (v) upon request, minority reports.

The minutes of meeting shall be signed by all members who attended the meeting, including by the Chairman of the Committee.

The Committee Note is issued on the basis of the minutes of meeting and it will include all the decisions made in the meeting. The note is signed by the Chairman of the Committee and is submitted to the Board of Directors.

For every meeting of the Committee a meeting file is prepared which will comprise:

- (i) the convening documents,
- (ii) the documents presented at the meeting to support the items of the agenda,

- (iii) the Minutes of meeting and the Committee Note,
- (iv) the power of attorneys based on which the votes by representation have been casted,
- (v) the letters by which the votes by correspondence have been casted and
- (vi) the copies, certified by the Committee Secretary, of the letters by which the vote by electronic means have been casted.

Chapter 7. Final Provisions

This Charter of the Audit Committee was approved by Romgaz's Board of Directors on 27 february 2025 by art. 7 of The decision of the Board of Directors.

Following annexes: *Annex 1. Monitoring and Evaluation of the Audit Committee Activity Model Report and Annex 2. Calendar for Implementation of Recommendations, Follow-up of Recommendations are part of this Charter*

After entry into force, after its approval, this document will be revized whenever necessary.

ANNEX 1 -Monitoring and Evaluation of the Audit Committee Activity Model Report**MONITORING AND EVALUATION OF THE AUDIT COMMITTEE ACTIVITY REPORT**

No. _____ / Date

Composition of the Audit Committee

1., Chairman
2., Member
3., Member

Performed Activity**1. Consultations**

Includes the discussions and work meetings with the executive management of the Company, as the case may be; the functional departments within the Company with whom discussions were held shall be mentioned.

2. Assessments

The following are indicated: assesed issues, related materials used in the assesment.

3. Performed Works

The following are indicated: the title of the performed works: notifications, notes, letters, reports, studies etc.

4. Proposals, measures, recommendations

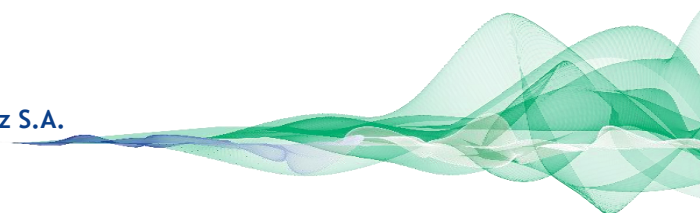
Making proposals, measures, recommendations based on consultations, assesments and performed works. They are provided in the work forms: Calendar for Implementation of Recommendations, Follow-up of Recommendations which is part of this Charter (Annex 2).

5. Distribution List

The following are included: persons, compartments, executive bodies towards which the Audit Committee Reports are sent, in full or in part (only measures, recommendations, proposals).

The Audit Committee (signatures)

1., Chairman
2., Member
3., Member



ANNEX 2 -Calendar for Implementation of Recommendations, Monitoring of Recommendations

**TIMETABLE FOR IMPLEMENTATION OF RECOMMENDATIONS
made by the Audit Committee**

Item. No.	Date of meeting	Recommendation	Planned Date	Responsible for Implementation

Secretary,

FOLLOW-UP OF RECOMMENDATION

on

Item No	Date of meeting	Recommendation	Responsible for implementation	Implementation follow-up on			
				Implementation	Date of implementation	Partially implemented	Not implemented