



RESOLUTION NO. 4/April 29, 2025

of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A.

**Registered office: Medias, 4 Constantin Motas square, Sibiu County, Romania,
registered with the Trade Register Office attached to Sibiu Law Court under no.
J32/392/2001, fiscal code RO 14056826**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of April 29, 2025, 1:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

R E S O L U T I O N

Article 1

Approves the Consolidated Board of Directors' Report for the year 2024.

Article 2

Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2024.

Article 3

Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2024.

Article 4

Approves the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2024, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

Article 5

Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2024, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

Article 6

Approves the distribution of net profit achieved by S.N.G.N. "ROMGAZ"- S.A. in 2024, as follows:

I	Indicators	Year 2024 (RON)
0	1	2
A	Gross result of the financial year	3,497,095,808.98
B	Current income tax	449,143,970.00
C	Revenue from deferred income tax	42,745,020.63
C.1	Deferred income tax	0.00
D	Net result of the financial year [A-B+C-C.1], (accounting profit after corporate income tax deduction), including:	3,090,696,859.61
a	Legal reserves	174,854,790.00
b	Other reserves representing fiscal facilities provided by law (Law no. 227/2015 - Article 22)	43,754,915.46
c	Coverage of accounting losses from previous years (in accordance with Article 1, paragraph (1), c) of GO no. 64/2001)	
c1	Establishing own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c ¹ of GO no. 64/2001)	
d	Other distributions as provided by special laws	
E	Remaining net profit to be distributed (D-a-b-c-c1-d)	2,872,087,154.15
e	Employees' participation to profit (in accordance with Article 1, paragraph (1), e) of GO no. 64/2001)	46,938,504.00
f	Dividends due to shareholders (approx. 50.01% of net profit to be distributed) [E+e]*50.01%	583,914,936.00
	f1) - dividends to the state budget	408,781,966.20
	f2) - dividends to other shareholders	175,132,969.80
	- dividend/share (RON/share)	0.1515
g	Profit for setting up reserves for financing major investment projects or for investments of national interest or for financing subsidiaries making such investments (90%-20%), according to Art. 2 ⁴ of G.O. 64/2001	875,679,692.80
h	Profit for own financing sources [E-f-g]	1,412,492,525.35
*	TOTAL DISTRIBUTIONS [a+b+c+c1+d+f+g+h]	3,090,696,859.61

Article 7

Approves the gross dividend of RON 0.1515 per share, distributed from the net profit achieved in 2024.

Article 8

Approves the distribution of retained earnings of RON 104,495,678.6, representing retained earnings from correction of accounting errors and the value of fixed assets depreciation and the value of fixed assets and of investment projects abandoned in the reporting year financed from "expenditure quota required for development and modernisation of natural gas production" in line with Government Ordinance No. 168/1998, as subsequently amended and supplemented, as follows:

- a) RON 20,427,387.2 as dividends, representing approximately 20.33% of the total value, dividend per share of RON 0.0053;
- b) RON 50,005,344.2 for own financing sources;
- c) RON 30,062,947.2 for setting up reserves for financing major investment projects or projects of national interest or for financing subsidiaries that make such investments.

Article 9

Approves the gross dividend of RON 0.0053 per share, distributed from retained earnings.

Article 10

Approves the total gross dividend per share in amount of RON 0.1568, out of which RON 0.1515 per share related to the 2024 result and RON 0.0053 per share related to retained earnings.

Article 11

Establishes July 25, 2025 as Payment Day, for payment of dividends due to shareholders.

Article 12

Approves the employees' participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 46,938,504.

Article 13

Takes note of the 2024 Annual Financial Report on the remuneration, benefits and/or other advantages granted to the Members of the Board and Officers of S.N.G.N. ROMGAZ S.A..

Article 14

Approves the budgetary discharge of the Board members for the financial year 2024.

Article 15

Takes note of the Consolidated Report on payments to governments for 2024.

Article 16

Approves the maximum amount insured related to the professional liability insurance (namely the extent of the indemnity per event and in aggregate, for Board members and officers) at a maximum amount of indemnity per event and annual aggregate of EUR 20,000,000, an element to be determined prior to the initiation of the procurement procedure in compliance with the conditions and limits described in the Request for approval no. 12349/27.03.2025.

Article 17

Ordinary General Shareholder Meeting:

- a) ratifies/approves Natural Gas Sale Contract no. PET 7/2025 with Societatea Electrocentrale București S.A.;
- b) ratifies Natural Gas Sale Contract no. VG 8/2025 with Societatea Electrocentrale București S.A..

Article 18

In consideration of the Request for approval no. 12208/27.03.2025, approves the procurement of external legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A. in connection with the acquisitions of assets contributing to AZOMURES production activity.

Article 19

In consideration of the Request for approval no. 12207/27.03.2025, approves the procurement of legal assistance, consultancy and/or representation services for S.N.G.N. ROMGAZ S.A. in connection with the acquisitions of a share/asset package/business transfer from a company operating in the renewable energy field.

Article 20

In consideration of the Request for approval no. 12328/27.03.2025, approves the procurement of legal assistance, consultancy and/or representation services for S.N.G.N. ROMGAZ S.A. to access funding in form of bond issuance, the following two tranches according to Romgaz EMTN Program.

Article 21

Takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with banks controlled by Romanian State parties during February 26, 2025, and March 25, 2025, pursuant to art. 52, par. (3) of GEO no. 109/2011.

Article 22

Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during March 2025.

Article 23

Establishes July 4, 2025, as the Record Date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by Resolution of the Ordinary General Meeting of Shareholders.

Article 24

Establishes July 3, 2025, as Ex-Date, representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution.

Article 25

Authorizes the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

This document was drafted on April 29, 2025, in 4 (four) copies.

CHAIRMAN OF THE MEETING

SECRETARY OF THE MEETING