

To,
THE GENERAL MEETING OF SHAREHOLDERS

REPORT
on certain transactions concluded with other public enterprises

Pursuant to Article 52 par. (1) of Government Emergency Ordinance No. 109/2011¹ *"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:*

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

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

In accordance with the provisions of GEO No. 6/2025² in March 2025 Romgaz signed, with 10 public enterprises, a number of 11 Gas Sales Contracts whose individual value 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 10 public enterprises are presented in the table below:

Item No.	Public Enterprise	Weight of Romanian State shareholder or a territorial administrative unit
1	SC Gaz Nord Est SA	41.74% several City Councils
2	SC CET Govora SA	100% Valcea City Council
3	Colterm SA - District Heating Company	100% Timisoara City Council
4	S Termocentrale Constanța SA	100% Constanta City Council

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

² GEO No. 6/2025 on the measures applicable to end customers in the electricity market in the period April 1, 2025 - June 30, 2025, respectively the measures applicable to end customers in the natural gas market in the period April 2025 - March 31, 2026, as well as for amending and supplementing certain regulatory acts in the energy field

Item No.	Public Enterprise	Weight of Romanian State shareholder or a territorial administrative unit
5	SC Modern Calor SA	100% Botosan City Council
6	SC Termo Calor Confort SA	99.7274% Pitesti City Council
		0.1363% Topoloveni City Council
		0.1363% Maracineni City Council
7	SC Termoficare Oradea SA	99.99% Oradea City Council
8	SC UTP Giurgiu SA	99.98% Giurgiu City Council
9	Termoenergetica București - District Company	99.99% Bucuresti General Council
10	SNTGN Transgaz SA	58.5097% Romanian State, through the General Secretariat of the Government

The details related to contracted gas quantities, the prices and their values, are shown in the table below:

Item No.	Buyer		Quantity (MWh)	Gas Price as Commodity (RON/MWh)	Transmission Tariff (RON/MWh)	TOTAL value (RON)
	Name	Contract Number				
0	1	2	3	4	5	6=3x(4+5)
1	SC Gaz Nord Est SA	F21/2025	32,227.135	120	4.91	4,025,491.44
2	SC Gaz Nord Est SA	OR10/2025	295.553	120	4.91	36,917.46
3	SC CET Govora SA	PET4/2025	26,720.000	120	4.91	3,337,595.20
4	Colterm SA - District Heating Company	PET5/2025	234,655.000	120	4.91	29,310,756.05
5	S Termocentrale Constanța SA	PET11/2025	275,273.000	120	4.91	34,384,350.43
6	SC Modern Calor SA	PET8/2025	71,000.000	120	4.91	8,868,610.00
7	SC Termo Calor Confort SA	PET9/2025	187,085.000	120	4.91	23,368,787.35
8	SC Termoficare Oradea SA	PET12/2025	690,300.078	120	4.91	86,225,382.76
9	SC UTP Giurgiu SA	PET13/2025	20,902.778	120	4.91	2,610,966.03
10	Compania Municipală Termoenergetica București	PET6/2025	315,796.000	120	4.91	39,446,078.36
11	SNTGN Transgaz SA	OR24/2025	318,826.000	120	4.91	39,824,555.66
*	TOTAL	*	2,173,080.544	*	*	271,439,490.74

Main characteristics of gas sales contracts concluded under the provisions of GEO No. 6/2025 are, as follows:

- delivery period: April 1, 1 2025 - April 1, 2026;
- contracted gas quantities: 2,173,080.544 MWh;
- delivery point: VTP in the NTS;
- payment of natural gas value: in advance, before the beginning of the delivery related to each delivery month or at maturity, 30 days from the date of invoicing under the conditions presented by SBG;
- contract price: in accordance with the legal provisions (RON 120/MWh) adding the transmission capacity booking tariff in the entry/exit point of NTS and the VAT, if applicable.

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 in March 2025.

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

**Chief Executive Officer
Răzvan POPESCU**

**Deputy Chief Executive Officer
Aristotel Marius JUDE**

**Chief Financial Officer
Gabriela TRÂNBIȚAȘ**

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