



CURRENT REPORT

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and A.S.F. Regulation no. 5/2018

Report date: April 29, 2025

Company name: Societatea Natională de Gaze Naturale Romgaz S.A.

Address: Medias, 4 Constantin I. Motaș Square, Sibiu County - Romania, 551130

Phone/fax no: 004-0374-401020 / 004-0269-846901

Fiscal Code: RO14056826

LEI Code: 2549009R7KJ38D9RW354

Trade Register registration number: J2001000392326

Subscribed and paid in share capital: RON 3,854,224,000

Regulated market where the issued securities are traded: Bucharest Stock Exchange (BVB)

Significant events to be reported:

- Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of April 29, 2025 (EGSM)
- Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of April 29, 2025 (OGSM)

S.N.G.N. Romgaz S.A. brings to the attention of the investors and the capital market the decisions taken within the OGSM held on April 29, 2025, respectively:

- Approval of the Annual Separate Financial Statements and the Consolidated Financial Statements for the year ended on December 31, 2024;
- Approval of the distribution of S.N.G.N. Romgaz S.A. 2024 net profit;
- Approval of the total gross dividend per share distributed from 2024 net profit and from retained earnings, with total value of 0.1568 RON/share;
- Establishment of Payment Date for July 25, 2025;
- Establishment of Record Date for July 4, 2025, namely the date for identifying the shareholders that benefit from dividends.

The quorum conditions for both the EGSM and the OGSM have been fulfilled according to the provisions of Article 15, paragraph 14 and paragraph 12 from S.N.G.N. Romgaz S.A. Articles of Incorporation and Article 115 and Article 112 from the Company Law no.31/1990.

Attached:

Resolution no. 3 of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of April 29, 2025

Resolution no. 4 of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of April 29, 2025

Chief Executive Officer,
Razvan POPESCU



romgaz.ro

Societatea Națională
de Gaze Naturale
Romgaz S.A.

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Capital social: 3.854.224.000 lei
CIF: RO 14056826
Nr.ord.reg.com: J2001000392326

RESOLUTION NO. 3/April 29, 2025

**of the Extraordinary 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.
J2001000392326, fiscal code RO 14056826**

The Extraordinary 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, 12:00 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 Shareholders approves the establishment and registration in the State Register of the legal entities of the Republic of Moldova of the limited liability company “Romgaz Furnizare M S.R.L.” with registered office in Chisinau, No. 70 Mihai Eminescu Street, the Republic of Moldova, having as main activity object the trading of gas fuels through pipelines.

The resolution was approved with 3,527,614,764 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 2

Approves the draft Articles of Incorporation of the company “Romgaz Furnizare M S.R.L.”.

The resolution was approved with 3,497,499,457 votes representing 90.74% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 3

Authorizes the S.N.G.N. Romgaz S.A. Chief Executive Officer - Mr. Răzvan Popescu to sign the Articles of Incorporation of “Romgaz Furnizare M S.R.L.”.

The resolution was approved with 3,527,614,764 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 4

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

The resolution was approved with 3,527,614,764 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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

CHAIRMAN OF THE MEETING
DUMITRU CHISĂLITĂ



SECRETARY OF THE MEETING

MIHAELA GAFIȚĂ



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.
J2001000392326, 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.

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,527,795,948 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,527,795,948 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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 expenses | 0.00 |
| D | Net result of the financial year [A-B+C-C.1], (accounting profit after income tax deduction), of which: | 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) | 0.00 |
| 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) | 0.00 |
| d | Other distributions as provided by special laws | 0.00 |
| 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. 20.33% of the net profit remaining to be distributed [E]*20.33%, i.e. approx. 20% of [E+e]) | 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 | 875,679,692.80 |

| I | Indicators | Year 2024 (RON) |
|---|--|-------------------------|
| | subsidiaries making such investments (90%-20%), according to Art. 2 ⁴ of G.O. 64/2001 | |
| 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 |

The resolution was approved with 3,506,350,306 votes representing 90.97% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 7

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

The resolution was approved with 3,517,601,368 votes representing 91.27% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,517,601,368 votes representing 91.27% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 9

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

The resolution was approved with 3,517,601,368 votes representing 91.27% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,517,601,368 votes representing 91.27% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 11

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

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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..

The resolution was approved with 559,801,989 votes representing 14.52% from the total number of votes exercisable and 67.43% from the total votes validly casted.

Article 14

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

The resolution was approved with 3,527,444,158 votes representing 91.52% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 15

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

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,498,294,026 votes representing 90.77% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 17

Ordinary General Shareholder Meeting:

a) ratifies/approves Natural Gas Sale Contract no. PET 7/2025 with Societatea Electrocentrale Bucureşti S.A.;

b) ratifies Natural Gas Sale Contract no. VG 8/2025 with Societatea Electrocentrale Bucureşti S.A..

The resolution was approved with 3,527,792,833 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,510,347,527 votes representing 91.08% from the total number of votes exercisable and 99.51% from the total votes validly casted.

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.

The resolution was approved with 3,527,795,948 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,527,792,833 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,527,795,948 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,527,795,948 votes representing 91.53% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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.

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 25

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

The resolution was approved with 3,528,412,448 votes representing 91.55% from the total number of votes exercisable and 100% from the total votes validly casted.

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

CHAIRMAN OF THE MEETING
DUMITRU CHISĂLTĂ

SECRETARY OF THE MEETING
MIHAELA GAFIȚĂ 