



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: October 20, 2025

Company name: Societatea Națională de Gaze Naturale ROMGAZ SA

Address: Medias, 4 Constantin I. Motas 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 SNGN ROMGAZ SA of October 20, 2025 (EGMS)
- Approval under the EMTN Program¹ of one or more issuances of notes, with a maximum aggregate principal amount of EUR 750,000,000 inclusively

The quorum conditions for the EGMS have been fulfilled according to the provisions of Article 15, paragraph 14 from SNGN ROMGAZ SA Articles of Incorporation and of Article 115 from the Company Law no.31/1990.

Attached: Resolution no. 8 of the Extrardinary General Meeting of Shareholders of SNGN ROMGAZ SA of October 20, 2025

Chief Executive Officer
Răzvan POPESCU



¹ as approved by the Extraordinary General Meeting of Shareholders Resolution No.10/July 1, 2024



RESOLUTION NO. 8/October 20, 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 October 20, 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

Approval under the EMTN Program launched by S.N.G.N. ROMGAZ S.A., as approved by Resolution No.10/July 1, 2024 of the Extraordinary General Meeting of Shareholders (“the EMTN Program”), of one or more issuances (including any combination thereof) of unsecured, non-convertible corporate notes, governed by any applicable law and which can be issued in any form or type, with a maximum aggregate principal amount of EUR 750,000,000 inclusively (or the equivalent of this amount in any other currency), as follows:

- (i) An issuance of notes with a value between EUR 500,000,000 (or the equivalent of this amount in any other currency) and up to EUR 750,000,000 inclusive (or the equivalent of this amount in any other currency), depending on the level of the actual subscriptions and the coupon rate with a maturity between 5 and 7 years, representing the second issuance under the EMTN Program; and/or
- (ii) Supplementing the inaugural issuance under the EMTN Program concluded on October 7, 2024, with additional notes in maximum amount of up to EUR 250,000,000 inclusive (or the equivalent of this amount in any other currency), an amount computed based on the nominal value of the notes issued, the notes thus issued forming a single series with the already issued notes and being fungible with them,

(together the "Issuances"), as well as the authorization of the Board of Directors to establish the other terms and conditions of the Issuances, including their final terms, according to market conditions and in accordance with Article 3 below.

The resolution was approved with 3,510,939,008 votes representing 91.09% from the total number of votes exercisable and 100.00% from the total votes validly casted.

Article 2

Approval for S.N.G.N. ROMGAZ S.A. to undertake all necessary, desirable and/or appropriate actions and formalities for (i) the admission of the Issuances made under the EMTN Programme on the Luxembourg Stock Exchange and/or the Bucharest Stock Exchange and/or any other regulated market and/or trading venue in the European Union ("Listings" and each of these "Listing"), respectively (ii) conclusion of the necessary, desirable and/or appropriate contract documentation for the implementation of these operations.

The resolution was approved with 3,510,939,008 votes representing 91.09% from the total number of votes exercisable and 100.00% from the total votes validly casted.

Article 3

Approval of the authorization of S.N.G.N. ROMGAZ S.A. Board of Directors with the possibility of subdelegating, as the case may be:

a) to issue any resolution and fulfil any necessary, desirable and/or appropriate legal acts and deeds for the fulfilment of the above EGMS resolutions, including, but not limited to, negotiation, establishment and approval of the terms and conditions related to the Issuances and notes under these Issuances, their form and type, any Listing and offerings related to the Issuances (adopting any resolution regarding the Issuance, Listing, notes, offerings under the Issuances shall be at the full discretion of the Board of Directors), ensuring the drafting, approval, and publication of any document necessary or desirable for the Issuances (including, but not limited to, the updated base prospectus related to the EMTN Program, a supplement to the prospectus when/if applicable), approving the type of offering(s) under the Issuances, the value of the Issuances, the issuance price in accordance with market conditions, as well as other final terms and conditions for the Issuances and offerings related to the Issuances under the EMTN Program, the contractual terms, drawn up, early redemption, interest/coupon, maturity, fees and charges, type of investors to whom any offering under the Issuances will be addressed, as well as the negotiation, approval and signing of any documents related to the Issuances, the offerings and notes related to the Issuances, any offering in the Issuance and any Listing (including the approval of the trading venue or stock exchange for a Listing), the appointment of any arrangers, dealers, bookrunners, managers or any other intermediaries in connection with the Issuances and/or any offering related to the Issuances, and the approval of any contracts with arrangers, dealers, bookrunners, managers or any other intermediaries for the Issuances, the

performance of any necessary legal acts and deeds, to the extent that they comply with the relevant EGMS resolutions, as well as carrying out all actions and formalities necessary, desirable and/or appropriate for the purpose of admitting the notes related to the Issuances to trading on the Luxembourg Stock Exchange and/or the Bucharest Stock Exchange and/or any other stock exchange and/or trading venue in the European Union;

b) to approve any agreements and/or arrangements regarding the Issuances and notes issued under these Issuances, any offering related to the Issuances and any Listing under the EMTN Program, or any other arrangements, offering prospectuses, offering documents, any agreements for subscription, sale, agency/payment, trust, consultancy, certificates, declarations, registers, notifications, addenda and any other documents necessary, desirable and/or appropriate, to fulfil any formalities and to authorize and/or carry out any necessary, desirable and/or appropriate actions to give full effect to the Issuances, any offering related to the Issuances or Listings, to appoint a process agent, to approve and sign any documents necessary for the appointment of a process agent, to approve and sign any other contracts or documents necessary, desirable and/or appropriate in the process of implementing and carrying out the Issuances, in the Listing process and in any other necessary, desirable and/or appropriate process or procedure relating to the notes regarding the Issuances, and to authorize the representatives of S.N.G.N. ROMGAZ S.A. to sign any such documents, carry out any such formalities and perform any such actions.

The resolution was approved with 3,510,939,008 votes representing 91.09% from the total number of votes exercisable and 100.00% from the total votes validly casted.

Article 4

The Extraordinary General Meeting of the Shareholders approves the authorization of the Chief Executive Officer, the Deputy Chief Executive Officer and the Chief Financial Officer to sign any documents, for and on behalf of S.N.G.N. ROMGAZ S.A., with full power and authority, to file, to request the publication of the resolution in the Official Gazette of Romania Part IV, to collect any documents, as well as to fulfil any necessary formalities before the Trade Register Office, as well as before any other authority, public institutions, legal entities or individuals, as well as to execute any operations in order to carry out and ensure the enforceability of the Resolutions of the EGMS.

The resolution was approved with 3,510,938,878 votes representing 91.09% from the total number of votes exercisable and 100.00% from the total votes validly casted.

Article 5

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 3,510,939,008 votes representing 91.09% from the total number of votes exercisable and 100.00% from the total votes validly casted.

This document was drafted on October 20, 2025, in 4 (four) copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DUMITRU CHISĂLIȚĂ**



**SECRETARY OF THE MEETING
MIHAELA GAFIȚA**

