



## CURRENT REPORT

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

Report date: April 29, 2026

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 Ordinary General Meeting of Shareholders of SNGN ROMGAZ SA of April 29, 2026 (OGSM)
- Resolution of the Extraordinary General Meeting of Shareholders of SNGN ROMGAZ SA of April 29, 2026 (EGSM)

SNGN ROMGAZ SA brings to the attention of the investors and the capital market the decisions taken within the OGSM held on April 29, 2026, respectively:

- Approval of the Separate Financial Statements and the Consolidated Financial Statements for the year ended on December 31, 2025;
- Approval of the Consolidated Board of Directors' Report for the year 2025;
- Approval of the distribution of SNGN ROMGAZ SA 2025 net profit;
- Approval of the total gross dividend per share distributed from 2025 net profit and from retained earnings, with total value of 0.1572 RON/share;
- Establishment of Payment Date for July 28, 2026;
- Establishment of Record Date for July 7, 2026, namely the date for identifying the shareholders that benefit from dividends.

The quorum conditions for the EGSM and OGSM have been fulfilled according to the provisions of Article 15, paragraph 14 and paragraph 12 from SNGN ROMGAZ SA Articles of Incorporation and of Articles 115 and 112 from the Company Law no.31/1990.

### **Attached:**

**Resolution no. 1 of the Ordinary General Meeting of Shareholders of SNGN ROMGAZ SA on April 29, 2026**

**Resolution no. 2 of the Extraordinary General Meeting of Shareholders of SNGN ROMGAZ SA on April 29, 2026**

**Chief Executive Officer,  
Razvan POPESCU**

[romgaz.ro](http://romgaz.ro)

Societatea Națională  
de Gaze Naturale  
"ROMGAZ" SA

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



## RESOLUTION NO. 1/April 29, 2026

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, 2026, 1:00 pm (Romania time) at the SNGN Romgaz SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, issues the following:

### RESOLUTION

#### Article 1

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, 2025.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### Article 2

Approves the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2025, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% 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, 2025.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

**Article 4**

Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2025, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

**Article 5**

Takes note of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. Limited Assurance Report on S.N.G.N. ROMGAZ S.A. Consolidated Sustainability Statements, attached to the Consolidated Board of Directors' Report for the year 2025.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

**Article 6**

Approves the Consolidated Board of Directors' Report for the year 2025.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

**Article 7**

Approves the distribution of net profit achieved by S.N.G.N. "ROMGAZ"- S.A. in 2025, as follows:

I	Indicators	Year 2025 (RON)
0	1	2
A	<b>Gross result of the financial year</b>	<b>3,601,696,997.93</b>
B	Current income tax	457,733,954.00
C	Deferred income tax expenses	5,647,064.73
D	<b>Net result of the financial year [A-B-C], (accounting profit after profit tax), including:</b>	<b>3,138,315,979.20</b>
a	Legal reserves	180,084,849.00
b	Other reserves representing fiscal facilities provided by law (Law No. 227/2015 - Article 22)	45,809,106.87
c	Coverage of losses in retained earnings (in accordance with Article 1, paragraph (1), c) of Government Ordinance No. 64/2001)	
c1	Establishing own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c <sup>1</sup> of Government Ordinance No. 64/2001)	
d	Other distributions as provided by special laws	
E	<b>Remaining net profit to be distributed [D-a-b-c-c1-d]</b>	<b>2,912,422,023.33</b>
e	Employees' participation to profit (in accordance with Article 1, paragraph (1), e) of Government Ordinance No. 64/2001)	49,910,728.00
f	<b>Dividends due to shareholders (approx. 20.35 % of net profit to be distributed) [E]*20.35%, namely approximately 20% of [E+e]</b>	<b>592,779,651.20</b>
	f1 - dividends to the state budget	414,987,897.04

I	Indicators	Year 2025 (RON)
	f2 - dividends to other shareholders	177,791,754.16
	- Dividend/share (RON/share)	0.1538
g	Profit for establishing the reserves for financing of major investment projects or for investment of national interest or for financing of subsidiaries making such investments (90%-20%), according to Art.2 <sup>4</sup> of the Government Ordinance No. 64/2001	2,073,572,512.00
h	Profit for establishing own financing sources [E-f-g]	246,069,860.13
*	TOTAL DISTRIBUTIONS [a+b+c+c1+d+f+g+h]	3,138,315,979.20

*The resolution was approved with 3,349,825,744 votes representing 86.91% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 8**

Approves the gross dividend of RON 0.1538 per share, distributed from the net profit achieved in 2025.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 9**

Approves the distribution of retained earnings of RON 65,325,172.8, representing retained earnings from value of depreciation of fixed assets and the value of fixed assets and abandoned investment projects in the reporting year financed from “the share of expenses required for development and modernisation of natural gas production” in accordance with Government Ordinance no. 168/1998, as subsequently amended and supplemented, as follows:

- a) RON 13,104,361.6 as dividends, representing approximately 20.06% of the total value, dividend per share of RON 0.0034;
- b) RON 6,355,545.6 for own financing sources;
- c) RON 45,865,265.6 for establishing the reserves for financing of major investment projects or for investment of national interest or for financing of subsidiaries making such investments.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 10**

Approves the gross dividend of RON 0.0034 per share, distributed from retained earnings.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 11**

Approves the total gross dividend per share in amount of RON 0.1572, out of which RON 0.1538 per share related to the 2025 result and RON 0.0034 per share related to retained earnings.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 12**

Establishes July 28, 2026 as Payment Day, for payment of dividends due to shareholders.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 13**

Approves the employees' participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 49,910,728.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 14**

Takes note of the 2025 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 3,155,737,426 votes representing 81.88% from the total number of votes exercisable and 90.72% from the total votes validly casted.*

#### **Article 15**

Takes note of the Consolidated Report on payments to governments for 2025.

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 16**

Approves the budgetary discharge of the Board members for the financial year 2025.

*The resolution was approved with 3,477,740,146 votes representing 90.23% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 17**

(1) Approves to extend the period to make use of the Loan Agreement no. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED, until December 31, 2027.

(2) The Executive Management of S.N.G.N. Romgaz S.A. will carry out all formalities and sign all necessary legal documents/acts (including in relation to ROMGAZ BLACK SEA LIMITED) to extend the period to make use of the Loan Agreement no. 42805/21 September, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED.

*The resolution was approved with 3,466,518,468 votes representing 89.94% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 18**

(1) Approves the conclusion of a loan agreement between S.N.G.N. Romgaz S.A. (as lender) and Romgaz Trading S.R.L. (as borrower), in a maximum amount of RON 10,000,000 due on December 31, 2027, aiming to secure the financing required by Romgaz Trading S.R.L. during the period between the signing date of the loan agreement and the generation of income from gas sales which will support the operational expenses.

(2) Authorizes the Board of Directors, with the option to subdelegate such powers, to negotiate the terms of the loan agreement, including the interest rate, and to sign the loan agreement.

*The resolution was approved with 3,427,362,489 votes representing 88.92% from the total number of votes exercisable and 98.87% from the total votes validly casted.*

#### **Article 19**

Ratifies/approves Natural Gas Sale Contract no. PET7/2026 concluded with Societatea Electrocentrale București S.A.

*The resolution was approved with 3,477,937,938 votes representing 90.24% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 20**

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 November 12, 2025, and March 20, 2026, pursuant to art. 52, par. (3) of GEO no. 109/2011.

*The resolution was approved with 3,477,937,938 votes representing 90.24% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 21**

Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during July 2025 - March 2026.

*The resolution was approved with 3,477,937,938 votes representing 90.24% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 22**

Establishes July 7, 2026, 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 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 23**

Establishes July 6, 2026, 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 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

#### **Article 24**

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

*The resolution was approved with 3,478,519,658 votes representing 90.25% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

This document was drafted on April 29, 2026, in 4 (four) copies.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
MARIUS-GABRIEL NUȚ**

**SECRETAR DE ȘEDINȚĂ  
CLAUDIU PRAPORGESCU**



**RESOLUTION NO. 2/April 29, 2026**

**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, 2026, 12:00 pm (Romania time) at the SNGN Romgaz SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, issues the following:

**R E S O L U T I O N**

**Article 1**

S.N.G.N. ROMGAZ S.A. Extraordinary General Meeting of Shareholders agrees to the amendment of ROMGAZ BLACK SEA LIMITED Memorandum of Association, namely the increase of ROMGAZ BLACK SEA LIMITED authorized capital, from USD 1,600,000,000 to USD 2,400,000,000, pursuant to the draft amendment provided in Annex no. 2 to document no. 15129/24.03.2026.

*The resolution was approved with 3,466,517,768 votes representing 89.94% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

**Article 2**

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

*The resolution was approved with 3,466,517,768 votes representing 89.94% from the total number of votes exercisable and 100.00% from the total votes validly casted.*

This document was drafted on April 29, 2026, in 4 (four) copies.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
MARIUS-GABRIEL NUȚ**

**SECRETAR DE ȘEDINȚĂ  
CLAUDIU PRAPORGESCU**