



## 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: May 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)

### *Important event to report:*

- **Completion of negotiations and endorsement by the Board of Directors of S.N.G.N. ROMGAZ S.A. of concluding the Agreement on the Purchase of all Assets Contributing to S.C. AZOMUREȘ S.A. Production Activity, and Transfer of Contracts and Employees required to Continue the Plant Activity.**

Pursuant to the provisions of Law No 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, the A.S.F. Regulation No 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, Article 234 para. (1), and Article 17 para. (1) of Regulation (EU) No 596/2014 on market abuse, **S.N.G.N. ROMGAZ S.A. (hereinafter referred to as „ROMGAZ”) brings to the attention of investors and the capital market the completion of negotiations with S.C. AZOMUREȘ S.A. (hereinafter referred to as „AZOMUREȘ”) and endorsement by ROMGAZ Board of Directors of the conclusion of the Agreement on the Purchase of all Assets Contributing to S.C. AZOMUREȘ S.A. Production Activity, and Transfer of Contracts and Employees Required to Continue the Plant Activity.**

The scope of the agreement under consideration is the transfer to ROMGAZ of the production activity of agricultural fertilizers, and related industrial products, performed by AZOMUREȘ, as an operational economic assembly, technically independently, and allowing production activities to resume and continue.

The Board of Directors endorsement was a required stage for the signing of the Agreement on the Transaction to be submitted for approval to the Ordinary General Meeting of Shareholders (“EGMS”). The completion of the transaction, including the actual transfer of assets, contracts, and employees under consideration, is to be made subsequently, subject to ROMGAZ EGMS approval and fulfilment of the other conditions precedent provided in the Agreement, i.e. securing the unconditional decision of the Competition Council, and the unconditional approval of the Foreign Direct Investment Screening Commission (CEISD).

ELEMENT	DESCRIPTION
Parties to the Agreement	Buyer: ROMGAZ Seller: AZOMUREŞ
Agreement Signing Date	Agreement No 51838/May 29, 2026, signed following endorsement by ROMGAZ Board of Directors
Transaction Completion Date	Upon fulfilment of the conditions precedent provided in the Agreement, that is ROMGAZ EGMS approval, securing the unconditional decision of the Competition Council, and the unconditional approval of CEISD.
Scope of Agreement	Purchase of all assets contributing to S.C. Azomureş S.A. production activity, and transfer of contracts and employees required to continue the plant activity
Description of transferred assets/activities	The assets under consideration include tangible and intangible assets, rights, authorizations, relevant commercial contracts, employees and inventory related to the plant production activity, under the conditions provided in the Agreement.
Transaction Value	Transaction Price is composed of: <b>EUR 46.459 million</b> , to which the amount of up to <b>RON 49.80 million</b> shall be added, representing the book value of consumables and raw materials, and the amount of up to <b>RON 68.78 million</b> , representing the equivalent of costs required to maintain the activity during Agreement Signing and Transaction Completion Date, in accordance with the budget provided in the Agreement
Payment Terms and Methods	Transaction Price is payable in full on the Transaction Completion Date, under certain conditions, in accordance with the provisions of the Agreement.
Financing Source	Own Sources
Purpose of Transaction	Diversification of ROMGAZ Group activity, capitalization of natural gas in industrial activities with high added value and creating the premises for continuing the plant activity.
Estimated Impact on ROMGAZ	Transactions contributes to extending and diversifying ROMGAZ Group activity by integrating an industrial activity related to natural gas use as raw material.
Contractual Protection Mechanisms	The Agreement includes declarations, warranties, compensation mechanisms and escrow mechanisms, within the limits and conditions provided in the Agreement.

Chief Executive Officer,  
Răzvan POPESCU

Deputy Chief Executive Officer,  
Aristotel Marius JUDE

Chief Financial Officer,  
Gabriela TRÂNBIŢAŞ