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: **August 13, 2026**
Company name: **Societatea Naţională 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 event to be reported

- **Convening of the Ordinary General Meeting of Shareholders of SNGN ROMGAZ SA on September 14 (15), 2026, 1:00 PM (Romania time)**
- **Convening of the Extraordinary General Meeting of Shareholders of SNGN ROMGAZ SA on September 14 (15), 2026, 2:00 PM (Romania time)**

In compliance with Company Law no. 31/1990, Law no. 24/2017 on Issuers of Financial Instruments and Market Operations and F.S.A. Regulation no. 5/2018 on Issuers of Financial Instruments and Market Operations, SNGN ROMGAZ SA convenes the Company's shareholders at the **Ordinary General Meeting of Shareholders (OGSM)** and the **Extraordinary General Meeting of Shareholders (EGSM),** on **September 14 (15), 2026.**

The Reference Date for identifying the shareholders entitled to attend and vote in the OGSM and EGSM is **September 4, 2026.**

Informational documents related to the OGSM and EGSM Agenda will be available starting with **August 14, 2026** at ROMGAZ Correspondence Entry, as well as on the company's website www.romgaz.ro, at *Investors* Section – *General Meeting of Shareholders*.

The Convening Notices of the OGSM and EGSM were approved by SNGN ROMGAZ SA Board of Directors on August 13, 2026. The Convening Notices of the OGSM and EGSM are to be published in the Official Gazette of Romania Part IV and in at least one widely spread Romanian newspaper.

Attached:
OGSM Convening Notice on September 14 (15), 2026
Resolution of the Board of Directors no. 54 from August 13, 2026
EGSM Convening Notice on September 14 (15), 2026
Resolution of the Board of Directors no. 55 from August 13, 2026

Chief Executive Officer,
Răzvan POPESCU

ROMGAZ

C O N V E N I N G   N O T I C E

The Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J2001000392326, fiscal code RO 14056826, having its headquarters at Medias, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of RON **3,854,224,000** (hereinafter referred to as **„ROMGAZ”** or the **„Company”),**

CONVENES

the Ordinary General Meeting of Shareholders (OGMS) on September 14, 2026, at **1:00 pm** (Romania Time) at the S.N.G.N. „ROMGAZ” - S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, having the following:

AGENDA

Item 1 **Report on certain significant transactions concluded between S.N.G.N. ROMGAZ S.A. and banks controlled by Romanian State, during May 27, 2026 and August 10, 2026**

Item 2 **Report on certain transaction concluded with other public enterprises during April - July 2026**

Item 3 **Authorise the Chairman and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders**

Only shareholders who are registered as S.N.G.N. ROMGAZ S.A. shareholders on **September 4, 2026** (**the „Reference Date”**) in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depositary) may attend and cast their votes in OGMS.

Informational documents related to the items of the OGMS agenda, the draft of resolutions proposed to be adopted by OGMS will be available as from **August 14, 2026**, on working days, at the registry desk of the Company located in Medias, 4 Constantin Motas Square, Sibiu County, Romania, postal code 551130 **(„ROMGAZ Correspondence Entry”)** as well as on the website of the Company (www.romgaz.ro). **ROMGAZ Correspondence Entry** is open between hours 7:30 am – 3:30 pm (Romania Time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the OGMS agenda.

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company may demand, through a request submitted to the Board of Directors of the Company:

a) the insertion of additional items on the agenda of the OGMS;
b) approval of draft OGMS resolutions for the items included on the agenda of the OGMS or for new items proposed to be included on the agenda.

The request to add new items on the agenda of the OGMS shall be made in writing and it will fulfil cumulatively the following conditions:

a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder/shareholders, if the request is filed by one or more shareholders acting as natural person, and/or the name, registered office address, the shareholder/shareholders registration number and the name of the institution/authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by one or more shareholders acting as legal persons;
b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative/representatives who file the request on behalf of the shareholder/shareholders;
c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative/representatives, natural persons, and/or name, registration number of the shareholder/shareholders and the name of the institution/authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative/representatives of the shareholder/shareholders, legal persons, who file the request on behalf and on account of the shareholder/shareholders;
d) it will include the request to add new items on the agenda of the OGMS;
e) it will include the request to submit for approval to OGMS the draft resolutions for the new items included in the request to add new items on the agenda;
f) it will include the shareholder's, legal representative's or the conventional representative's signature, as the case may be,
g) it will have as annex the draft resolution/resolutions submitted for approval of OGMS, and, as the case may be, the power of attorney mandating the conventional representative to request new items on the agenda of OGMS, on behalf and on the account of the shareholder/shareholders;
h) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **August 31, 2026, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

The request for OGMS approval of draft resolutions for the items included on the agenda of OGMS shall be in writing, and, it will fulfil cumulatively the following conditions:

a) it will include the last and first name, the identity card type, serial number and number, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the request is filed by a shareholder, natural person, or the name, registered office address, the shareholder registration number and the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal entity;
b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the request on behalf of the shareholder;
c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
d) to include the request to submit for OGMS approval of one or more resolution drafts for the items on the agenda;

e) the signature of the shareholder, legal representative or as the case may be of the conventional representative;
f) to attach the resolution draft/drafts requested to be submitted for approval of the OGMS and as the case may be, the power of attorney based on which the conventional representative expresses the request to submit for OGMS approval one or more resolution drafts for the items on the agenda, for and on behalf of the shareholder/shareholders;
g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **August 31, 2026, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

Starting with **September 3, 2026** the requests to add one or more additional items on the OGMS agenda, as well as the requests to submit for approval of the OGMS resolution drafts for the items included on the OGMS agenda may be reviewed at ROMGAZ Correspondence Entry or at https://www.romgaz.ro/en/shareholder-meetings.

Company shareholders may address questions and request an answer to such questions related to items on the OGMS agenda.

The application requesting an answer to the addressed questions related to the items of the OGMS agenda, shall be made in writing and it will fulfil cumulatively the following conditions:

a) the last and first name, type of identity document, series and number of the identity document, address and, as the case may be, residence and citizenship of the shareholder if the application is made by a shareholder natural person, or the name, address of the registered office, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder is registered to obtain legal personality, if the application is made by a legal person shareholder;
b) as the case may be, to include the first and last name, personal identification number and citizenship of the legal representative that makes the request on behalf and on account of the shareholder;
c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
d) to include the request to receive an answer to the addressed questions related to the items on the OGMS agenda by indicating such questions;
e) the signature of the shareholder, of the legal representative or a the case may be of the conventional representative;
f) as the case may be, to attach the power of attorney based on which the conventional representative files the application to receive an answer to the questions related to the OGMS agenda, on behalf and on account of the shareholders;
g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **September 9, 2026, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

Shareholders registered on the Reference Date in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the OGMS and may vote:

i. in person – direct vote;
ii. through a representative with a special or general power of attorney;
iii. by correspondence.

The special power of attorney form:

a) will be available, in Romanian and English, as from **August 14, 2026** at ROMGAZ Correspondence Entry and on the Company's web page (https://www.romgaz.ro/en/shareholder-meetings);
b) will include the shareholder identification method, the number of owned shares, as well as the voting options "for" or "against" or "abstain" for every issue to be voted upon;
c) will be updated by the Company if new items are added on the agenda of the OGMS;
d) will be filled in and signed by the shareholder, in three counterparts: one for the shareholder, one for the representative, and one for the Company.

The general power of attorney will be awarded by the shareholder acting as client, only to an agent as it is defined under Art. 2, Par. 1, point 19 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

If the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it gives an affidavit, signed by the credit institution's legal representative, stating:

a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
b) that the credit institution provides custodial services for that respective shareholder.

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders shall be transmitted/submitted in original copy, in Romanian or English the shareholder or by the credit institution, as the case may be, to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **September 12, 2026, 11:00 am** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders, may be also sent by e-mail to the company at secretariat.aga@romgaz.ro having attached an qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, no later than **September 12, 2026, 11:00 am** (Romania Time).

The capacity as legal representative may be also proved by providing an excerpt issued by the Trade Register (or by another institution of similar authority of the resident country of the shareholder being a foreign legal person), in original or certified true copy, in case the shareholder did not provide, for whatever reason, appropriate information on his or her legal representative, to Depozitarul Central SA/participant, within 3 months from the date of his or her appointment/replacement.

Documents proving the capacity as legal representative, prepared in a foreign language other than English, will be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to OGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").

The voting ballot:

a) will be available, in Romanian and English, as from **August 14, 2026** at ROMGAZ Correspondence Entry and on the Company's web page (https://www.romgaz.ro/en/shareholder-meetings);
b) will provide the shareholder's identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for each issue to be voted upon;
c) will be updated by the Company if new items are added on the agenda of the OGMS.

The Voting Ballots shall be transmitted as original copies, in Romanian or English, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at secretariat.aga@romgaz.ro, having attached an qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, no later **September 12, 2026, 11:00 am** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

If new items are added on the Agenda, after publishing the Convening Notice, the templates of the special power of attorney and Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page (https://www.romgaz.ro/en/shareholder-meetings), as from **September 3, 2026**.

The voting ballots/special or general powers of attorney that are not received at ROMGAZ Registry Desk or by e-mail until **September 12, 2026, 11:00 am** (Romania Time) shall not be counted for establishing the existence/non-existence of the majority of validly cast votes in the OGMS.

If the agenda is supplemented/updated and the shareholders do not submit their updated power of attorney and/or Voting Ballots, the special power of attorney and the Voting Ballots submitted prior to supplementation/update of the agenda shall be taken into account, only for the items included in the initial agenda, also included in the supplemented/updated agenda, for which they were issued.

Shareholders access in the meeting room, authorized to attend the OGMS, is allowed based on simple proof of identity, as follows:

a) in case of shareholders being natural persons - based on the identity document;
b) in case of legal representative of the shareholder, legal person – based on the identity document or of documents certifying the quality as legal representative of the shareholder legal person;
c) in case of a conventional representative, the documents provided at letters a) or b) above, together with the special or general power of attorney.

Should the statutory quorum for convening the OGMS not be met on the first date, namely **September 14, 2026** the OGMS shall be convened on **September 15, 2026 at 1:00 pm** (Romania Time), at the same venue and with the same agenda. In the event of a new convening, **the Reference Date** for identifying the shareholders entitled to attend and vote in the OGMS is the same, namely **September 4, 2026**.

The rules established in this convening notice for organizing the OGMS meeting on September 14, 2026, shall be supplemented by legal provisions applicable to public companies whose shares are traded on the securities market.

In case of conflict between the rules established in this convening notice and the legal provisions, the legal provisions applicable to public companies whose shares are traded on the securities market shall be applied.

Personal data collected by the Company directly from shareholders and/or their representatives, and indirectly from Depozitarul Central S.A. for the OGMS meeting on September 14, 2026, are processed to identify the persons entitled to exercise their rights as shareholders as regards the meeting and for establishing the resolutions adopted by the Ordinary General Meeting of Shareholders on September 14, 2026.

Additional information on processing personal data of shareholders and shareholder's representatives, natural persons, may be found by reviewing the Information Notice on processing of personal data, on the Company's webpage (https://www.romgaz.ro/en/shareholder-meetings) for the Ordinary General Meeting of Shareholders on September 14, 2026.

Additional information may be obtained from the Secretariat Office of the General Meeting of Shareholders and the Board of Directors, phone 0040 374 401643, and on the Company's web page (https://www.romgaz.ro/en/shareholder-meetings).

CHAIRMAN OF
THE BOARD OF DIRECTORS
MARIUS-GABRIEL NUȚ

ROMGAZ

BOARD OF DIRECTORS

R E S O L U T I O N NO. 54/ 2026

of the Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias, taken at the meeting of August 13, 2026

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A. issues the following:

R E S O L U T I O N:

Article 1

In accordance with provisions of Article 117, Paragraph (1) of Company Law No. 31/1990, republished, as subsequently amended and supplemented and of Article 13, Paragraph (1) of Articles of Incorporation of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A., updated, the Board of Directors decides upon the following:

a) Approve the convening of the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. (OGMS) on September 14, 2026, 1:00 pm, at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor.

b) Establish September 15, 2026, 1:00 pm (Romania time) for the second Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A., if the validity conditions for the OGMS of September 14, 2026, 1:00 pm, are not met.

c) Establish September 4, 2026 as the „Reference Date", namely the identification date of the shareholders entitled to participate in the OGMS of September 14, 2026 and to cast their votes during such meeting.

d) Approve the following OGMS Agenda of September 14, 2026:

„Item 1 Report on certain significant transactions concluded between S.N.G.N. ROMGAZ S.A. and banks controlled by Romanian State, during May 27, 2026 and August 10, 2026

Item 2 Report on certain transaction concluded with other public enterprises during April - July 2026

Item 3 Authorise the Chairman and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders".

e) **Authorise Mr. Marius-Gabriel Nuț as Chairman of the Board of Directors of S.N.G.N. ROMGAZ S.A. to sign the Convening Notice of the OGMS which will be held on September 14, 2026.**

CHAIRMAN OF
THE BOARD OF DIRECTORS
MARIUS-GABRIEL NUȚ

CONVENING NOTICE

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J2001000392326, fiscal code RO 14056826, having its headquarters at Medias, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of RON **3,854,224,000** (hereinafter referred to as **„ROMGAZ"** or the **„Company"),**

CONVENES

the Extraordinary General Meeting of Shareholders (EGMS) on September 14, 2026, at **2:00 pm** (Romania Time) at the S.N.G.N. „ROMGAZ" – S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, having the following:

AGENDA

Item 1 Approve S.N.G.N. Romgaz S.A. Articles of Incorporation amendment as follows:

Article 3 – Registered Office

(3) ROMGAZ S.A. consists of the branches listed in the annex to these Articles of Incorporation.

Article 5 – Field and Scope of Activities

0610 Extraction of crude petroleum
0891 Mining of chemical and fertiliser minerals
0892 Extraction of peat
0899 Other personal service activities n.e.c.
0910 Support activities for petroleum and natural gas extraction
0990 Support activities for other mining and quarrying
0240 Support services to forestry
1920 Manufacture of refined petroleum products and fossil fuel products
2011 Manufacture of industrial gases
2013 Manufacture of other inorganic basic chemicals
2014 Manufacture of other organic basic chemicals
2015 Manufacture of fertilisers and nitrogen compounds
2016 Manufacture of plastics in primary forms
2051 Manufacture of liquid biofuels
2059 Manufacture of other chemical products n.e.c.
2511 Manufacture of metal structures and parts of structures
2512 Manufacture of doors and windows of metal
2522 Manufacture of other tanks, reservoirs and containers of metal
2553 Machining
2599 Manufacture of other fabricated metal products n.e.c.

2711 Manufacture of electric motors, generators and transformers
2712 Manufacture of electricity distribution and control apparatus
2829 Manufacture of other general-purpose machinery n.e.c.
2897Manufacture of machinery for additive manufacturing (using additive manufacturing technology)
2899 Manufacture of other special-purpose machinery n.e.c.
2910 Manufacture of motor vehicles
3250 Manufacture of medical and dental instruments and supplies
3299 Other manufacturing n.e.c.
3311 Repair and maintenance of fabricated metal products
3312 Repair and maintenance of machinery
3313 Repair and maintenance of electronic and optical equipment
3314 Repair and maintenance of electrical equipment
3315 Repair and maintenance of ships and boats
3317 Repair and maintenance of other transport equipment n.e.c.
3319 Repair and maintenance of other equipment
3320 Installation of industrial machinery and equipment
3511 Production of electricity from non-renewable sources
3512 Production of electricity from renewable sources
3513 Transmission of electricity
3514 Distribution of electricity
3515 Trade of electricity
3516 Storage of electricity
3520 Manufacture of gas, and distribution of gaseous fuels through mains
3522 Distribution of gaseous fuels through mains
3523 Trade of gas through mains
3524 Storage of gas as part of network supply services
3530 Steam and air conditioning supply
3540 Activities of brokers and agents for electric power and natural gas
3600 Water collection, treatment and supply
3700 Sewerage
3811 Collection of non-hazardous waste
3812 Collection of hazardous waste
3821 Materials recovery
3822 Energy recovery
3823 Other waste recovery
3831 Incineration without energy recovery
3832 Landfilling or permanent storage
3833 Other waste disposal
4100 Construction of residential and non-residential buildings
4211 Construction of roads and motorways
4212 Construction of railways and underground railways
4213 Construction of bridges and tunnels
4221 Construction of utility projects for fluids
4222 Construction of utility projects for electricity and telecommunications
4299 Construction of other civil engineering projects n.e.c.
4311 Demolition
4312 Site preparation
4321 Electrical installation
4322 Plumbing, heat and air-conditioning installation
4323 Installation of insulation
4324 Other construction installation

4331 Plastering
4332 Joinery installation
4333 Floor and wall covering
4334 Painting and glazing
4335 Other building completion and finishing activities
4342 Other specialised construction activities in construction of buildings
4350 Specialised construction activities in civil engineering
4360 Intermediation service activities for specialised construction services
4391 Masonry and bricklaying activities
4399 Other specialised construction activities n.e.c.
4611 Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods
4612 Agents involved in the sale of fuels, ores, metals and industrial chemicals
4613 Agents involved in the sale of timber and building materials
4614 Agents involved in the sale of machinery, industrial equipment, ships and aircraft
4615 Agents involved in the sale of furniture, household goods, hardware and ironmongery
4617 Agents involved in the sale of food, beverages and tobacco
4618 Agents specialised in the sale of other particular products
4619 Agents involved in the sale of a variety of goods
4621 Wholesale of grain, unmanufactured tobacco, seeds and animal feeds
4639 Non-specialised wholesale of food, beverages and tobacco
4662 Wholesale of machine tools
4663 Wholesale of mining, construction and civil engineering machinery
4681 Wholesale of solid, liquid and gaseous fuels and related products
4685 Wholesale of chemical products
4687 Wholesale of waste and scrap
4711 Non-specialised retail sale of predominately food, beverages or tobacco;
4755 Retail sale of furniture, lighting equipment, tableware and other household goods
4763 Retail sale of sporting equipment
4769 Retail sale of cultural and recreational goods n.e.c.
4774 Retail sale of medical and orthopaedic goods;
4778 Retail sale of other new goods;
4779 Retail sale of second-hand goods
4791 Intermediation service activities for non-specialised retail sale;
4792 Intermediation service activities for specialised retail sale
4931 Scheduled passenger transport by road
4932 Non-scheduled passenger transport by road
4934 Passenger transport by cableways and ski lifts
4939 Other passenger land transport n.e.c.
4941 Freight transport by road
4942 Removal services
4950 Transport via pipeline
5010 Sea and coastal passenger water transport
5020 Sea and coastal freight water transport
5210 Warehousing and storage
5221 Service activities incidental to land transportation
5222 Supply of services related to air transport
5223 Supply of services related to air transport
5224 Cargo handling
5231 Intermediation service activities for freight transportation

5232 Intermediation service activities for freight transportation
5510 Hotels and similar accommodation
5520 Holiday and other short-stay accommodation
5530 Camping grounds, recreational vehicle parks and trailer parks
5540 Intermediation service activities for accommodation
5590 Other accommodation
5611 Restaurant activities
5612 Mobile food service activities
5621 Event catering activities
5622 Other food service activities
5630 Beverage serving activities
5640 Food and beverage serving intermediaries
5911 Motion picture, video and television programme production activities
6010 Radio broadcasting and audio distribution activities
6020 Television programming and broadcasting activities
6110 Wired, wireless, and satellite telecommunication activities
6120 Resale of telecommunications services and telecommunications intermediary activities
6190 Other telecommunications activities
6220 Computer consultancy and computer facilities management activities;
6310 Computing infrastructure, data processing, hosting and related activities;
6422 Activities of financing conduits
6630 Fund management activities
6820 Renting and operating of own or leased real estate
7020 Business and other management consultancy activities
7111 Architectural activities
7112 Engineering activities and related technical consultancy
7120 Technical testing and analysis
7220 Research and experimental development on social sciences and humanities.
7330 Public relations and communication activities
7491 Patent brokering and marketing service activities
7499 Other professional, scientific and technical activities n.e.c.
7711 Renting and leasing of cars and light motor vehicles
7712 Renting and leasing of trucks
7732 Renting and leasing of construction and civil engineering machinery and equipment
7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
7751 Intermediation service activities for rental and leasing of cars, motorhomes and trailers
7911 Travel agency activities
7912 Tour operator activities
7990 Other reservation service and related activities
8009 Security activities n.e.c.
8122 Other building and industrial cleaning activities
8240 Intermediation service activities for business support service activities n.e.c.
8292 Packaging activities
8299 Other business support service activities n.e.c.
8425 Fire service activities
8533 Post-secondary non-tertiary education
8532 Technical and vocational secondary education
8540 Tertiary education
8551 Sports and recreation education

8559 Other education n.e.c.
8561 Intermediation service activities for courses and tutors;
8569 Educational support activities
8696 Traditional, complementary and alternative medicine activities, with the exception of the prohibited activities or of the activities for which the law provides special conditions
8699 Other human health activities n.e.c. with the exception of the prohibited activities or of the activities for which the law provides special conditions
9111 Library activities
9112 Archive activities
9121 Museum and collection activities
9130 Conservation, restoration and other cultural heritage support activities
9311 Operation of sports facilities
9312 Activities of sports clubs
9313 Activities of fitness centres
9319 Sports activities n.e.c.
9329 Other amusement and recreation activities
9510 Repair and maintenance of computers and communication equipment
9531 Repair and maintenance of motor vehicles
9540 Intermediation service activities for repair and maintenance of computers, personal and household goods, and motor vehicles and motorcycles
9640 Intermediation service activities for personal services
9699 Other personal service activities n.e.c.

Article 12 – Organization and Powers of the General Meeting of Shareholders

(4) The main powers, duties and functions of the Ordinary General Meeting of Shareholders are the following:
- *a) approving the strategic objectives of the Company;*
- *b) discussing, approving or modifying, as the case may be, the annual financial statements of the Company on the basis of the reports submitted by the Board of Directors and by the financial auditor,*
- *c) establishing the net profit distribution and setting the dividend;*
- *d) approving the statement of revenue and expenditure for the current financial year, as well as the budgetary rectification, according to the legislative provisions in force;*
- *e) electing and dismissing members of the Board of Directors and establishing their remuneration, as well as the terms and conditions of the contract of mandate concluded with the members of the Board of Directors;*
- *f) deciding on the management of the Board of Directors*
- *g) appointing and dismissing the financial auditor, and setting the minimum duration of the financial audit contract;*
- *h) approving the taking out of bank loans amounting, individually or cumulatively, with other ongoing bank loans, for the period of one financial year, to more than the equivalent in RON of EUR 100 million;*
- *i) approving the conclusion of documents for the lodgement of guarantees, other than those related to non-current assets of the Company amounting, individually or cumulatively, with other documents for the lodgement of guarantee, other than those covering non-current assets of the Company, which are ongoing, the equivalent in RON of EUR 50 million*
- *j) deciding on any other issues concerning the Company, according to legal duties, within the limits of its competence.*

(6) The Extraordinary General Meeting of Shareholders meets as often as necessary to decide upon the following:
a) changing the legal form of the Company;
b) moving the Company's headquarters;
c) changing the activity of the Company;
d) establishing companies, as well as concluding and amending the articles of incorporation of companies in which the Company is a shareholder;
e) concluding or amending joint venture contracts to which the Company is a contracting party;
f) increasing the share capital;
g) reducing the share capital or restoring it by issuing new shares;
h) merging with other companies or dividing the Company;
I) the early dissolution of the Company;
j) converting shares from one category to another;
k) converting one category of bonds into another category or into shares;
l) issuance of bonds;
m) concluding documents of acquisition, having as object fixed assets, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets of the Company, less the long term receivables, calculated according to the latest approved annual financial statements;
n) concluding documents of alienation, exchange or lodgement of guarantees, having as object fixed assets of the Company, the net value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets of the Company, less the long term receivables, calculated according to the latest approved annual financial statements;
o) concluding rental agreements, for a period exceeding 1 (one) year, for tangible assets whose individual or cumulative value, with respect to the same co-contractor or persons involved or acting in concert, exceeds 20% of the value of total fixed assets, less the long term receivables, calculated according to the latest approved annual financial statements;
p) any other amendment to the Articles of Incorporation or any other resolution requiring the approval of the Extraordinary General Meeting of Shareholders.

Article 15 – Conduct of the General Meeting of Shareholders

(9) The ballot papers for the vote by correspondence will be submitted, in original, to the registry at the Company's registered office, or communicated to the Company, electronically, having the electronic signature incorporated, attached or logically associated, at least 48 hours before the General Meeting of Shareholders for which the vote by correspondence is exercised, unless the law provides otherwise, under penalty of rendering non-binding a vote thus cast.

(10) If the vote is cast by a legal representative, the powers of attorney, including special or general mandates, will be submitted, in original, to the registry at the Company's registered office, or communicated to the Company, electronically, having the electronic signature incorporated, attached or logically associated, at least 48 hours before the General Meeting of Shareholders in which they are to be used or in which they are to be used for the first time, unless the law provides otherwise, under penalty of losing the right to vote in that meeting.

Article 16 – Decisions of the General Meeting of Shareholders

(1) The decisions of the General Meeting of Shareholders will be drawn up based on the meeting minutes and will be signed, by qualified electronic signature, by the Chairman of the Board of Directors / the chairman of the Meeting.

Article 17 - Organization of the Board of Directors

(1) The company is managed, in a unitary board system, by a Board of Directors consisting of maximum 7 (seven) directors, in compliance with applicable legal provisions.

(2) The majority of the members of the Board of Directors must be non-executive and independent directors.

(20) When the Ordinary General Meeting of Shareholders decides to increase the number of members of the Board of Directors, the terms of the mandates of the first directors appointed to the additional positions will be equal to the remaining term of the ongoing director mandates, on the date of the decision to increase the number of members of the Board of Directors.

Article 19 - Powers of the Board of Directors

(3) The Board of Directors has the following basic powers that cannot be delegated to the managers:

- *a) setting forth the Company's main activity and development lines;*
- *b) approving the management component and administration plan of the Company;*
- *c) establishing accounting policies and the financial control system, as well as approving the financial planning;*
- *d) appointing and dismissing managers, including the General Manager and establishing their remuneration within the general limits established by the General Meeting of Shareholders and by law;*
- *e) supervising the activities of the managers*
- *f) drawing up the annual management report and other reports provided by law;*
- *g) organizing meetings of the General Meeting of Shareholders, as well as implementing its decisions;*
- *h) filing applications for the initiation of insolvency prevention and insolvency proceedings of the Company;*
- *i) developing rules regarding its own activity, the General Meeting of Shareholders, advisory committees and managers, without breaching the legal provisions or these Articles of Incorporation;*
- *j) establishing or dissolving secondary offices (branches, agencies, places of business or other such establishments);*
- *k) granting debenture loans amounting, individually or cumulatively, with other ongoing debenture loans, the equivalent in RON of EUR 100 million;*
- *l) granting shareholder loans to companies in which the Company is a shareholder amounting, individually or cumulatively, with other ongoing shareholder loans, the equivalent in RON of EUR 50 million;*
- *m) other powers of the Board of Directors that cannot be delegated, according to the law.*

(4) The Chairman of the Board of Directors has the following powers:
f) other powers provided by law, these Articles of incorporation and the decisions of the General Meeting of Shareholders.

Article 23 – Advisory Committees

(1) The nomination and remuneration committee, the risk management committee and the audit committee will be established within the Board of Directors.

(2) The Board of Directors will appoint the members of each advisory committee, one of whom will be appointed chairman of the committee. The chairman and the majority of the members of the nomination and remuneration committee, the risk management committee and the audit committee will have to be independent directors.

(15) The nomination and remuneration committee has the following main responsibilities:
a) it organizes training sessions for board members;
b) it draws up proposals for the remuneration of directors and managers;
c) it supports the board in assessing its own performance, as well as the performance of the executive management;
d) other duties established by the Board of Directors or by law.

(16) The risk management committee has the following duties:
a) it ensures the consistency of control activities with the risks generated by the activities and processes covered by the control;
b) it identifies, analyses, assesses, monitors and reports the identified risks, the plan of measures to mitigate or anticipate them, other measures taken by the executive management;
c) it is responsible for measuring the solvency of the public enterprise, in relation to its usual duties and obligations;
d) it informs or, as the case may be, makes proposals to the Board of Directors;
e) other duties established by the Board of Directors or by law.

(17) The audit committee has the following main responsibilities:
a) it informs the Board of Directors of the results of the statutory audit and explains how the statutory audit contributed to the integrity of financial reporting and the role of the audit committee in this process;
b) it monitors the financial reporting process and submits recommendations or proposals to ensure its integrity;
c) it monitors the effectiveness of the entity's internal quality control systems and risk management systems and, where applicable, of the internal audit with regard to the financial reporting of the audited entity, without violating its independence;
d) it monitors the statutory audit of the annual financial statements and consolidated annual financial statements;
e) it assesses and monitors the independence of financial auditors or audit firms;
f) it is responsible for the selection procedure of the financial auditor or audit firm and recommends to the General Meeting of Shareholders the financial auditor or audit firm(s) to be appointed.

Renaming Art. 25 as follows: Art. 25 – Rights and obligations of directors.

Article 27 - Statutory Audit and Internal Audit

(3) The annual financial statements, audited according to the law, will be submitted to the territorial units of the Ministry of Finance, under the conditions laid down by law.

(5) The internal audit department is established separately and it is directly subordinated to the Board of Directors.
The obligation to ensure the organizational and functional framework necessary for carrying out internal audit activity lies with the Board of Directors.

***Art. 31 – Fixed Assets Depreciation removed*.**

Renumbering the last 4 articles as follows:

Article 31 - Accounting Records and Financial Statements

Article 32 - Profit Calculation and Allocation

Article 33 – Dissolution and Liquidation

***Article 34 - Final Provisions*.**

***Amendment of Annex 1- LIST comprising the Branches of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., by eliminating the Bratislava Branch and introducing into the list the Buzău Branch, headquartered in Buză, Aleea Romaniței no. 1, Buzău County*.**

Item 2 **Authorise the Chairman of the Board of Directors of S.N.G.N. Romgaz S.A. to sign the updated Articles of Incorporation**

Item 3 **Authorise the Chairman and the Secretary of the meeting to sign the Resolution of the Extraordinary General Meeting of Shareholders**

Only shareholders who are registered as S.N.G.N. ROMGAZ S.A. shareholders on **September 4, 2026** (**the „Reference Date"**) in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depositary) may attend and cast their votes in EGMS.

Informational documents related to the items of the EGMS agenda, the draft of resolutions proposed to be adopted by EGMS will be available as from **August 14, 2026**, on working days, at the registry desk of the Company located in Medias, 4 Constantin Motas Square, Sibiu County, Romania, postal code 551130 **(„ROMGAZ Correspondence Entry")** as well as on the website of the Company (www.romgaz.ro). **ROMGAZ Correspondence Entry** is open between hours 7:30 am – 3:30 pm (Romania Time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the EGMS agenda.

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company may demand, through a request submitted to the Board of Directors of the Company:

a) the insertion of additional items on the agenda of the EGMS;
b) approval of draft EGMS resolutions for the items included on the agenda of the EGMS or for new items proposed to be included on the agenda.

The request to add new items on the agenda of the EGMS shall be made in writing and it will fulfil cumulatively the following conditions:

a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder/shareholders, if the request is filed by one or more shareholders acting as natural person, and/or the name, registered office address, the shareholder/shareholders registration number and the name of the institution/authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by one or more shareholders acting as legal persons;
b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative/representatives who file the request on behalf of the shareholder/shareholders;
c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative/representatives, natural persons, and/or name, registration number of the shareholder/shareholders and the name of the institution/authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative/representatives of the shareholder/shareholders, legal persons, who file the request on behalf and on account of the shareholder/shareholders;
d) it will include the request to add new items on the agenda of the EGMS;
e) it will include the request to submit for approval to EGMS the draft resolutions for the new items included in the request to add new items on the agenda;
f) it will include the shareholder's, legal representative's or the conventional representative's signature, as the case may be,
g) it will have as annex the draft resolution/resolutions submitted for approval of EGMS, and, as the case may be, the power of attorney mandating the conventional representative to request new items on the agenda of EGMS, on behalf and on the account of the shareholder/shareholders;
h) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **August 31, 2026, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

The request for EGMS approval of draft resolutions for the items included on the agenda of EGMS shall be in writing, and, it will fulfil cumulatively the following conditions:

a) it will include the last and first name, the identity card type, serial number and number, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the request is filed by a shareholder, natural person, or the name, registered office address, the shareholder registration number and the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal entity;
b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the request on behalf of the shareholder;
c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
d) to include the request to submit for EGMS approval of one or more resolution drafts for the items on the agenda;

e) the signature of the shareholder, legal representative or as the case may be of the conventional representative;
f) to attach the resolution draft/drafts requested to be submitted for approval of the EGMS and as the case may be, the power of attorney based on which the conventional representative expresses the request to submit for EGMS approval one or more resolution drafts for the items on the agenda, for and on behalf of the shareholder/shareholders;
g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **August 31, 2026, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

Starting with **September 3, 2026** the requests to add one or more additional items on the EGMS agenda, as well as the requests to submit for approval of the EGMS resolution drafts for the items included on the EGMS agenda may be reviewed at ROMGAZ Correspondence Entry or at https://www.romgaz.ro/en/shareholder-meetings.

Company shareholders may address questions and request an answer to such questions related to items on the EGMS agenda.

The application requesting an answer to the addressed questions related to the items of the EGMS agenda, shall be made in writing and it will fulfil cumulatively the following conditions:

a) the last and first name, type of identity document, series and number of the identity document, address and, as the case may be, residence and citizenship of the shareholder if the application is made by a shareholder natural person, or the name, address of the registered office, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder is registered to obtain legal personality, if the application is made by a legal person shareholder;
b) as the case may be, to include the first and last name, personal identification number and citizenship of the legal representative that makes the request on behalf and on account of the shareholder;
c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
d) to include the request to receive an answer to the addressed questions related to the items on the EGMS agenda by indicating such questions;
e) the signature of the shareholder, of the legal representative or a the case may be of the conventional representative;
f) as the case may be, to attach the power of attorney based on which the conventional representative files the application to receive an answer to the questions related to the EGMS agenda, on behalf and on account of the shareholders;
g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, or by e-mail with qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, at secretariat.aga@romgaz.ro by **September 9, 2026, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

Shareholders registered on the Reference Date in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the EGMS and may vote:

i. in person – direct vote;
ii. through a representative with a special or general power of attorney;
iii. by correspondence.

The special power of attorney form:

a) will be available, in Romanian and English, as from **August 14, 2026** at ROMGAZ Correspondence Entry and on the Company's web page (https://www.romgaz.ro/en/shareholder-meetings);
b) will include the shareholder identification method, the number of owned shares, as well as the voting options "for" or "against" or "abstain" for every issue to be voted upon;
c) will be updated by the Company if new items are added on the agenda of the EGMS;
d) will be filled in and signed by the shareholder, in three counterparts: one for the shareholder, one for the representative, and one for the Company.

The general power of attorney will be awarded by the shareholder acting as client, only to an agent as it is defined under Art. 2, Par. 1, point 19 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

If the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it gives an affidavit, signed by the credit institution's legal representative, stating:

a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
b) that the credit institution provides custodial services for that respective shareholder.

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders shall be transmitted/submitted in original copy, in Romanian or English the shareholder or by the credit institution, as the case may be, to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **September 12, 2026, 12:00 pm** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders, may be also sent by e-mail to the company at secretariat.aga@romgaz.ro having attached an qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, no later than **September 12, 2026, 12:00 pm** (Romania Time).

The capacity as legal representative may be also proved by providing an excerpt issued by the Trade Register (or by another institution of similar authority of the resident country of the shareholder being a foreign legal person), in original or certified true copy, in case the shareholder did not provide, for whatever reason, appropriate information on his or her legal representative, to Depozitarul Central SA/participant, within 3 months from the date of his or her appointment/replacement.

Documents proving the capacity as legal representative, prepared in a foreign language other than English, will be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to EGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").

The voting ballot:

a) will be available, in Romanian and English, as from **August 14, 2026** at ROMGAZ Correspondence Entry and on the Company's web page (https://www.romgaz.ro/en/shareholder-meetings);
b) will provide the shareholder's identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for each issue to be voted upon;
c) will be updated by the Company if new items are added on the agenda of the EGMS.

The Voting Ballots shall be transmitted as original copies, in Romanian or English, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at secretariat.aga@romgaz.ro, having attached an qualified electronic signature or advanced electronic signature according to Law no. 214/2024 on using the electronic signature, time stamps, and the provision of trust services, no later **September 12, 2026, 12:00 pm** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 14, 2026".

If new items are added on the Agenda, after publishing the Convening Notice, the templates of the special power of attorney and Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page (https://www.romgaz.ro/en/shareholder-meetings), as from **September 3, 2026**.

The voting ballots/special or general powers of attorney that are not received at ROMGAZ Registry Desk or by e-mail until **September 12, 2026, 12:00 pm** (Romania Time) shall not be counted for establishing the existence/non-existence of the majority of validly cast votes in the EGMS.

If the agenda is supplemented/updated and the shareholders do not submit their updated power of attorney and/or Voting Ballots, the special power of attorney and the Voting Ballots submitted prior to supplementation/update of the agenda shall be taken into account, only for the items included in the initial agenda, also included in the supplemented/updated agenda, for which they were issued.

Shareholders access in the meeting room, authorized to attend the EGMS, is allowed based on simple proof of identity, as follows:

a) in case of shareholders being natural persons - based on the identity document;
b) in case of legal representative of the shareholder, legal person – based on the identity document or of documents certifying the quality as legal representative of the shareholder legal person;
c) in case of a conventional representative, the documents provided at letters a) or b) above, together with the special or general power of attorney.

Should the statutory quorum for convening the EGMS not be met on the first date, namely **September 14, 2026** the EGMS shall be convened on **September 15, 2026 at 2:00 pm** (Romania Time), at the same venue and with the same agenda. In the event of a new convening, **the Reference Date** for identifying the shareholders entitled to attend and vote in the EGMS is the same, namely **September 4, 2026**.

The rules established in this convening notice for organizing the EGMS meeting on September 14, 2026, shall be supplemented by legal provisions applicable to public companies whose shares are traded on the securities market.

In case of conflict between the rules established in this convening notice and the legal provisions, the legal provisions applicable to public companies whose shares are traded on the securities market shall be applied.

Personal data collected by the Company directly from shareholders and/or their representatives, and indirectly from Depozitarul Central S.A. for the EGMS meeting on September 14, 2026, are processed to identify the persons entitled to exercise their rights as shareholders as regards the meeting and for establishing the resolutions adopted by the Extraordinary General Meeting of Shareholders on September 14, 2026.

Additional information on processing personal data of shareholders and shareholder's representatives, natural persons, may be found by reviewing the Information Notice on processing of personal data, on the Company's webpage (https://www.romgaz.ro/en/shareholder-meetings) for the Extraordinary General Meeting of Shareholders on September 14, 2026.

Additional information may be obtained from the Secretariat Office of the General Meeting of Shareholders and the Board of Directors, phone 0040 374 401643, and on the Company's web page (https://www.romgaz.ro/en/shareholder-meetings).

CHAIRMAN OF
THE BOARD OF DIRECTORS
MARIUS-GABRIEL NUȚ

BOARD OF DIRECTORS

R E S O L U T I O N NO. 55/ 2026

of the Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias, taken at the meeting of August 13, 2026

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A. issues the following:

R E S O L U T I O N:

Article 1

In accordance with provisions of Article 117, Paragraph (1) of Company Law No. 31/1990, republished, as subsequently amended and supplemented and of Article 13, Paragraph (1) of Articles of Incorporation of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A., updated, the Board of Directors decides upon the following:

a) **Approve the convening of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. (EGMS) on September 14, 2026, 2:00 pm, at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor.**

b) **Establish September 15, 2026, 2:00 pm (Romania time) for the second Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A., if the validity conditions for the EGMS of September 14, 2026, 2:00 pm, are not met.**

c) **Establish September 4, 2026 as the „Reference Date", namely the identification date of the shareholders entitled to participate in the EGMS of September 14, 2026 and to cast their votes during such meeting.**

d) **Approve the following EGMS Agenda of September 14, 2026:**

„ Item 1 Approve S.N.G.N. Romgaz S.A. Articles of Incorporation amendment as follows:

Article 3 – Registered Office

(3) ROMGAZ S.A. consists of the branches listed in the annex to these Articles of Incorporation.

Article 5 – Field and Scope of Activities

0610 Extraction of crude petroleum
0891 Mining of chemical and fertiliser minerals
0892 Extraction of peat
0899 Other personal service activities n.e.c.
0910 Support activities for petroleum and natural gas extraction
0990 Support activities for other mining and quarrying
0240 Support services to forestry
1920 Manufacture of refined petroleum products and fossil fuel products
2011 Manufacture of industrial gases
2013 Manufacture of other inorganic basic chemicals
2014 Manufacture of other organic basic chemicals
2015 Manufacture of fertilisers and nitrogen compounds
2016 Manufacture of plastics in primary forms
2051 Manufacture of liquid biofuels
2059 Manufacture of other chemical products n.e.c.
2511 Manufacture of metal structures and parts of structures
2512 Manufacture of doors and windows of metal
2522 Manufacture of other tanks, reservoirs and containers of metal
2553 Machining
2599 Manufacture of other fabricated metal products n.e.c.
2711 Manufacture of electric motors, generators and transformers
2712 Manufacture of electricity distribution and control apparatus
2829 Manufacture of other general-purpose machinery n.e.c.
2897Manufacture of machinery for additive manufacturing (using additive manufacturing technology)
2899 Manufacture of other special-purpose machinery n.e.c.
2910 Manufacture of motor vehicles
3250 Manufacture of medical and dental instruments and supplies
3299 Other manufacturing n.e.c.
3311 Repair and maintenance of fabricated metal products
3312 Repair and maintenance of machinery
3313 Repair and maintenance of electronic and optical equipment
3314 Repair and maintenance of electrical equipment
3315 Repair and maintenance of ships and boats
3317 Repair and maintenance of other transport equipment n.e.c.
3319 Repair and maintenance of other equipment
3320 Installation of industrial machinery and equipment
3511 Production of electricity from non-renewable sources
3512 Production of electricity from renewable sources
3513 Transmission of electricity
3514 Distribution of electricity
3515 Trade of electricity
3516 Storage of electricity
3520 Manufacture of gas, and distribution of gaseous fuels through mains
3522 Distribution of gaseous fuels through mains
3523 Trade of gas through mains
3524 Storage of gas as part of network supply services
3530 Steam and air conditioning supply
3540 Activities of brokers and agents for electric power and natural gas

3600 Water collection, treatment and supply
3700 Sewerage
3811 Collection of non-hazardous waste
3812 Collection of hazardous waste
3821 Materials recovery
3822 Energy recovery
3823 Other waste recovery
3831 Incineration without energy recovery
3832 Landfilling or permanent storage
3833 Other waste disposal
4100 Construction of residential and non-residential buildings
4211 Construction of roads and motorways
4212 Construction of railways and underground railways
4213 Construction of bridges and tunnels
4221 Construction of utility projects for fluids
4222 Construction of utility projects for electricity and telecommunications
4299 Construction of other civil engineering projects n.e.c.
4311 Demolition
4312 Site preparation
4321 Electrical installation
4322 Plumbing, heat and air-conditioning installation
4323 Installation of insulation
4324 Other construction installation
4331 Plastering
4332 Joinery installation
4333 Floor and wall covering
4334 Painting and glazing
4335 Other building completion and finishing activities
4342 Other specialised construction activities in construction of buildings
4350 Specialised construction activities in civil engineering
4360 Intermediation service activities for specialised construction services
4391 Masonry and bricklaying activities
4399 Other specialised construction activities n.e.c.
4611 Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods
4612 Agents involved in the sale of fuels, ores, metals and industrial chemicals
4613 Agents involved in the sale of timber and building materials
4614 Agents involved in the sale of machinery, industrial equipment, ships and aircraft
4615 Agents involved in the sale of furniture, household goods, hardware and ironmongery
4617 Agents involved in the sale of food, beverages and tobacco
4618 Agents specialised in the sale of other particular products
4619 Agents involved in the sale of a variety of goods
4621 Wholesale of grain, unmanufactured tobacco, seeds and animal feeds
4639 Non-specialised wholesale of food, beverages and tobacco
4662 Wholesale of machine tools
4663 Wholesale of mining, construction and civil engineering machinery
4681 Wholesale of solid, liquid and gaseous fuels and related products
4685 Wholesale of chemical products
4687 Wholesale of waste and scrap
4711 Non-specialised retail sale of predominately food, beverages or tobacco;

4755 Retail sale of furniture, lighting equipment, tableware and other household goods
4763 Retail sale of sporting equipment
4769 Retail sale of cultural and recreational goods n.e.c.
4774 Retail sale of medical and orthopaedic goods;
4778 Retail sale of other new goods;
4779 Retail sale of second-hand goods
4791 Intermediation service activities for non-specialised retail sale;
4792 Intermediation service activities for specialised retail sale
4931 Scheduled passenger transport by road
4932 Non-scheduled passenger transport by road
4934 Passenger transport by cableways and ski lifts
4939 Other passenger land transport n.e.c.
4941 Freight transport by road
4942 Removal services
4950 Transport via pipeline
5010 Sea and coastal passenger water transport
5020 Sea and coastal freight water transport
5210 Warehousing and storage
5221 Service activities incidental to land transportation
5222 Supply of services related to air transport
5223 Supply of services related to air transport
5224 Cargo handling
5231 Intermediation service activities for freight transportation
5232 Intermediation service activities for freight transportation
5510 Hotels and similar accommodation
5520 Holiday and other short-stay accommodation
5530 Camping grounds, recreational vehicle parks and trailer parks
5540 Intermediation service activities for accommodation
5590 Other accommodation
5611 Restaurant activities
5612 Mobile food service activities
5621 Event catering activities
5622 Other food service activities
5630 Beverage serving activities
5640 Food and beverage serving intermediaries
5911 Motion picture, video and television programme production activities
6010 Radio broadcasting and audio distribution activities
6020 Television programming and broadcasting activities
6110 Wired, wireless, and satellite telecommunication activities
6120 Resale of telecommunications services and telecommunications intermediary activities
6190 Other telecommunications activities
6220 Computer consultancy and computer facilities management activities;
6310 Computing infrastructure, data processing, hosting and related activities;
6422 Activities of financing conduits
6630 Fund management activities
6820 Renting and operating of own or leased real estate
7020 Business and other management consultancy activities
7111 Architectural activities
7112 Engineering activities and related technical consultancy

7120 Technical testing and analysis
7220 Research and experimental development on social sciences and humanities.
7330 Public relations and communication activities
7491 Patent brokering and marketing service activities
7499 Other professional, scientific and technical activities n.e.c.
7711 Renting and leasing of cars and light motor vehicles
7712 Renting and leasing of trucks
7732 Renting and leasing of construction and civil engineering machinery and equipment
7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.
7751 Intermediation service activities for rental and leasing of cars, motorhomes and trailers
7911 Travel agency activities
7912 Tour operator activities
7990 Other reservation service and related activities
8009 Security activities n.e.c.
8122 Other building and industrial cleaning activities
8240 Intermediation service activities for business support service activities n.e.c.
8292 Packaging activities
8299 Other business support service activities n.e.c.
8425 Fire service activities
8533 Post-secondary non-tertiary education
8532 Technical and vocational secondary education
8540 Tertiary education
8551 Sports and recreation education
8559 Other education n.e.c.
8561 Intermediation service activities for courses and tutors;
8569 Educational support activities
8696 Traditional, complementary and alternative medicine activities, with the exception of the prohibited activities or of the activities for which the law provides special conditions
8699 Other human health activities n.e.c. with the exception of the prohibited activities or of the activities for which the law provides special conditions
9111 Library activities
9112 Archive activities
9121 Museum and collection activities
9130 Conservation, restoration and other cultural heritage support activities
9311 Operation of sports facilities
9312 Activities of sports clubs
9313 Activities of fitness centres
9319 Sports activities n.e.c.
9329 Other amusement and recreation activities
9510 Repair and maintenance of computers and communication equipment
9531 Repair and maintenance of motor vehicles
9540 Intermediation service activities for repair and maintenance of computers, personal and household goods, and motor vehicles and motorcycles
9640 Intermediation service activities for personal services
9699 Other personal service activities n.e.c.

Article 12 – Organization and Powers of the General Meeting of Shareholders

(4) The main powers, duties and functions of the Ordinary General Meeting of Shareholders are the following:

a) approving the strategic objectives of the Company;

b) discussing, approving or modifying, as the case may be, the annual financial statements of the Company on the basis of the reports submitted by the Board of Directors and by the financial auditor,

c) establishing the net profit distribution and setting the dividend;

d) approving the statement of revenue and expenditure for the current financial year, as well as the budgetary rectification, according to the legislative provisions in force;

e) electing and dismissing members of the Board of Directors and establishing their remuneration, as well as the terms and conditions of the contract of mandate concluded with the members of the Board of Directors;

f) deciding on the management of the Board of Directors

g) appointing and dismissing the financial auditor, and setting the minimum duration of the financial audit contract;

h) approving the taking out of bank loans amounting, individually or cumulatively, with other ongoing bank loans, for the period of one financial year, to more than the equivalent in RON of EUR 100 million;

i) approving the conclusion of documents for the lodgement of guarantees, other than those related to non-current assets of the Company amounting, individually or cumulatively, with other documents for the lodgement of guarantee, other than those covering non-current assets of the Company, which are ongoing, the equivalent in RON of EUR 50 million

j) deciding on any other issues concerning the Company, according to legal duties, within the limits of its competence.

(6) The Extraordinary General Meeting of Shareholders meets as often as necessary to decide upon the following:

a) changing the legal form of the Company;

b) moving the Company's headquarters;

c) changing the activity of the Company;

d) establishing companies, as well as concluding and amending the articles of incorporation of companies in which the Company is a shareholder;

e) concluding or amending joint venture contracts to which the Company is a contracting party;

f) increasing the share capital;

g) reducing the share capital or restoring it by issuing new shares;

h) merging with other companies or dividing the Company;

I) the early dissolution of the Company;

j) converting shares from one category to another;

k) converting one category of bonds into another category or into shares;

l) issuance of bonds;

m) concluding documents of acquisition, having as object fixed assets, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets of the Company, less the long term receivables, calculated according to the latest approved annual financial statements;

n) concluding documents of alienation, exchange or lodgement of guarantees, having as object fixed assets of the Company, the net value of which exceeds, *individually or cumulatively, during a financial year, 20% of the total fixed assets of the Company, less the long term receivables, calculated according to the latest approved annual financial statements;*

o) concluding rental agreements, for a period exceeding 1 (one) year, for tangible assets whose individual or cumulative value, with respect to the same co-contractor or persons involved or acting in concert, exceeds 20% of the value of total fixed assets, less the long term receivables, calculated according to the latest approved annual financial statements;

p) any other amendment to the Articles of Incorporation or any other resolution requiring the approval of the Extraordinary General Meeting of Shareholders.

Article 15 – Conduct of the General Meeting of Shareholders

(9) The ballot papers for the vote by correspondence will be submitted, in original, to the registry at the Company's registered office, or communicated to the Company, electronically, having the electronic signature incorporated, attached or logically associated, at least 48 hours before the General Meeting of Shareholders for which the vote by correspondence is exercised, unless the law provides otherwise, under penalty of rendering non-binding a vote thus cast.

(10) If the vote is cast by a legal representative, the powers of attorney, including special or general mandates, will be submitted, in original, to the registry at the Company's registered office, or communicated to the Company, electronically, having the electronic signature incorporated, attached or logically associated, at least 48 hours before the General Meeting of Shareholders in which they are to be used or in which they are to be used for the first time, unless the law provides otherwise, under penalty of losing the right to vote in that meeting.

Article 16 – Decisions of the General Meeting of Shareholders

(1) The decisions of the General Meeting of Shareholders will be drawn up based on the meeting minutes and will be signed, by qualified electronic signature, by the Chairman of the Board of Directors / the chairman of the Meeting.

Article 17 - Organization of the Board of Directors

(1) The company is managed, in a unitary board system, by a Board of Directors consisting of maximum 7 (seven) directors, in compliance with applicable legal provisions.

(2) The majority of the members of the Board of Directors must be non-executive and independent directors.

(20) When the Ordinary General Meeting of Shareholders decides to increase the number of members of the Board of Directors, the terms of the mandates of the first directors appointed to the additional positions will be equal to the remaining term of the ongoing director mandates, on the date of the decision to increase the number of members of the Board of Directors.

Article 19 - Powers of the Board of Directors

(3) The Board of Directors has the following basic powers that cannot be delegated to the managers:

a) setting forth the Company's main activity and development lines;

b) approving the management component and administration plan of the Company;

c) establishing accounting policies and the financial control system, as well as approving the financial planning;

d) appointing and dismissing managers, including the General Manager and establishing their remuneration within the general limits established by the General Meeting of Shareholders and by law;

e) supervising the activities of the managers

f) drawing up the annual management report and other reports provided by law;

g) organizing meetings of the General Meeting of Shareholders, as well as implementing its decisions;

h) filing applications for the initiation of insolvency prevention and insolvency proceedings of the Company;

i) developing rules regarding its own activity, the General Meeting of Shareholders, advisory committees and managers, without breaching the legal provisions or these Articles of Incorporation;

j) establishing or dissolving secondary offices (branches, agencies, places of business or other such establishments);

k) granting debenture loans amounting, individually or cumulatively, with other ongoing debenture loans, the equivalent in RON of EUR 100 million;

l) granting shareholder loans to companies in which the Company is a shareholder amounting, individually or cumulatively, with other ongoing shareholder loans, the equivalent in RON of EUR 50 million;

m)other powers of the Board of Directors that cannot be delegated, according to the law.

(4) The Chairman of the Board of Directors has the following powers:

f) other powers provided by law, these Articles of incorporation and the decisions of the General Meeting of Shareholders.

Article 23 – Advisory Committees

(1) The nomination and remuneration committee, the risk management committee and the audit committee will be established within the Board of Directors.

(2) The Board of Directors will appoint the members of each advisory committee, one of whom will be appointed chairman of the committee. The chairman and the majority of the members of the nomination and remuneration committee, the risk management committee and the audit committee will have to be independent directors.

(15) The nomination and remuneration committee has the following main responsibilities:

a) it organizes training sessions for board members;

b) it draws up proposals for the remuneration of directors and managers;

c) it supports the board in assessing its own performance, as well as the performance of the executive management;
d) other duties established by the Board of Directors or by law.

(16) The risk management committee has the following duties:
a) it ensures the consistency of control activities with the risks generated by the activities and processes covered by the control;
b) it identifies, analyses, assesses, monitors and reports the identified risks, the plan of measures to mitigate or anticipate them, other measures taken by the executive management;
c) it is responsible for measuring the solvency of the public enterprise, in relation to its usual duties and obligations;
d) it informs or, as the case may be, makes proposals to the Board of Directors;
e) other duties established by the Board of Directors or by law.

(17) The audit committee has the following main responsibilities:
a) it informs the Board of Directors of the results of the statutory audit and explains how the statutory audit contributed to the integrity of financial reporting and the role of the audit committee in this process;
b) it monitors the financial reporting process and submits recommendations or proposals to ensure its integrity;
c) it monitors the effectiveness of the entity's internal quality control systems and risk management systems and, where applicable, of the internal audit with regard to the financial reporting of the audited entity, without violating its independence;
d) it monitors the statutory audit of the annual financial statements and consolidated annual financial statements;
e) it assesses and monitors the independence of financial auditors or audit firms;
f) it is responsible for the selection procedure of the financial auditor or audit firm and recommends to the General Meeting of Shareholders the financial auditor or audit firm(s) to be appointed.

Renaming Art. 25 as follows: Art. 25 – Rights and obligations of directors.
Article 27 - Statutory Audit and Internal Audit

(3) The annual financial statements, audited according to the law, will be submitted to the territorial units of the Ministry of Finance, under the conditions laid down by law.

(5) The internal audit department is established separately and it is directly subordinated to the Board of Directors.
The obligation to ensure the organizational and functional framework necessary for carrying out internal audit activity lies with the Board of Directors.

Art. 31 – Fixed Assets Depreciation removed.

Renumbering the last 4 articles as follows:

Article 31 - Accounting Records and Financial Statements

Article 32 - Profit Calculation and Allocation

Article 33 – Dissolution and Liquidation

Article 34 - Final Provisions.

Amendment of Annex 1- LIST comprising the Branches of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., by eliminating the Bratislava Branch and introducing into the list the Buzău Branch, headquartered in Buză, Aleea Romaniței no. 1, Buzău County.

Item 2 **Authorise the Chairman of the Board of Directors of S.N.G.N. Romgaz S.A. to sign the updated Articles of Incorporation**

Item 3 **Authorise the Chairman and the Secretary of the meeting to sign the Resolution of the Extraordinary General Meeting of Shareholders".**

a) Authorise Mr. Marius-Gabriel Nuț as Chairman of the Board of Directors of S.N.G.N. ROMGAZ S.A. to sign the Convening Notice of the EGMS which will be held on September 14, 2026.

CHAIRMAN OF
THE BOARD OF DIRECTORS
MARIUS-GABRIEL NUȚ