

To,
THE GENERAL MEETING OF SHAREHOLDERS

REQUEST

for approval to conclude a Gas Sales Contract with S Electrocentrale Bucuresti S.A. under the provisions of GEO No. 119/2022¹

S.N.T.G.N. Transgaz S.A., as gas transmission system operator (TSO) established, in accordance with the provisions of GEO No. 119/2022, as obligation for the producer S.N.G.N. Romgaz S.A. (Romgaz) to sell to S Electrocentrale Bucuresti S.A., the quantity of 2,056,300.839 MWh, with delivery during November 1, 2023 - March 31, 2024.

Accordingly, Gas Sales Contract No. PET18/2023 (the Contract) was concluded with the following main characteristics:

- Gas quantity: 2,056,300.839 MWh;
- Delivery period: November 1, 2023, at 07:00 am - April 1, 2024, at 07:00 am;
- Delivery point: VTP (Virtual Trading Point) in the NTS (National Gas Transmission System);
- Price: regulated, in accordance with the provisions of GEO No. 119/2022, plus the NTS entry tariff and VAT;
- For gas quantities which are not taken over by the Buyer, the Buyer shall pay the Seller a compensation amount equal to the amount of gas not taken over, calculated as follows: Q not taken over X contractual P;
- Payment methods:
 - a) On due date, no later than 30 days after the invoice issue date, the Buyer submits a Letter of Bank Guarantee (LBG) whose value has to cover the equivalent value of the natural gas (including VAT) to be delivered in any three consecutive months, with the largest quantities in the delivery period November 1, 2023 - March 31, 2024; or
 - b) In advance, before delivery.

The contract shall enter into force and take effect solely after its approval by S.N.G.N. Romgaz S.A. General Meeting of Shareholders and by S. Electrocentrale Bucuresti S.A. General Meeting of Shareholders.

Considering the following:

✉ The provisions of Article 52 paragraph (1) of GEO No. 109/2011², namely:

„The Board of Directors [...] shall convene the general meeting of shareholders to approve any transaction if it has, individually or in a series of concluded transactions, a value higher than 10% of the value of net assets [...] or higher than 10% of the revenue with the controlling shareholders or with a company controlled by them”;

¹ Emergency Ordinance No. 119/2022 amending and supplementing Government Emergency Ordinance No. 27/2022 on measures applicable to final customers in the electricity and natural gas market in the period between April 1, 2022 and March 31, 2023, as well as for amending and completing certain regulatory acts in the energy field, as amended.

² Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as amended.

✍ The transaction itself does not exceed the limit provided for in Article 52 paragraph (1) of GEO No. 109/2011, respectively 10% of the company's revenue but, taking into account the contracts previously concluded with S Electrocentrale Bucuresti S.A., the limit of 10% of the revenue is exceeded by "*a series of concluded transactions*",

it is required to convene the general meeting of shareholders to approve the Contract.

Resolution Draft

In view of the above, we submit the following Resolution Draft for approval:

„The Ordinary General Meeting of Shareholders approves the Natural Gas Sales Contract No. PET18/2023 with S Electrocentrale Bucuresti SA, in accordance with the provisions of Article 52 paragraph (1) of GEO No. 109/2011”.

**CHAIRMAN OF THE BOARD OF DIRECTORS,
Dan Dragoş DRĂGAN**

**Chief Executive Officer,
Răzvan POPESCU**

**Deputy Chief Executive Officer,
Aristotel Marius JUDE**

**Chief Financial Officer,
Gabriela TRÂNBIŢAŞ**

**Director of Energy Trading Department
Radu Costică MOLDOVAN**

**Head of Legal Office,
Monica Elena STAFIE**