

To,
THE GENERAL MEETING OF SHAREHOLDERS

REPORT

on certain transactions concluded with other public enterprises

Pursuant to Article 52 paragraph (1) of Government Emergency Ordinance No. 109/2011¹ "The Board of Directors [...] convenes the general meeting of shareholders in order to approve any transaction, if its value, individually or in a series of concluded transactions, exceeds 10% of the value of net assets [...] or exceeds 10% of the revenue ... with the controlling shareholders or with a company controlled by such shareholders".

Moreover, pursuant to Article 52 par. (3) of Government Emergency Ordinance No. 109/2011 "The Board of Directors [...] informs the shareholders, during the first General Meeting of Shareholders following the legal act, on any transaction concluded by the public enterprise with:

- a) the persons provided in paragraph (1) and (2) and the value of the transaction does not exceed the level established in paragraph (1);
- b) another public enterprise or with the public supervisory authority, if the transaction has a value, individually or in a series of transactions, of at least the equivalent in RON of EUR 100,000".

According to Article 2, paragraph 2 of GEO No. 109/2011 the „Public enterprise” has the following meanings:

- a) autonomous public companies established by the State or by a territorial administrative unit;
- b) national companies and corporations, companies in which the State or an administrative-territorial unit is the sole or majority shareholder or in which it has control;
- c) companies in which one or more of the public enterprises referred to in (a) and (b) has a majority or controlling interest.

In accordance with the provisions of GEO No. 27/2022 in April 2024 Romgaz signed, with 11 public enterprises, a number of 12 Gas Sales Contracts whose individual value or in a series of transactions is higher than the RON equivalent of EUR 100,000 and which do not fall under the provisions of Article 52 paragraph (1) of GEO No.109/2011 and, therefore, generate the obligation to inform the company's shareholders.

The 11 public enterprises are presented in the table below:

Item No.	Public Enterprise	Weight of Romanian State shareholder or a territorial administrative unit
1	SC Gaz Nord Est SA	41.74% more city councils
2	SC CET Govora SA	100% Valcea County Council
3	Compania Locală de Termoficare Colterm SA	100% Timisoara City Council
4	S Termocentrale Constanța SA	100% Constanta City Council
5	SC Modern Calor SA	100% Botosani City Council
6	SC Termo Calor Confort SA	99.7274% Pitesti City Council 0.1363% Topoloveni City Council 0.1363% Maracineni City Council
7	SC Termoficare Oradea SA	99.99% Oradea City Council
8	SC UTP Giurgiu SA	99.98% Giurgiu City Council
9	Termoenergetica Bucuresti	99.99% Bucuresti City Council
10	Termoficare Napoca SA	100% Cluj-Napoca City Council
11	SNTGN Transgaz SA	58.5097% Romanian State through the General Secretariat of the Government

Details related to the contracted gas quantities, the prices and values are shown in the table below:

¹ GEO No. 109 of November 30, 2011 on corporate governance of public companies as subsequently amended and supplemented.

Item No.	Buyer		Quantity (MWh)	Gas price as commodity (RON/MWh)	Transport Tariff (RON/MWh)	VALUE (RON)
	Name	Contract Number				
0	1	2	3	4	5	6=3x(4+5)
1	SC Gaz Nord Est SA	F19/2024	21,379.460	120.00	3.99	2,650,839.25
2	SC Gaz Nord Est SA	OR11/2024	342.098	120.00	3.99	42,416.73
3	SC CET Govora SA	PET6/2024	31,347.310	120.00	3.99	3,886,752.97
4	Compania Locală de Termoficare Colterm SA	PET3/2024	220,000.000	120.00	3.99	27,277,800.00
5	S Termocentrale Constanța SA	PET5/2024	223,879.760	120.00	3.99	27,758,851.44
6	SC Modern Calor SA	PET9/2024	56,007.890	120.00	3.99	6,944,418.28
7	SC Termo Calor Confort SA	PET12/2024	166,510.000	120.00	3.99	20,645,574.90
8	SC Termoficare Oradea SA	PET13/2024	559,261.132	120.00	3.99	69,342,787.76
9	SC UTP Giurgiu SA	PET14/2024	13,951.420	120.00	3.99	1,729,836.57
10	Compania Municipală Termoenergetica București	PET8/2024	255,903.446	120.00	3.99	31,729,468.27
11	Termoficare Napoca SA	PET19/2024	13,544.380	120.00	3.99	1,679,367.68
12	SNTGN Transgaz SA	OR1/2024	300,000.000	120.00	3.99	37,197,000.00
*	TOTAL	*	1,862,126.896	*	*	230,885,113.85

Measures taken

Until the date hereof, it was not necessary to take certain measures to carry out business relations with the above-mentioned partners/service providers.

Conditions and deadlines under which the operation(s) were carried out

Gas Sales Contract were returned signed by the contract partners between March - April 2024.

Main characteristics of signed gas sales contracts based on GEO No. 27/2022 are as follows:

- delivery period: April 1, 2024 - April 1, 2025;
- contracted gas quantities: 1,862,126.896 MWh;
- delivery point: VTP in the NTS;
- the daily quantity of natural gas scheduled to be delivered: it is determined by dividing the monthly contracted quantity by the number of calendar days in the delivery period, rounded to three decimal places, with adjustment of the daily quantity on the last day of delivery to give the total contracted quantity;
- payment of the consideration for the gas: in advance, before the start of delivery for each delivery month, or 30 days after the due date of the invoice, as provided for by the BGL (Bank Guarante Letter);
- contract price: according to the legal provisions (120 RON/MWh) plus transmission capacity reservation charge at the entry point to the SNT and VAT, if applicable.

Effects of concluding transactions

The execution of gas sales contracts ensures the optimal conditions for the delivery of natural gas.

Draft resolution

„The Ordinary General Meeting of Shareholders takes note of the Report on certain transactions concluded between S.N.G.N. Romgaz S.A. and other public enterprises during March - April 2024”.

**Chairman of the Board of Directors
Dan Dragos DRAGAN**

**Chief Executive Officer
Razvan POPESCU**

**Deputy Chief Executive Officer
Aristotel Marius JUDE**

**Chief Financial Officer
Gabriela TRANBITAS**

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