



No. 44019/24.10.2025

To: SNGN Romgaz S.A, General Meeting of Shareholders

REQUEST FOR APPROVAL

regarding the procurement of external legal consultancy, assistance and/or representation services for SNGN Romgaz S.A. in a criminal case/action

A. Considering:

- The provisions of GEO no. 26 of June 6, 2012 on measures for reducing public expenses and strengthening financial discipline, and for amending and supplementing some pieces of legislation:

“Art. I (1) Central and local authorities and public institutions of the central and local public government, irrespective of how they are financed and subordinated, national companies and commercial companies fully state owned or having the state as major shareholder, and autonomous regies having on their payroll legal advisors are not allowed to procure legal consultancy, assistance and/or representation services.

(2) In duly justified situations, when legal consultancy, assistance and/or representation services required by national companies, trade companies, and autonomous regies mentioned at paragraph (1) cannot be provided by legal advisers employed by said entities, such services can be procured in compliance with the law only upon approval:

a) the main credit release authority for central public administration institutions and authorities;

(3) In duly justified situations, when legal consultancy, assistance and/or representation services required by national companies, trade companies, and autonomous regies mentioned at paragraph (1) cannot be provided by legal advisers employed by said entities, such services can be procured in compliance with the law only upon approval and mandate of state’s or territorial-administrative units’ representatives in their management bodies:

a) the main credit release coordinating authority, in case of companies fully state owned or having the state as major shareholder;”

- The fact that it has been found that in certain exceptional cases, even though the company has legal advisors on staff, to defend the company’s interests and fulfill them at the highest level, the company’s own legal department may need to be supported by a law company/law firm in various criminal cases.

B. Given the present circumstances:

- Case no. 3525/251/2024 was brought before the court for failure to take occupational health and security measures, as provided for and punishable under Article 349 paragraph 1 of the Criminal Code.

The criminal investigation body - Public Prosecutor’s Office attached to Ludus Court - issued an indictment ordering the prosecution of SNGN Romgaz SA for failing to take occupational health and security measures.

In the case pending before the court, SNGN Romgaz SA is the defendant, and the offense for which the case has been referred to trial is provided for and punishable under Article 349(1) of the Criminal Code—failure to take occupational health and safety measures.

According to the indictment issued by the Public Prosecutor’s Office attached to Luduş Court, on March 16, 2020, at the 110 Sărmăşel well cluster, during maintenance work on the CI88-173-9002-0024 motor gas compressor, due to the fact that the electrical ignition circuit was powered during activation of the starter for

measuring cylinder compression, electrical sparks were generated between the free insulated ends of the spark plug connectors and the metal parts of the adjacent engine, which, together with the air-methane mixture, led to an explosion in the space under the skid roof. Following this event, three employees of the company were thermally affected, suffering burns.

Secondarily, the external coat of some cable routes, cable inserter, plastic hoses and the transparent screen of the skid's control panel door were impacted.

We hereby note that the three impacted persons (company's employees) have not filed complaints for the crime of negligent bodily injury and have no other claims against the employing company or other persons.

In view of the evidence presented by the criminal investigation body, it was decided not to prosecute for the offense of negligent bodily injury and the offense of failure to comply with occupational health and safety measures, but to prosecute SNGN Romgaz SA for failure to take occupational health and safety measures.

According to the provisions of Article 349 paragraph 1 of the Criminal Code:

(1) Failure to take any of the legal occupational health and safety measures by the person responsible for taking such measures, if this creates an imminent danger of an accident at work or occupational disease, shall be punished by imprisonment from 6 months to 3 years or by a fine.

At the same time, we mention that Romgaz, through its Legal Department, challenged the referral to court, so that on February 10, 2025, Mureş Court of Appeal overturned in its entirety the criminal ruling no. 219 of December 9, 2024, issued by Ludus Court, and referred the case back to the preliminary chamber judge at Ludus Court for retrial.

On the retrial, on May 29, 2025, Luduş Court ordered the commencement of the trial (Case No. 3525/251/2024/a1*), a measure challenged by Romgaz, but rejected by Mureş Court, the consequence of this latest court decision being the commencement of the trial.

We note that, at the time of writing this report, no trial date has been set.

Therefore, to ensure the best possible representation of Romgaz' interests, we hereby inform you that the selection process for a law firm specializing in criminal cases is about to begin, to ensure effective representation of the company's defense against the alleged offense.

C. Legal context:

It is important to note that the procurement of legal services is exempt from the provisions of Law no. 99/2026 on sector procurements under the provisions of Article 37 paragraph 1) letter d) and paragraph 3), in compliance with the principles underlying the award of sector contracts.

The requested services are intended to assist the company's legal department in the execution of these procedures, thereby ensuring the representation of the company's interests with the utmost professionalism and diligence.

Therefore, it is necessary to support the company's own legal department with a law firm experienced in criminal law, so that the company's interests are protected and promoted with the highest degree of professionalism.

The complexity of the criminal case in which the company is a defendant, relative to the size and degree of specialization of its own legal department, combined with the company's continuously expanding and diversifying activity, requires the legal department to be supported by procuring legal consulting, assistance, and/or representation services in criminal cases/actions.

In this respect, we request the Board of Directors to approve the convening of the General Meeting of Shareholders to submit to vote the request for approval of the procurement of legal consulting, assistance, and/or representation services in the case referred to above.

In case of endorsement of this request, and under GMS' approval of the procurement, for the selection of legal consultancy providers, the basic principles of sector specific procurement will be considered and observed, namely:

- a) Non-discrimination;
- b) Equal treatment;
- c) Mutual recognition;
- d) Transparency;
- e) Proportionality;
- f) Accountability

Therefore, given the necessity and usefulness of procuring these legal consulting, assistance, and/or representation services for SNGN ROMGAZ SA in the criminal case, we kindly ask you to approve their procurement, in accordance with article 16 from HCA 83/22.10.2025.

Considering the above, we propose the following resolution:

„ The General Meeting of Shareholders approves the procurement of external legal consulting, assistance, and/or representation services in all process phases, to represent SNGN ROMGAZ SA interests in a criminal case/action.”

CHAIRMAN OF THE BOARD OF DIRECTORS
Dumitru Chisăliță

CEO
Răzvan POPESCU

CFO
Gabriela Trânbițaș

Head of Legal
Alexandru MOIȘAN