**VOTING BALLOT FOR THE VOTE BY CORRESPONDENCE FOR**

**INDIVIDUAL SHAREHOLDERS**

For the Ordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” – S.A., on **April 28/29, 2022**

I, the undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first and the last name of the individual shareholder), identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**legally represented by:**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first and the last name of the legal representative of the individual shareholder only in case of shareholders who are natural persons lacking exercise capacity or having limited capacity), identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

shareholder on the Reference Date, i.e. **April 18, 2022**, of S.N.G.N. „ROMGAZ” – S.A., company managed under an one-tier system, incorporated and functioning under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J32/392/2001, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 385,422,400 (**“the Company”**),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares representing \_\_\_\_\_\_% of the total of 385,422,400 shares issued by the Company**,** which entitles me toa number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the Ordinary General Meeting of Shareholders, representing \_\_\_\_\_\_% of the total amount of 385,422,400 voting rights,

acknowledging the agenda of **the Ordinary General Meeting of Shareholders** **of S.N.G.N. „ROMGAZ” – S.A. (hereinafter referred to as „OGMS”)** on **April 28, 2022, 1:00** **pm** (Romania time), and the reference material related to the agenda of the OGMS, by this vote by correspondence I understand to exercise my vote for the OGMS of the Company to be held on **April 28, 2022, 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, as follows:

The draft Resolution for item 1 on the agenda:

**„Takes note of the Consolidated Board of Directors’ Report on the activity performed in 2021”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 2 on the agenda:

**„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2021”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 3 on the agenda:

**„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2021”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 4 on the agenda:

**„Approves the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2021 prepared in compliance with the Ministry for Public Finances no. 2844/2016”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 5 on the agenda:

**„Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2021 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 6 on the agenda:

**Approves the distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2021, as follows:**

| **I** | **Indicators** | **YEAR 2021****Value (RON)** |
| --- | --- | --- |
| **0** | 1 | 2 |
| **A** | **Gross result of the financial year** | **2,201,960,854.70** |
| B | Current income tax | 228,911,106.00 |
| B.1 | Specific activities tax  | 21,821.00 |
| C | Revenue from deferred income tax | 15,111,593.36 |
| C.1 | Deferred income tax | 25,630,284.14 |
| **D** | **Net result of the financial year [A-B-B1+C-C.1],** (accounting profit after income tax), including: | **1,962,509,236.92** |
| a) | Legal reserves | 0.00 |
| b) | Other reserves representing fiscal facilities provided by law (Law No. 227/2015-Article 22) | 50,005,022.74 |
| c) | Coverage of losses in retained earnings from previous years accounting errors (in accordance with Article 1, paragraph (1), c) of GO No. 64/2001) |   |
| c1) | Set up of own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c^1 of GO No. 64/2001) |   |
| d) | Other distributions as provided by special laws |   |
| **E** | **Remaining net profit to be distributed (D-a-b-c-c1-d)** | **1,912,504,214.18** |
| e) | Employees’ participation to profit (in accordance with Article 1, paragraph (1), e) of GO No. 64/2001) | 35,777,113.00 |
| f) | **Dividends due to shareholders (approx. 71.61% of net profit to be distributed (E + e))** | **1,395,229,088.00** |
|  f1) - dividends for the state budget (50.13%) | 976,759,549.60 |
|  f2) - dividends for other shareholders (21.48%) | 418,469,538.40 |
|  - dividend/share (RON/share) | **3.62** |
| g) | **Profit for setting up own financing sources (E-f)** | **517,275,126.18** |
| \* | **TOTAL DISTRIBUTIONS (b+f+g)** | **1,962,509,236.92** |

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 7 on the agenda:

**„Approves the gross dividend of RON 3.62 per share, distributed from the net profit achieved in 2021”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 8 on the agenda:

**„Approves the distribution of retained earnings representing the value of fixed asset depreciation and fixed assets and investment projects abandoned during the reporting year financed from the “expenditure quota required for development and modernization of natural gas production” source in accordance with GD No. 168/1998, as subsequently amended and supplemented, as follows:**

* 1. **the amount of RON 69,376,032.00 as dividends;**
	2. **the amount of RON 22,951,611.88, for own financing sources”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 9 on the agenda:

**„Approves the gross dividend of RON 0.18 per share, distributed from retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 10 on the agenda:

**„Approves the total gross dividend per share in amount of RON 3.80, out of which RON 3.62 per share related to the 2021 result and RON 0.18 per share related to retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 11 on the agenda:

**„Establishes July 27, 2022 as payment day, for payment of dividends due to shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 12 on the agenda:

**„Approves the employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 35,777,113”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 13 on the agenda:

**„Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2021”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 14 on the agenda:

**„Approves the budgetary discharge of the Board members for the financial year 2021”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 15 on the agenda:

**„Takes note of the Report on payments made to governments in 2021”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 16 on the agenda:

**„Approves the Updated Remuneration Policy of S.N.G.N. ROMGAZ S.A. directors and managers”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 17 on the agenda:

**„Approves the procurement of legal services for consultancy, assistance and/or external representation of S.N.G.N. ROMGAZ S.A., required in case of signing the Share Sale and Purchase Agreement ExxonMobil Exploration and Production Romania Limited and/or closing the transaction covered by such Agreement”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 18 on the agenda:

**„Approves the procurement of legal services for consultancy, assistance and/or external representation of S.N.G.N. ROMGAZ S.A in the activity of natural gas supply”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 19 on the agenda:

**„Establishes July 6, 2022 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 20 on the agenda:

**„Establishes July 5, 2022 as Ex-Date representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 21 on the agenda:

**„Mandates the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTAIN”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration.*

This voting ballot for the vote by correspondence is also valid for the second meeting of the same OGMS on **April 29, 2022, 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, if the meeting does not meet the legal or statutory requirements for convening on **April 28, 2022, 1:00** **pm** (Romania time).

The deadline for the registration of the voting ballots for the vote by correspondence at the Company is **April 26, 2022, 11:00 am** (Romania time).

Date of the voting ballot for the vote by correspondence: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First name and last name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first and last name of the individual shareholder, legible, in capital letters)

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (In case of collective shareholders, it will be signed by all shareholders)