**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on **December 18/19, 2023**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

shareholder on the Reference Date, i.e. **December 7, 2023**, of S.N.G.N. „ROMGAZ” - S.A., company managed under an one-tier system, incorporated and operating 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 385,422,400 shares issued by the Company, which entitles me to a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_voting rights in the Extraordinary General Meeting of Shareholders, representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total 385,422,400 voting rights,

**hereby appoint:**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the appointed individual being granted this power of attorney), identified with identity card/ passport series [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], no. [\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the appointed legal person being granted this power of attorney), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative), identified with identity card/ passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**as my representative in the Extraordinary General Meeting of Shareholders of S.N.G.N. „ROMGAZ” - S.A. (hereinafter referred to as EGMS) to be held** **on December 18, 2023, 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, or, in the event that the EGMS of S.N.G.N. “ROMGAZ” - S.A is not held at the date of the first convening, at the date of the second convening of the EGMS of S.N.G.N. „ROMGAZ” - S.A., i.e. **December 19, 2023, 2:00 pm** (Romania time) to be held at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, **to exercise the voting rights pertaining to my holdings registered in the shareholders register as at the Reference Date**, **December 7, 2023**, as follows:

The draft resolution for item 1 on the agenda:

**„Approves S.N.G.N. Romgaz S.A. share capital increase in the amount of RON 3,468,801,600 by issuing 3,468,801,600 shares with a nominal value of RON 1/share, each shareholder registered on the Registration Date being entitled to 9 pro bono shares for each share held. The total amount of share capital shall be increased from the current amount of RON 385,422,400 to RON 3,854,224,000. The share capital increase shall be made to support the current activity of the Company”.**

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

The draft resolution for item 2 on the agenda:

**„Approves the incorporation into the share capital of the amount of RON 3,468,801,600 representing reserves for own sources of financing”.**

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

The draft resolution for item 3 on the agenda:

**Approves S.N.G.N. Romgaz S.A. Articles of Incorporation amendment as follows:**

***„Art. 6 – Share capital***

***(1) ROMGAZ S.A. share capital is of RON 3,854,224,000, being subscribed and paid in full.***

***(2) The share capital is divided into 3,854,224,000 shares, each share having a nominal value of RON 1.***

***(3) The Romanian State holds 2,698,230,800 shares.***

***(4) The rights of the Romanian State, in its capacity as shareholder of ROMGAZ S.A., are exercised through the Ministry of Energy.***

***(5) A total of 1,155,993,200 shares are held by natural and legal persons, Romanian and foreign, other than the Romanian State.***

***Art. 7 - Increase and reduction of share capital***

***(1) The share capital may be increased by issuing new shares or by increasing the nominal value of existing shares in exchange for new contributions in cash and/or in kind. New shares may also be released by incorporation of reserves, with the exception of statutory reserves and profits or share premiums, or by offsetting liquid and payable claims on the company against shares of the company”.***

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

The draft resolution for item 4 on the agenda:

**„Authorizes Mr. Răzvan Popescu, as Chief Executive Officer, to carry out the necessary formalities for implementing the share capital increase, to draw up and sign any and all documents required for this purpose, including for the signing of the updated Articles of Incorporation, in order to comply with the disclosure requirements provided for by Law no. 31/1990 on companies, republished, as subsequently amended and supplemented”.**

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

The draft resolution for item 5 on the agenda:

**„Approves 28 May 2024 as an ex-date”.**

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

The draft resolution for item 6 on the agenda:

**„Approves 29 May 2024 as the date of registration of the shareholders on whom the effects of the Extraordinary General Meeting of Shareholders' Decision will be passed”.**

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

The draft resolution for item 7 on the agenda:

**„Approves 30 May 2024 as the date of payment of the bonus shares”.**

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

The draft resolution for item 8 on the agenda:

**„Authorizes the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders”.**

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

This special power of attorney:

* is valid only for the EGMS it was requested for (having a single exception mentioned below), and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder;
* is also valid for the second convening of the same EGMS on **December 19, 2023, 2:00 pm** (Romania time) to be held 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 **December 18, 2023, 2:00 pm** (Romania time);
* the deadline for registering the special power of attorney at the Company is **December 16, 2023, 11:00 am** (Romania time);
* is made in 3 originals: one original is for the appointing shareholder, one original is for the appointed person and one original will be submitted to the Company’s headquarters;
* shall be signed on each page and dated by the appointing shareholder;
* all the sections shall be filled in by the appointing shareholder.

Date of the special power of attorney: [\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)