

RESOLUTION NO. 11/December 10, 2021**of the Extraordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Mediaș, 4 Constantin Motas square, Sibiu County, Romania,
registered with the Trade Register Office attached to Sibiu Law Court under no.
J32/392/2001, fiscal code RO 14056826**

The Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A joined in the meeting, at its second convening, of December 10, 2021, 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, issues the following:

RESOLUTION**Article 1**

Approves the transaction for S.N.G.N. ROMGAZ S.A. to acquire all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, company that holds 50% of the rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

Article 2

(1) Approves conclusion of the share sale and purchase agreement regarding all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, agreement to be concluded between S.N.G.N. ROMGAZ S.A., as buyer, and ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as sellers.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

(2) The agreement shall be concluded by the Company together with receiving a corporate guarantee letter issued by Exxon Equity Holding Company in favor of ROMGAZ for guaranteeing deposit reimbursement and payment of relevant claims in compliance with above-mentioned share sale and purchase agreement.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

(3) If S.N.G.N. Romgaz S.A. acquires all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, company that owns 50% of all rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block, any disposal of:

- a) shares issued by ExxonMobil Exploration and Production Romania Limited;
- b) rights and obligations of ExxonMobil Exploration and Production Romania Limited under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block;

shall be made only upon approval of S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders.

The resolution was approved with 305,768,925 votes representing 79.3335% from the sharecapital and 98.4149% from the total votes validly casted.

Article 3

Mandates S.N.G.N. ROMGAZ S.A. Chief Executive Officer and the Chief Financial Officer to approve and sign the documents provided in the agreement mentioned at art. 2 above, necessary for finalizing the transaction and for carrying out all formalities necessary and useful for finalizing the transaction.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

Article 4

Approves extension of fixed assets rental contracts concluded between S.N.G.N. Romgaz S.A. and S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L., No. 31655/April 1, 2021 and No. 31657/April 1, 2021, for a period of one year, as of January 1, 2022.

The resolution was approved with 310,693,847 votes representing 80.6113% from the sharecapital and 100% from the total votes validly casted.

Article 5

Mandates the Chairman and the Secretary of the meeting to sign the Extraordinary General Meeting of Shareholders Resolution.

The resolution was approved with 310,693,847 votes representing 80.6113% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on December 10, 2021, in 4 (four) copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DAN DRAGOS DRAGAN**

**SECRETARY OF THE MEETING
CATALINA CARMEN CIOBANU**