

**RESOLUTION NO. 12/December 10, 2021****of the Ordinary 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 Ordinary 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, 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, 5<sup>th</sup> floor, issues the following:

**RESOLUTION****Article 1**

Approves the contracting of loans from one or several credit institutions in the total amount of EUR 325 million, in order to cover a part of the purchase transaction price paid by S.N.G.N. Romgaz S.A. for all the shares issued by (representing 100% of the share capital of) Exxon Mobile Exploration and Production Romania Limited, complying with the following granting criteria:

- ✓ Guarantees: no guarantees;
- ✓ Granting fee: 0 (zero);
- ✓ Non-usage fee: 0 (zero);
- ✓ Prepayment fee: 0 (zero);
- ✓ Interest rate for usage in EUR: EURIBOR 3M plus margin % per year (margin % according to the best offer if two contract loans are concluded);
- ✓ Credit maturity: 5 years after the withdrawal date;
- ✓ Credit reimbursement: equal trimester installments starting with the first trimester after the first withdrawal;
- ✓ Usage period: 3 months after signing the loan contract.

*The resolution was approved with 308,010,624 votes representing 79.9151% from the sharecapital and 98.1104% from the total votes validly casted.*

## **Article 2**

Mandates SNGN Romgaz SA CEO and CFO to sign the loan contract/contracts mentioned in article 1, as well as any other documents, certificates, usage requests and necessary documents according to the before mentioned contract/contracts.

*The resolution was approved with 308,010,624 votes representing 79.9151% from the sharecapital and 98.1104% from the total votes validly casted.*

## **Article 3**

Approves the extension by 1 year, changing the granting currency and decreasing the credit limit for Credit Facility Contract No 201812070225 concluded with Banca Comerciala Romana S.A, for issuing bank guarantee letters up to the limit of RON 350 million.

*The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.*

## **Article 4**

Mandates S.N.G.N. Romgaz S.A. CEO and CFO to sign the Addendum for extending the Credit Facility Contract No. 201812070225.

*The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.*

## **Article 5**

Mandates S.N.G.N. Romgaz S.A. employees holding type I and type II signature rights in Banca Comerciala Romana for signing the issuance and amendment requests to the bank bank guarantee letters of the facility granted by Banca Comerciala Romana S.A., as well as any other documents related to the credit contract, regardless of its conclusion form, including, without limitation, addenda, withdrawal/issuance requests/guarantee letters amendments.

*The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.*

## **Article 6**

Takes note of the information report on extending Gas Sales Contract No. VG32/2020 concluded with Electrocentrale Constanta S.A., by signing Addendum No. 1/2021.

*The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.*

## **Article 7**

Mandates the Chairman and the Secretary of the Meeting to sign the Ordinary General Meeting of Shareholders resolution.

*The resolution was approved with 310,775,347 votes representing 80.6324% 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**