

Voting results

of the Extraordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on December 10, 2021

In compliance with the provisions of art. 209 Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, S.N.G.N. Romgaz S.A. - a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, having its headquarters at Mediaș, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of lei 385,422,400, divided in 385,422,400 registered shares, with a nominal value of leu 1 per each share (hereinafter referred to as „ROMGAZ” or the „Company”), hereby announces the voting results of the Extraordinary General Meeting of Shareholders (hereinafter referred to as “EGMS”) held on December 10, 2021, on second meeting, under valid legal conditions, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, having the following:

A. Situation of shares and voting rights on the date of the EGMS

Share capital: lei 385,422,400
Nominal value per share: leu 1
Voting right per share: 1
Type of share: registered shares

Total number of shares: 385,422,400
Voting shares: 385,422,400
Total number of votes exercisable: 385,422,400

At the at the first convening of the Extraordinary General Meeting of Shareholders on December 10, 2021, 1:00 pm (Romania time), shareholders casted their vote, holding a number of 328,786,370 shares, representing 85.3055% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on November 26, 2021, reference date of the Extraordinary General Meeting of Shareholders (statutory quorum) and 85.3055% from the total voting rights.

B. Voting results of EGMS on December 10, 2021

Item 1 on the agenda „**Approval of the acquisition by S.N.G.N. Romgaz S.A. of 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 approved for item 1 on the agenda is as follows:

„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”.

This resolution is approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,693,847 votes were validly casted representing 80.6113% from the sharecapital of which:
 - 305,453,950 votes “for” representing 98.3135% from the total votes validly casted,
 - 4,191,710 votes “against” representing 1.3491% from the total votes validly casted,
 - 1,048,187 votes “abstain” representing 0.3374% from the total votes validly casted.
- 18,092,523 votes were not casted.

Item 2 on the agenda „**Approval to sign the agreement to purchase 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, with 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 resolutions approved for item 2 on the agenda are as follows:

„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.

This resolution is approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,693,847 votes were validly casted representing 80.6113% from the sharecapital of which:
 - 305,453,950 votes “for” representing 98.3135% from the total votes validly casted,
 - 4,191,710 votes “against” representing 1.3491% from the total votes validly casted,
 - 1,048,187 votes “abstain” representing 0.3374% from the total votes validly casted.
- 18,092,523 votes were not casted.

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.

This resolution is approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,693,847 votes were validly casted representing 80.6113% from the sharecapital of which:
 - 305,453,950 votes “for” representing 98.3135% from the total votes validly casted,
 - 4,191,710 votes “against” representing 1.3491% from the total votes validly casted,
 - 1,048,187 votes “abstain” representing 0.3374% from the total votes validly casted.
- 18,092,523 votes were not casted.

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”.

This resolution is approved with 305,768,925 votes representing 79.3335% from the sharecapital and 98.4149% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,693,847 votes were validly casted representing 80.6113% from the sharecapital of which:
 - 305,768,925 votes “for” representing 98.4149% from the total votes validly casted,
 - 4,191,710 votes “against” representing 1.3491% from the total votes validly casted,
 - 733,212 votes “abstain” representing 0.2360% from the total votes validly casted.
- 18,092,523 votes were not casted.

Item 3 on the agenda „Mandating the CEO and CFO of S.N.G.N. Romgaz S.A. to approve and sign the documents stipulated in the agreement mentioned at item 2 of the Agenda required to complete the transaction, and to perform all the required and useful formalities for completing the transaction”.

The resolution approved for item 3 on the agenda is as follows:

„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”.

This resolution is approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,693,847 votes were validly casted representing 80.6113% from the sharecapital of which:
 - 305,453,950 votes “for” representing 98.3135% from the total votes validly casted,
 - 4,191,710 votes “against” representing 1.3491% from the total votes validly casted,
 - 1,048,187 votes “abstain” representing 0.3374% from the total votes validly casted.
- 18,092,523 votes were not casted.

Item 4 on the agenda „Approval of a 1 year extension of the fixed assets rental contracts concluded between S.N.G.N. Romgaz S.A. and S.N.G.N. Romgaz S.A. - Filiala de Înmagazinare Gaze Naturale Depogaz Ploiești S.R.L.”

The resolution approved for item 4 on the agenda is as follows:

„Approves the 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 Înmagazinare 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”.

This resolution is approved with 310,693,847 votes representing 80.6113% from the sharecapital and 100% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,693,847 votes were validly casted representing 80.6113% from the sharecapital of which:
 - 310,693,847 votes “for” representing 100% from the total votes validly casted,
 - 0 votes “against” representing 0% from the total votes validly casted,
 - 0 votes “abstain” representing 0% from the total votes validly casted.
- 18,092,523 votes were not casted.

Item 5 on the agenda „Mandating the Chairman and Secretary of the meeting to sign the Extraordinary General Meeting of Shareholders Resolution”.

The resolution approved for item 5 on the agenda is as follows:

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

This resolution is approved with 310,693,847 votes representing 80.6113% from the sharecapital and 100% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,693,847 votes were validly casted representing 80.6113% from the sharecapital of which:
 - 310,693,847 votes “for” representing 100% from the total votes validly casted,
 - 0 votes “against” representing 0% from the total votes validly casted,
 - 0 votes “abstain” representing 0% from the total votes validly casted.
- 18,092,523 votes were not casted.

**Chairman of the Board of Directors
Dan Dragos Dragan**

**Secretary of the meeting
Catalina Carmen Ciobanu**

Technical secretary
Anca Antal