

Voting results

of the Ordinary 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 Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”) held on December 9, 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 OGMS

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 Ordinary General Meeting of Shareholders on December 10, 2021, 2:00 pm (Romania time), shareholders casted their vote, holding a number of 328,867,870 shares, representing 85.3266% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on November 26, 2021, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 85.3266% from the total voting rights.

B. Voting results of OGMS on December 9, 2021

Item 1 on the agenda „**Approval to contract loans from one or several credit institutions, in amount of EUR 325 million, with the scope of covering a part of the transaction purchase price by S.N.G.N. Romgaz S.A. for all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited**”.

The resolution approved for item 1 on the agenda are as follows:

„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”.**

This resolution is approved with 308,010,624 votes representing 79.9151% from the sharecapital and 99.1104% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,775,347 votes were validly casted representing 80.6324% from the sharecapital of which:
 - 308,010,624 votes “for” representing 99.1104% from the total votes validly casted,
 - 1,897,091 votes “against” representing 0.6104% from the total votes validly casted,
 - 867,632 votes “abstain” representing 0.2792% from the total votes validly casted.
- 18,092,523 votes were not casted.

Item 2 on the agenda „**Mandating the CEO and CFO of S.N.G.N. Romgaz S.A. to sign the loan agreement/agreements specified at Item 1 of the agenda**”.

The resolution approved for item 2 on the agenda is as follows:

„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”.

This resolution is approved with 308,010,624 votes representing 79.9151% from the sharecapital and 99.1104% 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 12 of the Articles of Incorporation.

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 - 867,632 votes “abstain” representing 0.2792% from the total votes validly casted.
- 18,092,523 votes were not casted.

Item 3 on the agenda „Approval to extend the credit facility granted by Banca Comercială Română to S.N.G.N. Romgaz S.A. with the purpose of issuing bank guarantee letters for the limit of RON 350 million”.

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

„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”.

This resolution is approved with 310,775,347 votes representing 80.6324% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,775,347 votes were validly casted representing 80.6324% from the sharecapital of which:
 - 310,775,347 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 4 on the agenda „Mandating the CEO and CFO of S.N.G.N. Romgaz S.A. to sign the addendum to extend the credit facility agreement for issuing bank guarantee letters”.

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

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

This resolution is approved with 310,775,347 votes representing 80.6324% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,775,347 votes were validly casted representing 80.6324% from the sharecapital of which:
 - 310,775,347 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 S.N.G.N. Romgaz S.A. employees holding type I and II signatory rights in Banca Comercială Română to sign issuance and amendment requests to the bank guarantee letters of the facility granted by Banca Comercială Română, and any other documents relating to the loan agreement, irrespective of the form they are concluded under, including without limitation, addendums, withdrawal/issuance/amendment requests relating to guarantee letters”.

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

„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”.

This resolution is approved with 310,775,347 votes representing 80.6324% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

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 - 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 6 on the agenda „Information Report on extending Gas Sales Contract no. VG32/2020 concluded with Electrocentrale Constanța S.A. by means of signing Addendum no. 1/2021”.

The resolution approved for item 6 on the agenda is as follows:

„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”.

This resolution is approved with 310,775,347 votes representing 80.6324% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,775,347 votes were validly casted representing 80.6324% from the sharecapital of which:
 - 310,775,347 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 7 on the agenda „ Mandating the Chairman and the Secretary of the Meeting to sign the Ordinary General Meeting of Shareholders resolution”.

The resolution approved for item 7 on the agenda is as follows:

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

This resolution is approved with 310,775,347 votes representing 80.6324% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 310,775,347 votes were validly casted representing 80.6324% from the sharecapital of which:
 - 310,775,347 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