

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on February 28, 2022

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 Medias, 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 February 28, 2022, on first 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 February 28, 2022, 1:00 pm (Romania time), shareholders casted their vote, holding a number of 307,172,889 shares, representing 79.6977% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on February 17, 2022, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 79.6977% from the total voting rights.

B. Voting results of OGMS on February 28, 2022

Item 1 on the agenda „Approval of Romgaz Individual Income and Expenditure Budget for 2022”

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

„Approves S.N.G.N. Romgaz S.A. 2022 individual Income and Expenditure Budget”.

This resolution is approved with 306,992,334 votes representing 79.6509% from the sharecapital and 99.9412% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 306,992,334 votes “for” representing 99.9412% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted,
- 180,555 votes “abstain” representing 0,0588% from the total votes validly casted.

Item 2 on the agenda „Presentation of Romgaz Group Consolidated Income and Expenditure Budget for 2022”

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

„Takes note of Romgaz S.A. Group consolidated Income and Expenditure Budget for 2022”.

This resolution is approved with 306,992,334 votes representing 79.6509% from the sharecapital and 99.9412% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 306,992,334 votes “for” representing 99.9412% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted,
- 180,555 votes “abstain” representing 0,0588% from the total votes validly casted.

Item 3 on the agenda „Ratification/Approval of Contracts on Transferring Gas Quantities covered by the Gas Sale and Purchase Agreement No. 8/2016, as modified and supplemented by subsequent Addenda, concluded with Compania Municipala Termoenergetica Bucuresti and S.C. Vest-Energo S.A.”

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

„Ratifies/approves the contracts on transferring gas quantities covered by the Gas Sale and Purchase Agreement No. 8/2016, as modified and supplemented by subsequent Addenda, concluded with Compania Municipala Termoenergetica Bucuresti and S.C. Vest-Energo S.A.”.

This resolution is approved with 299,424,074 votes representing 77.6873% from the sharecapital and 97.4774% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 299,424,074 votes “for” representing 97.4774% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted,
- 7,748,815 votes “abstain” representing 2.5226% from the total votes validly casted.

Item 4 on the agenda „Selection of 7 (seven) interim members of the Board of Directors”

The resolutions approved for item 4 on the agenda are as follows:

„The selection of the following interim members of Societatea Nationala de Gaze Naturale ROMGAZ SA Board of Directors is approved:

- **Mister Dan Dragos Dragan, domiciled in Bucharest, professional qualification economist;**

This resolution is approved with 302,199,910 votes representing 78.4075% from the sharecapital and 98.3810% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 302,199,910 votes “for” representing 98.3810% from the total votes validly casted,
- 4,151,826 votes “against” representing 1.3516% from the total votes validly casted,
- 821,153 votes “abstain” representing 0.2673% from the total votes validly casted.

- **Mister Aristotel Marius Jude, domiciled in Medias, Sibiu county, professional qualification legal advisor;**

This resolution is approved with 303,031,008 votes representing 78.6231% from the sharecapital and 98.6516% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 303,031,008 votes “for” representing 98.6516% from the total votes validly casted,
- 3,961,326 votes “against” representing 1.2896% from the total votes validly casted,
- 180,555 votes “abstain” representing 0.0588% from the total votes validly casted.

- **Mister Cezar Batog, domiciled in Bucharest, professional qualification economist;**

This resolution is approved with 274,313,825 votes representing 71.1723% from the sharecapital and 89.3027% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 274,313,825 votes “for” representing 89.3027% from the total votes validly casted,
- 17,162,798 votes “against” representing 5.5873% from the total votes validly casted,
- 15,696,266 votes “abstain” representing 5.1099% from the total votes validly casted.

- **Misses Cristina Elena Arghir, domiciled in Bucharest, professional qualification economist;**

The votes were recorded as follows:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 4,042,299 votes “for” representing 1.3160% from the total votes validly casted,
- 287,434,324 votes “against” representing 93.5741% from the total votes validly casted,
- 15,696,266 votes “abstain” representing 5.1099% from the total votes validly casted.

- **Mister Nicolae Bogdan Simescu, domiciled in Medias, Sibiu county, professional qualification engineer;**

This resolution is approved with 302,840,508 votes representing 78.5737% from the sharecapital and 98.5896% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 302,840,508 votes “for” representing 98.5896% from the total votes validly casted,
- 4,151,826 votes “against” representing 1.3516% from the total votes validly casted,
- 180,555 votes “abstain” representing 0.0588% from the total votes validly casted.

- **Mister Botond Balazs, domiciled in Medias, Sibiu county, professional qualification legal advisor;**

This resolution is approved with 279,756,537 votes representing 72.5844% from the sharecapital and 91.0746% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 279,756,537 votes "for" representing 91.0746% from the total votes validly casted,
- 11,720,086 votes "against" representing 3.8155% from the total votes validly casted,
- 15,696,266 votes "abstain" representing 5.1099% from the total votes validly casted.

- **Mister Gheorghe Silvian Sorici, domiciled in Cisnădie, Sibiu county, professional qualification economist".**

This resolution is approved with 274,313,825 votes representing 71.1723% from the sharecapital and 89.3027% 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:

307,172,889 votes were validly casted representing 79.6977% from the sharecapital of which:

- 274,313,825 votes "for" representing 89.3027% from the total votes validly casted,
- 17,162,798 votes "against" representing 5.5873% from the total votes validly casted,
- 15,696,266 votes "abstain" representing 5.1099% from the total votes validly casted.

Item 5 on the agenda „Setting the duration of interim members’ mandate to a period of 4 (four) months pursuant to the provisions of article 64¹, paragraph (5) of the GEO No. 109/2011 on corporate governance of public enterprises, beginning with March 14, 2022”

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

„Duration of the Board of Directors members’ mandate is established to 4 (four) months, pursuant to the provisions of article 64¹ of GEO No. 109/2011 on corporate governance of public enterprises, approved with amendments and supplements by Law No. 111/2016, for members of the Board of Directors appointed in accordance with the above mentioned article, beginning with March 14, 2022”.

This resolution is approved with 287,623,478 votes representing 74.6255% from the sharecapital and 93.8314% 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:

306,532,291 votes were validly casted representing 79.5315% from the sharecapital of which:

- 287,623,478 votes “for” representing 93.8314% from the total votes validly casted,
- 3,853,145 votes “against” representing 1.2570% from the total votes validly casted,
- 15,055,668 votes “abstain” representing 4.9116% from the total votes validly casted.

640.598 votes were not casted.

Item 6 on the agenda „Setting the fixed monthly gross allowance of non-executive interim members of the Board of Directors pursuant to the provisions of article 37, paragraph (2) of GEO No. 109/2011 on corporate governance of public enterprises”

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

„The fixed monthly gross allowance of the appointed members of the Board of Directors is set to twice the average for the last 12 months of the average gross monthly salary for the activity performed pursuant to the registered main activity of the company, at class level in accordance with the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, pursuant to the provisions of article 37 of GEO No. 109/2011”.

This resolution is approved with 282,180,766 votes representing 73.2134% from the sharecapital and 92.0558% 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:

306,532,291 votes were validly casted representing 79.5315% from the sharecapital of which:

- 282,180,766 votes “for” representing 92.0558% from the total votes validly casted,
- 9,295,857 votes “against” representing 3.0326% from the total votes validly casted,
- 15,055,668 votes “abstain” representing 4.9116% from the total votes validly casted.

640.598 votes were not casted.

Item 7 on the agenda „Approval of the form of the mandate contract to be concluded with the interim members of the Board of Directors”

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

„The form of the mandate contract to be concluded with the members selected in accordance with the proposal of the Romanian State shareholder acting through the Ministry of Energy is approved”.

This resolution is approved with 286,460,913 votes representing 74.3239% from the sharecapital and 93.4521% 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:

306,532,291 votes were validly casted representing 79.5315% from the sharecapital of which:

- 286,460,913 votes “for” representing 93.4521% from the total votes validly casted,
- 3,853,145 votes “against” representing 1.2570% from the total votes validly casted,
- 16,218,233 votes “abstain” representing 4.9116% from the total votes validly casted.

640.598 votes were not casted.

Item 8 on the agenda „Mandating the representative of the majority shareholder, namely the Ministry of Energy, to sign the mandate contracts with the interim members of the Board of Directors”

The resolution approved for item 8 on the agenda is as follows:

„The representative of the majority shareholder, the Romanian State acting through the Ministry of Energy, is mandated to sign the mandate contracts with the members of S.N.G.N. ROMGAZ S.A. Board of Directors”.

This resolution is approved with 287,623,478 votes representing 74.6255% from the sharecapital and 93.8314% 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:

306,532,291 votes were validly casted representing 79.5315% from the sharecapital of which:

- 287,623,478 votes “for” representing 93.8314% from the total votes validly casted,
- 3,853,145 votes “against” representing 1.2570% from the total votes validly casted,
- 15,055,668 votes “abstain” representing 4.9116% from the total votes validly casted.

640.598 votes were not casted.

Item 9 on the agenda „Mandating the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”

The resolution approved for item 9 on the agenda is as follows:

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

This resolution is approved with 306,381,736 votes representing 79.4925% from the sharecapital and 99.9509% 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:

306,532,291 votes were validly casted representing 79.5315% from the sharecapital of which:

- 306,381,736 votes “for” representing 99.9509% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted,
- 180,555 votes “abstain” representing 0,0588% from the total votes validly casted.

640.598 votes were not casted.

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

**Secretary of the meeting
Susanu Nicu-Romeo**

Technical secretary
Anca Antal