

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. on July 8, 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 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 July 8, 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 July 8, 2022, 1:00 pm (Romania time), shareholders casted their vote, holding a number of 326,832,758 shares, representing 84.7986% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on June 29, 2022, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 84.7986% from the total voting rights.

B. Voting results of OGMS on July 8, 2022

Item 1 on the agenda „Elect one interim board member”

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

„Mr. Metea Virgil Marius resident in Livezeni, Mures County, professional qualification engineer, is elected as interim board member of S.N.G.N. Romgaz S.A.”.

This resolution is approved with 286,435,173 votes representing 74.3172% from the sharecapital and 91.8879% 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:

311,722,321 votes were validly casted representing 80.8781% from the sharecapital of which:

- 286,435,173 votes “for” representing 91.8879% from the total votes validly casted,
- 25,287,148 votes “against” representing 8.1121% from the total votes validly casted,
- 0 votes “abstain” representing 0% from the total votes validly casted.

15,110,437 votes were not casted.

„Mr. Jansen Petrus Antonius Maria resident in Bar sur Loup, France, professional qualification economist, PhD, is elected as interim board member of S.N.G.N. Romgaz S.A.”.

The votes were recorded as follows:

311,722,321 votes were validly casted representing 80.8781% from the sharecapital of which:

- 0 votes “for” representing 0% from the total votes validly casted,
- 40,389,437 votes “against” representing 12.9569% from the total votes validly casted,
- 271,332,848 votes “abstain” representing 87.0431% from the total votes validly casted.

15,110,437 votes were not casted.

Item 2 on the agenda „Set the mandate term of interim board member”

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

“The interim director mandate term is from July 9, 2022 to September 14, 2022”.

This resolution is approved with 278,368,495 votes representing 72.2243% from the sharecapital and 89.3001% 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:

311,722,321 votes were validly casted representing 80.8781% from the sharecapital of which:

- 278,368,495 votes “for” representing 89.3001% from the total votes validly casted,
- 33,353,826 votes “against” representing 10.6999% from the total votes validly casted,
- 0 votes “abstain” representing 0% from the total votes validly casted.

15,110,437 votes were not casted.

„The term of office of the interim board member will be 2 (two) months, as of July 14, 2022 until September 14, 2022”.

The votes were recorded as follows:

324,984,472 votes were validly casted representing 84.3190% from the sharecapital of which:

- 13,752,457 votes “for” representing 4.2317% from the total votes validly casted,
- 26,298,498 votes “against” representing 8.0922% from the total votes validly casted,
- 284,933,517 votes “abstain” representing 87.6760% from the total votes validly casted.

1,848,286 votes were not casted.

Item 3 on the agenda „Set the fixed gross monthly allowance of interim board member”

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

„The monthly gross fixed allowance of interim board members equals twice the average over the last 12 months of the monthly gross average salary for the activity performed according to the company’s main scope of activity, as categorised at class level in the statistical classification of economic activities, communicated by the National Institute of Statistics prior to appointment”.

This resolution is approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% 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:

- 326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:
- 286,435,173 votes “for” representing 87.6397% from the total votes validly casted,
 - 25,287,148 votes “against” representing 7.7370% from the total votes validly casted,
 - 15,110,437 votes “abstain” representing 4.6233% from the total votes validly casted.

Item 4 on the agenda „Approve the form of the mandate contract to be concluded with interim board member”

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

„The contract of mandate to be concluded with the interim board member complies with the contract of mandate approved by article 7 of Resolution of the Ordinary General Meeting of Shareholders (OGMS) No. 2 of February 28, 2022”.

This resolution is approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% 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:

- 326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:
- 286,435,173 votes “for” representing 87.6397% from the total votes validly casted,
 - 25,287,148 votes “against” representing 7.7370% from the total votes validly casted,
 - 15,110,437 votes “abstain” representing 4.6233% from the total votes validly casted.

Item 5 on the agenda „Mandate the representative of the majority shareholder, the Ministry of Energy, to sign the contract of mandate with interim board member”

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

„Authorizes the representative of the majority shareholder, the Ministry of Energy, to sign the contract of mandate with the interim board member”.

This resolution is approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% 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:

- 326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:
- 286,435,173 votes “for” representing 87.6397% from the total votes validly casted,
 - 25,287,148 votes “against” representing 7.7370% from the total votes validly casted,

- 15,110,437 votes “abstain” representing 4.6233% from the total votes validly casted.

Item 6 on the agenda „Approve extension of the mandate term for interim board members appointed by the Decision of the Ordinary General Meeting of Shareholders no. 2 of February 28, 2022, by two months after the expiration date”

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

„Approves extension of the term of office of interim board members appointed by OGMS Resolution No. 2 of February 28, 2022, by two months from the expiration date, namely as of July 14, 2022 until September 14, 2022”.

This resolution is approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% 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:

- 326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:
- 286,435,173 votes “for” representing 87.6397% from the total votes validly casted,
 - 25,287,148 votes “against” representing 7.7370% from the total votes validly casted,
 - 15,110,437 votes “abstain” representing 4.6233% from the total votes validly casted.

Item 7 on the agenda „Approve the form of the addendum to the contract of mandate that extends by two months the mandate term of interim board members appointed by the Decision of the Ordinary General Meeting of Shareholders no. 2 of February 28, 2022”

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

„Approves the addendum to the contract of mandate, extending the term of office of interim board members, appointed by OGMS Resolution No. 2 of February 28, 2022, according to the attachment”.

This resolution is approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% 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:

- 326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:
- 286,435,173 votes “for” representing 87.6397% from the total votes validly casted,
 - 25,287,148 votes “against” representing 7.7370% from the total votes validly casted,
 - 15,110,437 votes “abstain” representing 4.6233% from the total votes validly casted.

Item 8 on the agenda „Mandate the representative of the majority shareholder, the Ministry of Energy, to sign the addenda extending the term of interim board members appointed by the Decision of the Ordinary General Meeting of Shareholders no. 2 of February 28, 2022”

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

„Authorizes the representative of the majority shareholder, the Ministry of Energy, to sign the addenda related to extending the contract term of interim board members appointed by OGMS Resolution No. 2 of February 28, 2022”.

This resolution is approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% 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:

326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:

- 286,435,173 votes "for" representing 87.6397% from the total votes validly casted,
- 25,287,148 votes "against" representing 7.7370% from the total votes validly casted,
- 15,110,437 votes "abstain" representing 4.6233% from the total votes validly casted.

Item 9 on the agenda „Information on transactions concluded by Romgaz with other public companies”

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

„Takes note on the Report related to some transactions concluded by Romgaz with other public companies”.

This resolution is approved with 326,832,758 votes representing 84.7986% 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:

326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:

- 326,832,758 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.

Item 10 on the agenda „Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”

The resolution approved for item 10 on the agenda is as follows:

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

This resolution is approved with 326,832,758 votes representing 84.7986% 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:

326,832,758 votes were validly casted representing 84.7986% from the sharecapital of which:

- 326,832,758 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.

**Chairman of the meeting
Nicolae Bogdan Simescu**

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

Technical secretary
Anca Antal