

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on March 14, 2023

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 March 14, 2023, 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

B. Voting results of OGMS on March 14, 2023

Item 1 on the agenda „Elect 7 (seven) interim board members”

The draft resolutions for item 1 on the agenda:

„Mr. Dan Dragos Dragan, residing in București, professionally qualified as economist, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

329,092,340 votes were validly casted representing 85.3849% from the sharecapital of which:
- 21,112,171 votes “for” representing 6.4153% from the total votes validly casted;
- 307,980,169 votes “against” representing 93.5847% from the total votes validly casted.
56,330,060 votes were not casted representing 14.6151% from the sharecapital.

„Mr. Aristotel Marius Jude, residing in Medias, professionally qualified as MBA legal adviser, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

329,096,890 votes were validly casted representing 85.3860% from the sharecapital of which:
- 22,525,995 votes “for” representing 6.8448% from the total votes validly casted;
- 306,570,895 votes “against” representing 93.1552% from the total votes validly casted.
56,325,510 votes were not casted representing 14.6140% from the sharecapital.

„Mr. Cezar Batog, residing in Bucuresti, professionally qualified as economist, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

313,986,453 votes were validly casted representing 81.4655% from the sharecapital of which:
- 1,959,214 votes “for” representing 0.6240% from the total votes validly casted;
- 312,027,239 votes “against” representing 99.3760% from the total votes validly casted.
71,435,947 votes were not casted representing 18.5345% from the sharecapital of which
15,110,437 abstentions from exercising the right to vote.

„Mr. Virgil Marius Metea, residing in Livezeni, professionally qualified as engineer, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

313,986,453 votes were validly casted representing 81.4655% from the sharecapital of which:
- 6,939,777 votes “for” representing 2.2102% from the total votes validly casted;
- 307,046,676 votes “against” representing 97.7898% from the total votes validly casted.
71,435,947 votes were not casted representing 18.5345% from the sharecapital of which
15,110,437 abstentions from exercising the right to vote.

„Mr. Nicolae Bogdan Simescu, residing in Medias, professionally qualified as engineer, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

329,096,890 votes were validly casted representing 85.3860% from the sharecapital of which:
- 22,050,214 votes “for” representing 6.7002% from the total votes validly casted;
- 307,046,676 votes “against” representing 97.7898% from the total votes validly casted.
56,325,510 votes were not casted representing 14.6140% from the sharecapital.

„Mr. Botond Balazs, residing in Medias, professionally qualified as legal adviser, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

313,986,453 votes were validly casted representing 81.4655% from the sharecapital of which:
- 6,939,777 votes “for” representing 2.2102% from the total votes validly casted;
- 307,046,676 votes “against” representing 97.7898% from the total votes validly casted.
71,435,947 votes were not casted representing 18.5345% from the sharecapital of which
15,110,437 abstentions from exercising the right to vote.

„Mr. Gheorghe Silvian Sorici, residing in Cisnatie, professionally qualified as economist, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

313,986,453 votes were validly casted representing 81.4655% from the sharecapital of which:
- 182,000 votes “for” representing 0.0580% from the total votes validly casted;
- 313,804,453 votes “against” representing 99.9420% from the total votes validly casted.
71,435,947 votes were not casted representing 18.5345% from the sharecapital of which
15,110,437 abstentions from exercising the right to vote.

„Mr. Jansen Petrus Antonius Maria, residing in Bar sur Loup, France, professionally qualified as economist, PhD, is appointed as interim director of S.N.G.N. ROMGAZ S.A.”.

313,986,453 votes were validly casted representing 81.4655% from the sharecapital of which:
- 1,260,048 votes “for” representing 0.4013% from the total votes validly casted;
- 312,726,405 votes “against” representing 99.5987% from the total votes validly casted.
71,435,947 votes were not casted representing 18.5345% from the sharecapital of which
15,110,437 abstentions from exercising the right to vote.

The draft resolutions proposed, for item 1 on the agenda, were not adopted, because they did not obtain the majority of validly cast votes for adoption.

Item 2 on the agenda „Set the mandate term of interim board members for 4 (four) months, in compliance with the provisions of art 64¹, paragraph (5) of GEO no. 109/2011 on corporate governance of public companies”

The draft resolution for item 2 on the agenda:

„Approves the term of mandate of interim board members appointed in compliance with art. 1-7, of 4 (four) months starting with March 16, 2023 and ending on July 16, 2023”.

313,981,903 votes were validly casted representing 81.4644% from the sharecapital of which:
- 4,517,006 votes “for” representing 1.4386% from the total votes validly casted;
- 309,464,897 votes “against” representing 98.5614% from the total votes validly casted.
71,440,497 votes were not casted representing 18.5356% from the sharecapital of which
15,114,987 abstentions from exercising the right to vote.

The draft resolution proposed, for item 2 on the agenda, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Item 3 on the agenda „Set the fixed gross monthly allowance of interim nonexecutive board members, in compliance with art. 37 paragraph (2) of GEO no. 109/2011 on corporate governance of public companies”

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

„Establishes the fixed gross monthly remuneration of non-executive interim board members, equal two times the average over the past 12 months of the gross average monthly salary, for the activity performed according to the main business scope registered by the company, at class level according to the activity classification in the national economy, communicated by the National Statistics Institute prior to the appointment”.

313,523,875 votes were validly casted representing 81.3455% from the sharecapital of which:
- 4,200,551 votes “for” representing 1.3398% from the total votes validly casted;
- 309,323,324 votes “against” representing 98.6602% from the total votes validly casted.
71,898,525 votes were not casted representing 18.6545% from the sharecapital of which
15,114,987 abstentions from exercising the right to vote.

The draft resolution proposed, for item 3 on the agenda, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

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

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

„Approves the template of the mandate contract to be concluded with interim board members, according to the annex”.

313,523,875 votes were validly casted representing 81.3455% from the sharecapital of which:
- 4,517,006 votes “for” representing 1.4407% from the total votes validly casted;
- 309,006,869 votes “against” representing 99.5593% from the total votes validly casted.
71,898,525 votes were not casted representing 18.6545% from the sharecapital of which
15,114,987 abstentions from exercising the right to vote.

The draft resolution proposed, for item 4 on the agenda, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Item 5 on the agenda „Mandating the majority shareholder representative, the Energy Ministry, to sign the mandate contracts with the interim Board members”

The resolution approved for item 5 on the agenda is as follows:
„Authorises the Ministry of Energy representative in the Ordinary General Meeting of Shareholders to sign for and on behalf of SNGN ROMGAZ SA the contracts of mandate”.

313,523,875 votes were validly casted representing 81.3455% from the sharecapital of which:
- 4,842,141 votes “for” representing 1.5444% from the total votes validly casted;
- 308,681,734 votes “against” representing 98.4556% from the total votes validly casted.
71,898,525 votes were not casted representing 18.6545% from the sharecapital of which
15,114,987 abstentions from exercising the right to vote.

The draft resolution proposed, for item 5 on the agenda, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Item 6 on the agenda „Revocation from the position as member of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A., as a result of the end of their mandate as of March 15, 2023”

The resolutions approved for item 6 on the agenda is as follows:
„The Ordinary General Meeting of Shareholders approves the revocation of the following members of the Board of Directors as a result of the end of their mandate, as of March 15, 2023:

Mister Dan Dragos Dragan,

334,084,392 votes were validly casted representing 86.6801% from the sharecapital of which:
- 329,555,386 votes “for” representing 98.6444% from the total votes validly casted;
- 4,529,006 votes “against” representing 1.3556% from the total votes validly casted.
51,338,008 votes were not casted representing 13.3199% from the sharecapital.

Mister Aristotel Marius Jude,

334,084,392 votes were validly casted representing 86.6801% from the sharecapital of which:
- 329,555,386 votes “for” representing 98.6444% from the total votes validly casted;
- 4,529,006 votes “against” representing 1.3556% from the total votes validly casted.
51,338,008 votes were not casted representing 13.3199% from the sharecapital.

Mister Cezar Batog,

334,084,392 votes were validly casted representing 86.6801% from the sharecapital of which:
- 329,555,386 votes “for” representing 98.6444% from the total votes validly casted;
- 4,529,006 votes “against” representing 1.3556% from the total votes validly casted.
51,338,008 votes were not casted representing 13.3199% from the sharecapital.

Mister Virgil Marius Metea,

334,084,392 votes were validly casted representing 86.6801% from the sharecapital of which:
- 329,555,386 votes "for" representing 98.6444% from the total votes validly casted;
- 4,529,006 votes "against" representing 1.3556% from the total votes validly casted.
51,338,008 votes were not casted representing 13.3199% from the sharecapital.

Mister Nicolae Bogdan Simescu,

334,084,392 votes were validly casted representing 86.6801% from the sharecapital of which:
- 329,555,386 votes "for" representing 98.6444% from the total votes validly casted;
- 4,529,006 votes "against" representing 1.3556% from the total votes validly casted.
51,338,008 votes were not casted representing 13.3199% from the sharecapital.

Mister Botond Balazs,

334,084,392 votes were validly casted representing 86.6801% from the sharecapital of which:
- 329,555,386 votes "for" representing 98.6444% from the total votes validly casted;
- 4,529,006 votes "against" representing 1.3556% from the total votes validly casted.
51,338,008 votes were not casted representing 13.3199% from the sharecapital.

Mister Gheorghe Silvian Sorici".

334,084,392 votes were validly casted representing 86.6801% from the sharecapital of which:
- 329,555,386 votes "for" representing 98.6444% from the total votes validly casted;
- 4,529,006 votes "against" representing 1.3556% from the total votes validly casted.
51,338,008 votes were not casted representing 13.3199% from the sharecapital.

Item 7 on the agenda „Election of 7 (seven) members of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A. as of March 16, 2023, pursuant to the provisions of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented”

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

„The Ordinary General Meeting of Shareholders approves the selection of 7 members of the Board of Directors of Societatea Nationala de Gaze of ROMGAZ S.A. as of March 16, 2023, pursuant to the provisions of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented:

Mister Dan Dragos Dragan,

334,535,548 votes were validly casted representing 86.7971% from the sharecapital of which:
- 309,452,944 votes "for" representing 92.5023% from the total votes validly casted;
- 25,082,604 votes "against" representing 7.4977% from the total votes validly casted.
50,886,852 votes were not casted representing 13.2029% from the sharecapital of which 18,372 abstentions from exercising the right to vote.

Mister Aristotel Marius Jude,

334,535,548 votes were validly casted representing 86.7971% from the sharecapital of which:
- 309,458,494 votes "for" representing 92.5039% from the total votes validly casted;
- 25,077,054 votes "against" representing 7.4961% from the total votes validly casted.
50,886,852 votes were not casted representing 13.2029% from the sharecapital of which 18,372 abstentions from exercising the right to vote.

Mister Marius-Gabriel Nut,

334,524,048 votes were validly casted representing 86.7941% from the sharecapital of which:

- 303,676,329 votes "for" representing 90.7786% from the total votes validly casted;
- 30,847,719 votes "against" representing 9.2214% from the total votes validly casted.

50,898,352 votes were not casted representing 13.2059% from the sharecapital of which 29,872 abstentions from exercising the right to vote.

Mister Razvan Brasla,

319,413,611 votes were validly casted representing 82.8737% from the sharecapital of which:

- 273,291,194 votes "for" representing 85.5603% from the total votes validly casted;
- 46,122,417 votes "against" representing 14.4397% from the total votes validly casted.

66,008,789 votes were not casted representing 17.1263% from the sharecapital of which 15,140,309 abstentions from exercising the right to vote.

Mister Gheorghe Silvian Sorici,

318,955,583 votes were validly casted representing 82.7548% from the sharecapital of which:

- 288,102,314 votes "for" representing 90.3268% from the total votes validly casted;
- 30,853,269 votes "against" representing 9.6732% from the total votes validly casted.

66,466,817 votes were not casted representing 17.2452% from the sharecapital of which 15,598,337 abstentions from exercising the right to vote.

Mister Botond Balazs,

318,955,583 votes were validly casted representing 82.7548% from the sharecapital of which:

- 293,878,529 votes "for" representing 92.1378% from the total votes validly casted;
- 25,077,054 votes "against" representing 7.8622% from the total votes validly casted.

66,466,817 votes were not casted representing 17.2452% from the sharecapital of which 15,598,337 abstentions from exercising the right to vote.

Misses Elena-Lorena Stoian,

319,425,111 votes were validly casted representing 82.8766% from the sharecapital of which:

- 283,068,563 votes "for" representing 88.6181% from the total votes validly casted;
- 36,356,548 votes "against" representing 11.3819% from the total votes validly casted.

65,997,289 votes were not casted representing 17.1234% from the sharecapital of which 15,128,809 abstentions from exercising the right to vote.

The following candidates were not elected as members of the Board of Directors of S.N.G.N. Romgaz S.A., because they did not obtain the majority of validly cast votes:

Mister Nicolae Petria,

317,576,825 votes were validly casted representing 82.3971% from the sharecapital of which:

- 615,428 votes "for" representing 0.1938% from the total votes validly casted;
- 316,961,397 votes "against" representing 99.8062% from the total votes validly casted.

67,845,575 votes were not casted representing 17.6029% from the sharecapital of which 16,977,095 abstentions from exercising the right to vote.

Mister Jansen Petrus Antonius Maria,

317,118,797 votes were validly casted representing 82.2782% from the sharecapital of which:

- 5,921,115 votes "for" representing 1.8672% from the total votes validly casted;
- 311,197,682 votes "against" representing 98.1328% from the total votes validly casted.

68,303,603 votes were not casted representing 17.7218% from the sharecapital of which 17,435,123 abstentions from exercising the right to vote.

Mister Stoicovici loan

317,595,197 votes were validly casted representing 82.4019% from the sharecapital of which:

- 15,982,384 votes "for" representing 5.0323% from the total votes validly casted;
- 301,612,813 votes "against" representing 94.9677% from the total votes validly casted.

67,827,203 votes were not casted representing 17.5981% from the sharecapital of which 16,958,723 abstentions from exercising the right to vote.

Item 8 on the agenda „Setting the duration of appointed members' mandate to a period of 4 (four) years”

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

„Establishes the duration of the mandate of the newly appointed members of the Board of Directors, to a period of 4 (four) years”.

334,542,420 votes were validly casted representing 86.7989% from the sharecapital of which:

- 309,465,366 votes "for" representing 92,5041% from the total votes validly casted;
- 25,077,054 votes "against" representing 7,4959% from the total votes validly casted.

50,879,980 votes were not casted representing 13,2011% from the sharecapital.

Item 9 on the agenda „Setting the fixed monthly gross allowance of the appointed Board members”

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

„Establishes 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 paragraph 1 and 2 of the GEO No. 109/2011 on the corporate governance of public enterprises as subsequently amended and supplemented by Law No. 111/2016”.

334,422,545 votes were validly casted representing 86.7678% from the sharecapital of which:

- 309,345,491 votes "for" representing 92.5014% from the total votes validly casted;
- 25,077,054 votes "against" representing 7.4986% from the total votes validly casted.

50,999,855 votes were not casted representing 13.2322% from the sharecapital of which 119,875 abstentions from exercising the right to vote.

Item 10 on the agenda „Approval of the form of the mandate contract to be concluded with the appointed Board members”

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

„Approves the form of the mandate contract to be concluded with the newly appointed Board members, as attached”.

334,422,545 votes were validly casted representing 86.7678% from the sharecapital of which:

- 309,345,491 votes "for" representing 92.5014% from the total votes validly casted;
- 25,077,054 votes "against" representing 7.4986% from the total votes validly casted.

50,999,855 votes were not casted representing 13.2322% from the sharecapital of which 119,875 abstentions from exercising the right to vote.

Item 11 on the agenda „Mandating the representative of the Romanian state in the Ordinary General Meeting of Shareholders to sign the mandate contracts with the newly appointed Board members”

The resolution approved for item 11 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”.

334,422,545 votes were validly casted representing 86.7678% from the sharecapital of which:

- 303,660,212 votes “for” representing 90.8014% from the total votes validly casted;
- 30,762,333 votes “against” representing 9.1986% from the total votes validly casted.

50,999,855 votes were not casted representing 13.2322% from the sharecapital of which 119,875 abstentions from exercising the right to vote.

Item 12 on the agenda „Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”

The resolution approved for item 12 on the agenda is as follows:

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

334,542,420 votes were validly casted representing 86.7989% from the sharecapital of which:

- 334,542,420 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

50,879,980 votes were not casted representing 13.2011% from the sharecapital.

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

**Secretary of the meeting
Craita Bucheru**

Technical secretary
Anca Antal