

RESOLUTION No. 12/September 11, 2023

**of the Ordinary General Meeting of Shareholders of
Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A.**

**Registered office: 4 Constantin Motas Square, Medias, Sibiu County, Romania,
registered with the Trade Register Office of attached to Sibiu Law Court under no.
J32/392/2001, fiscal code RO 14056826**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. joined in the meeting, at its first convening, of September 11, 2023, 1:00 pm (Romanian time) at S.N.G.N. Romgaz S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrecu Street, 5th floor, adopts the following:

R E S O L U T I O N

Article 1

Approves the financial and non-financial performance indicators resulting from S.N.G.N. Romgaz S.A. Governance Plan as presented in Report No. 30318/August 4, 2023.

Article 2

Approves the annual variable component of remuneration for non-executive members of the Board of Directors in amount of 12 monthly fixed allowances.

Article 3

Approves the attached form and content of the Addendum to the Contracts of mandate of the Board members, having as object:

1. financial and non-financial performance indicators of the Board members;
2. targets related to financial and non-financial performance indicators of the Board members;
3. the amount of the variable component of remuneration for the Board members determined on the basis of the financial and non-financial performance indicators, the method of calculation and granting the remuneration;
4. the period for which the variable component is granted.

Article 4

Approves the following:

1. the monthly fixed allowance for executive Board members, the Chief Executive Officer and the Deputy Chief Executive Officer within the limit of 6 times the

- average for the past twelve months of the monthly gross average wage for the activity performed in accordance with the company's scope of activity at wage class level according to the national classification of economic activities communicated by the National Institute for Statistics prior to the appointment;
2. the monthly fixed allowance for the Chief Financial Officer within the limit of 5 times the average for the past twelve months of the monthly gross average wage for the activity performed in accordance with the company's scope of activity at wage class level according to the national classification of economic activities communicated by the National Institute for Statistics prior to the appointment;
 3. the annual variable component of remuneration for executive members of the Board within the limit of a 24 monthly fixed allowances;
 4. the annual variable component of remuneration for the Chief Executive Officer and Deputy Chief Executive Officer within the limit of 24 monthly fixed allowances;
 5. the annual variable component of remuneration for the Chief Financial Officer within the limit of 12 monthly fixed allowances;

Article 5

Authorizes the representative of the Ministry of Energy to sign the Addenda to the Contracts of mandate concluded with the members of the Board, according to the template attached to Item 3 of this Resolution.

Article 6

Authorizes the Chairman and the Secretary of the meeting to sign the Ordinary General Meeting of Shareholders resolution.

This document was drafted on September 11, 2023, in 4 (four) copies.

CHARIMAN OF THE MEETING

SECRETARY OF THE MEETING