

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. on September 11, 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 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 September 11, 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 September 11, 2023

Item 1 on the agenda „Approval of financial and non-financial performance indicators resulting from S.N.G.N. Romgaz S.A. Governance Plan”

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

„Approval of 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”.

341,353,264 votes were validly casted representing 88.5660% from the sharecapital of which:

- 312,823,744 votes “for” representing 91.6422% from the total votes validly casted;
 - 28,529,520 votes “against” representing 8.3578% from the total votes validly casted.
- 44,069,136 votes were not casted representing 11.4340% from the sharecapital.

Item 2 on the agenda „Approval of the variable component of remuneration for members of S.N.G.N. Romgaz S.A. Board of Directors”

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

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

341,353,264 votes were validly casted representing 88.5660% from the sharecapital of which:

- 308,416,910 votes “for” representing 90.3512% from the total votes validly casted;
 - 32,936,354 votes “against” representing 9.6488% from the total votes validly casted.
- 44,069,136 votes were not casted representing 11.4340% from the sharecapital.

Item 3 on the agenda „Approval of the form and content of the addendum to the director agreements to be concluded between S.N.G.N. Romgaz S.A. and the members of the Board of Directors”

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

„Approval of the attached form and content of the Addendum of 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”.**

341,353,264 votes were validly casted representing 88.5660% from the sharecapital of which:

- 312,823,744 votes “for” representing 91.6422% from the total votes validly casted;
 - 28,529,520 votes “against” representing 8.3578% from the total votes validly casted.
- 44,069,136 votes were not casted representing 11.4340% from the sharecapital.

Item 4 on the agenda „Approval of the maximum limit of remuneration for S.N.G.N. Romgaz S.A. managers and/or executive members of the Board”

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

„The following are hereby approved:

- 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”.**

341,353,264 votes were validly casted representing 88.5660% from the sharecapital of which:

- 323,584,072 votes “for” representing 94.7945% from the total votes validly casted;
 - 17,769,192 votes “against” representing 5.2055% from the total votes validly casted.
- 44,069,422 votes were not casted representing 11.4340% from the sharecapital.

Item 5 on the agenda „Authorizing the representative of the Ministry of Energy to sign the Addenda to the director agreements concluded with members of the Board”

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

„Authorizing 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”.

341,353,264 votes were validly casted representing 88.5660% from the sharecapital of which:

- 333,371,792 votes “for” representing 97.6618% from the total votes validly casted;
 - 7,981,472 votes “against” representing 2.3382% from the total votes validly casted.
- 44,069,422 votes were not casted representing 11.4340% from the sharecapital.

Item 6 on the agenda „Authorizing the Chairman and the Secretary of the meeting to sign the Ordinary General Meeting of Shareholders resolution”

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

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

341,353,264 votes were validly casted representing 88.5660% from the sharecapital of which:

- 337,104,290 votes “for” representing 98.7553% from the total votes validly casted;
 - 4,248,974 votes “against” representing 1.2447% from the total votes validly casted.
- 44,069,136 votes were not casted representing 11.4340% from the sharecapital.

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

**Secretary of the meeting
Claudiu-Aurelian Popa**

Technical secretary
Anca Antal