



RESOLUTION NO. 15/November 27, 2023

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

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

On November 27, 2023, 1:00 pm (Romania time), the shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A., (hereinafter referred to as “the Company” or “ROMGAZ”) have joined at the Ordinary General Meeting of Shareholders („OGMS”) of „ROMGAZ” at its first convening, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, the OGMS being opened by its Chairman, Mr. Răzvan Braslă, as director of the company, authorised by Board of Directors Resolution no. 110 from November 24, 2023 to exercise the duties of the Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A., for the Ordinary General Meeting of Shareholders on November 27, 2023.

In accordance with article 129 of Law no. 31/1990, „ROMGAZ” shareholders appoint Ms. Crăița-Ana Bucheru as OGMS secretary.

Further to the debates, “ROMGAZ” shareholders, issues the following:

RESOLUTION

Article 1

Approves the correction of errors in connection with financial and non-financial performance indicators resulting from SNGN ROMGAZ SA Governance Plan as presented in the Letter from the Ministry of Energy no.18145 /07.11.2023.

The resolution was approved with 319,833,228 votes representing 82.9825% from the sharecapital and 93.5274% from the total votes validly casted.

Article 2

Approves the Addendum to the Contracts of Mandate between the company and the Board members with the scope of correcting the errors identified in Annex 1 to the Addendum to the Contracts of Mandate approved by ROMGAZ OGMS resolution no. 12 of September 11, 2023, having the form and content in accordance with the attachment to the Letter of the Ministry of Energy no. 18145 /07.11.2023.

The resolution was approved with 319,833,228 votes representing 82.9825% from the sharecapital and 93.5274% from the total votes validly casted.

Article 3

Authorizes the Ministry of Energy representative to sign the Addenda to the Contracts of Mandate concluded with the Board member, in accordance with the draft presented as attachment to the Letter of the Ministry of Energy no. 18145 /07.11.2023.

The resolution was approved with 319,833,228 votes representing 82.9825% from the sharecapital and 93.5274% from the total votes validly casted.

Article 4

Approves the decrease of the Loan Facility ceiling provided under the Loan Facility Agreement no. 201812070225, by RON 130 million, that is from RON 630 million to RON 500 million.

The resolution was approved with 338,605,157 votes representing 87.8530% from the sharecapital and 100% from the total votes validly casted.

Article 5

Approves the extension by 1 year of the Loan Facility Agreement no. 201812070225 concluded with Banca Comercială Română SA for issuing guarantee instruments in the form of letters of bank guarantee and irrevocable stand-by letters of credit up to a limit of RON 500 million.

The resolution was approved with 338,605,157 votes representing 87.8530% from the sharecapital and 100% from the total votes validly casted.

Article 6

Authorizes Mr. Răzvan Popescu, as Chief Executive Officer, and Mrs. Gabriela Trânbițaș, as Chief Financial Officer, to sign the Addendum to the Loan Facility Agreement no. 201812070225 for the year 2024.

The resolution was approved with 338,605,157 votes representing 87.8530% from the sharecapital and 100% from the total votes validly casted.

Article 7

Authorizes the persons who have type I and II signing rights in Banca Comercială Română to sign the requests for issuing and modifying guarantee instruments under the facility granted by Banca Comercială Română SA, as well as any other documents in connection with the loan agreement, irrespective of the form in which they are concluded, including but not limited to, addenda, requests for drawing/issuing/modifying.

The resolution was approved with 338,605,157 votes representing 87.8530% from the sharecapital and 100% from the total votes validly casted.

Article 8

Takes note of the Report regarding the transactions concluded by SNGN Romgaz SA with affiliated parties during August 08, 2023 - October 16, 2023 pursuant to art. 52, par. (3) of GEO No. 109/2011.

The resolution was approved with 342,577,356 votes representing 88.8836% from the sharecapital and 100% from the total votes validly casted.

Article 9

Takes note of the Report on certain transactions concluded between SNGN Romgaz SA and other public companies during July - October 2023.

The resolution was approved with 340,991,382 votes representing 88.4721% from the sharecapital and 99.5370% from the total votes validly casted.

Article 10

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

The resolution was approved with 340,991,382 votes representing 88.4721% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on November 27, 2023, in 4 (four) copies.

**CHAIRMAN OF THE MEETING
RĂZVAN BRASLĂ**

**SECRETARY OF THE MEETING
CRĂIȚA-ANA BUCHERU**