**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Ordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on **April 25/26, 2024**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

shareholder on the Reference Date, i.e. **April 15, 2024**, of S.N.G.N. „ROMGAZ” - S.A., company managed under an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J32/392/2001, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 3,854,224,000 (the “**Company**”),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_\_\_\_\_\_% of the total 385,422,400 shares issued by the Company, which entitles me to a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_voting rights in the Ordinary General Meeting of Shareholders, representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total 385,422,400 voting rights,

**hereby appoint:**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the appointed individual being granted this power of attorney), identified with identity card/ passport series [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], no. [\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the appointed legal person being granted this power of attorney), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative), identified with identity card/ passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**as my representative in the Ordinary General Meeting of Shareholders of S.N.G.N. „ROMGAZ” - S.A. (hereinafter referred to as OGMS) to be held** **on April 25, 2024, 1:00 pm** (Romania time), at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, or, in the event that the OGMS of S.N.G.N. “ROMGAZ” - S.A is not held at the date of the first convening, at the date of the second convening of the OGMS of S.N.G.N. „ROMGAZ” - S.A., i.e. **April 26, 2024, 1:00 pm** (Romania time) to be held at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, **to exercise the voting rights pertaining to my holdings registered in the shareholders register as at the Reference Date**, **April 15, 2024**, as follows:

The draft resolution for item 1 on the agenda:

**„Takes note of the Consolidated Board of Directors’ Report on the activity performed in 2023”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 2 on the agenda:

**„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2023”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 3 on the agenda:

**„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2023”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 4 on the agenda:

**„Approves the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2023 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 5 on the agenda:

**„Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2023 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 6 on the agenda:

**Option I**

**Approves the distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2023, as follows:**

|  |  |  |
| --- | --- | --- |
| **I** | **Indicators** | **Year 2023 (RON)** |
| **0** | **1** | **2** |
| **A** | **Gross result of the financial year** | **3,322,886,111.85** |
| **B** | **Current income tax** | **668,409,596.00** |
| **C** | **Revenue from deferred income tax** | **11,225,825.71** |
| **C.1** | **Deferred income tax** | **16,425,566.34** |
| **D** | **Net result of the financial year [A-B+C-C.1], (accounting profit after profit tax), including:** | **2,649,276,775.22** |
| **a** | **Legal reserves** | **0.00** |
| **b** | **Other reserves representing fiscal facilities provided by law (Law no. 227/2015 - Article 22)** | **73,583,376.00** |
| **c** | **Coverage of losses in retained earnings (in accordance with Article 1, paragraph (1), c) of GO no. 64/2001)** | **0.00** |
| **c1** | **Establishing own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c^1 of GO no. 64/2001)** | **0.00** |
| **d** | **Other distributions as provided by special laws** | **0.00** |
| **E** | **Remaining net profit to be distributed (D-a-b-c-c1-d)** | **2,575,693,399.22** |
| **e** | **Employees’ participation to profit (in accordance with Article 1, paragraph (1), e) of GO no. 64/2001)** | **42,364,442.00** |
| **f** | **Dividends due to shareholders (approx. 50.01% of net profit to be distributed) [E+e]\*50.01%** | **1,309,279,892.80** |
|  | **f1) – dividends to the state budget** | **916,589,002.76** |
|  | **f2) – dividends to other shareholders** | **392,690,890.04** |
|  | **- dividend/share (RON/share)** | **0.3397** |
| **g** | **Profit for establishing own financing sources [E-f]** | **1,266,413,506.42** |
| **\*** | **TOTAL DISTRIBUTIONS [a+b+c+c1+d+f+g]** | **2,649,276,775.22** |

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

**Option II**

**Approves the distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2023, as follows:**

|  |  |  |
| --- | --- | --- |
| **I** | **Indicators** | **Year 2023 (RON)** |
| **0** | **1** | **2** |
| **A** | **Gross result of the financial year** | **3,322,886,111.85** |
| **B** | **Current income tax** | **668,409,596.00** |
| **C** | **Revenue from deferred income tax** | **11,225,825.71** |
| **C.1** | **Deferred income tax** | **16,425,566.34** |
| **D** | **Net result of the financial year [A-B+C-C.1], (accounting profit after profit tax), including:** | **2,649,276,775.22** |
| **a** | **Legal reserves** | **0.00** |
| **b** | **Other reserves representing fiscal facilities provided by law (Law no. 227/2015 - Article 22)** | **73,583,376.00** |
| **c** | **Coverage of losses in retained earnings (in accordance with Article 1, paragraph (1), c) of GO no. 64/2001)** | **0.00** |
| **c1** | **Establishing own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c^1 of GO no. 64/2001)** | **0.00** |
| **d** | **Other distributions as provided by special laws** | **0.00** |
| **E** | **Remaining net profit to be distributed (D-a-b-c-c1-d)** | **2,575,693,399.22** |
| **e** | **Employees’ participation to profit (in accordance with Article 1, paragraph (1), e) of GO no. 64/2001)** | **42,364,442.00** |
| **f** | **Dividends due to shareholders (approx. 20.01% of net profit to be distributed) [E+e]\*20.01%** | **523,789,041.60** |
|  | **f1) – dividends to the state budget** | **366,689,565.72** |
|  | **f2) – dividends to other shareholders** | **157,099,475.88** |
|  | **- dividend/share (RON/share)** | **0.1359** |
| **g** | **Profit for establishing reserves used to finance major investment projects or of national interest or to finance subsidiaries involved in such projects** | **785,490,851.20** |
| **h** | **Profit for establishing own financing sources [E-f-g]** | **1,266,413,506.42** |
| **\*** | **TOTAL DISTRIBUTIONS [a+b+c+c1+d+f+g+h]** | **2,649,276,775.22** |

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 7 on the agenda:

**Option I**

**„Approves the gross dividend of RON 0.3397 per share, distributed from the net profit achieved in 2023”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

**Option II**

**„Approves the gross dividend of RON 0.1359 per share, distributed from the net profit achieved in 2023”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 8 on the agenda:

**Option I**

**„Approves the distribution of retained earnings representing the value of fixed asset depreciation and fixed assets and investment projects abandoned during the reporting year financed from the “expenditure quota required for development and modernization of natural gas production” in accordance with GO no. 168/1998, as subsequently amended and supplemented, as follows:**

1. **RON 63,209,273.60 as dividends, representing approximately 50.30% of the total value, the dividend/share being RON 0.0164;**
2. **RON 62,453,768.78 for own financing sources”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

**Option II**

**„Approves the distribution of retained earnings representing the value of fixed asset depreciation and fixed assets and investment projects abandoned during the reporting year financed from the “expenditure quota required for development and modernization of natural gas production” in accordance with GO no. 168/1998, as subsequently amended and supplemented, as follows:**

1. **RON 25,437,878.40 as dividends, representing approximately 20.24% of the total value, the dividend/share being RON 0.0066;**
2. **RON 62,453,768.78 for own financing sources;**
3. **RON 37,771,395.20 for establishing reserves used to finance major investment projects or of national interest or to finance subsidiaries involved in such projects”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 9 on the agenda:

**Option I**

**„Approves the gross dividend of RON 0.0164 per share, distributed from retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

**Option II**

**„Approves the gross dividend of RON 0.0066 per share, distributed from retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 10 on the agenda:

**Option I**

**„Approves the total gross dividend per share in amount of RON 0.3561, out of which RON 0.3397 per share related to the 2023 result and RON 0.0164 per share related to retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

**Option II**

**„Approves the total gross dividend per share in amount of RON 0.1425, out of which RON 0.1359 per share related to the 2023 result and RON 0.0066 per share related to retained earnings”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 11 on the agenda:

**„Establishes July 26, 2024 as Payment Day, for payment of dividends due to shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 12 on the agenda:

**„Approves the employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 42,364,442.00”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 13 on the agenda:

**„Takes note of the 2023 Annual Report of the Nomination and Remuneration Committee on the remuneration benefits and/or other advantages granted to the Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 14 on the agenda:

**„Approves the budgetary discharge of the Board members for the financial year 2023”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 15 on the agenda:

**„Takes note of the Report on payments made to governments in 2023”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 17 on the agenda:

**„Sets the minimum term for the financial audit contract to three years for providing specific services for years 2024, 2025 and 2026”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 18 on the agenda:

**„Takes note of the conclusion of a Natural Gas Sales Contract between S.N.G.N. ROMGAZ S.A. and Societatea Electrocentrale Bucuresti S.A. in March 2024”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 19 on the agenda:

**„Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public companies during February 2024”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 20 on the agenda:

**„Establishes July 5, 2024 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 21 on the agenda:

**„Establishes July 4, 2024 as Ex-Date representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 22 on the agenda:

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

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

This special power of attorney:

* is valid only for the OGMS it was requested for (having a single exception mentioned below), and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder;
* is also valid for the second convening of the same OGMS on **April 26, 2024, 1:00 pm** (Romania time) to be held at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, if the meeting does not meet the legal or statutory requirements for convening on **April 25, 2024, 1:00 pm** (Romania time);
* the deadline for registering the special power of attorney at the Company is **April 23, 2024, 11:00 am** (Romania time);
* is made in 3 originals: one original is for the appointing shareholder, one original is for the appointed person and one original will be submitted to the Company’s headquarters;
* shall be signed on each page and dated by the appointing shareholder;
* all the sections shall be filled in by the appointing shareholder.

Date of the special power of attorney: [\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters)

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)