



## RESOLUTION NO. 6/April 25, 2024

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**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of April 25, 2024, 1:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, issues the following:

### RESOLUTION

#### Article 1

Takes note of the Consolidated Board of Directors' Report on the activity performed in 2023.

*The resolution was approved with 344,403,686 votes representing 89.3576% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### Article 2

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.

*The resolution was approved with 344,403,686 votes representing 89.3576% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### Article 3

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.

*The resolution was approved with 344,403,686 votes representing 89.3576% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### Article 4

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.

*The resolution was approved with 349,666,833 votes representing 90.7231% from the total number of votes exercisable and 100% from the total votes validly casted.*

[romgaz.ro](http://romgaz.ro)

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**Article 5**

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.

*The resolution was approved with 349,666,833 votes representing 90.7231% from the total number of votes exercisable and 100% from the total votes validly casted.*

**Article 6**

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 <sup>1</sup> 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

*The resolution was approved with 293,931,207 votes representing 76.2622% from the total number of votes exercisable and 89.1398% from the total votes validly casted.*

#### **Article 7**

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

*The resolution was approved with 293,931,207 votes representing 76.2622% from the total number of votes exercisable and 89.1398% from the total votes validly casted.*

#### **Article 8**

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:

- a) RON 25,437,878.40 as dividends, representing approximately 20.24% of the total value, the dividend/share being RON 0.0066;
- b) RON 62,453,768.78 for own financing sources;
- c) 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”.

*The resolution was approved with 293,931,207 votes representing 76.2622% from the total number of votes exercisable and 89.1398% from the total votes validly casted.*

#### **Article 9**

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

*The resolution was approved with 293,931,207 votes representing 76.2622% from the total number of votes exercisable and 89.1398% from the total votes validly casted.*

#### **Article 10**

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.

*The resolution was approved with 293,931,207 votes representing 76.2622% from the total number of votes exercisable and 89.1398% from the total votes validly casted.*

#### **Article 11**

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

*The resolution was approved with 349,672,463 votes representing 90.7246% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### **Article 12**

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.

*The resolution was approved with 349,666,833 votes representing 90.7231% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### **Article 13**

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..

*The resolution was approved with 321,361,350 votes representing 83.3791% from the total number of votes exercisable and 92.9940% from the total votes validly casted.*

#### **Article 14**

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

*The resolution was approved with 349,008,010 votes representing 90.5522% from the total number of votes exercisable and 99.8674% from the total votes validly casted.*

#### **Article 15**

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

*The resolution was approved with 344,403,686 votes representing 89.3576% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### **Article 16**

Appoints Pricewaterhousecoopers Audit S.R.L. as financial auditor of S.N.G.N. Romgaz S.A..

*The resolution was approved with 329,118,785 votes representing 85.3918% from the total number of votes exercisable and 94.1235% from the total votes validly casted.*

#### **Article 17**

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

*The resolution was approved with 329,118,785 votes representing 85.3918% from the total number of votes exercisable and 94.1235% from the total votes validly casted.*

#### **Article 18**

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.

*The resolution was approved with 344,403,686 votes representing 89.3576% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### **Article 19**

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

*The resolution was approved with 344,403,686 votes representing 89.3576% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### **Article 20**

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.

*The resolution was approved with 349,672,463 votes representing 90.7246% from the total number of votes exercisable and 100% from the total votes validly casted.*

#### **Article 21**

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.

*The resolution was approved with 349,672,463 votes representing 90.7246% from the total number of votes exercisable and 100% from the total votes validly casted.*

**Article 22**

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

*The resolution was approved with 349,672,463 votes representing 90.7246% from the total number of votes exercisable and 100% from the total votes validly casted.*

This document was drafted on April 25, 2024, in 4 (four) copies.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
DAN DRAGOȘ DRĂGAN**

**SECRETARY OF THE MEETING  
CLAUDIU - AURELIAN POPA**