



Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. on April 25, 2024

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 (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 April 25, 2024, 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 3,854,224,000
Nominal value per share: leu 1
Voting right per share: 1
Type of share: registered shares

Voting shares: 385,422,400
Total number of votes exercisable: 385,422,400

B. Voting results of OGMS on April 25, 2024

Item 1 on the agenda „Consolidated Board of Directors’ Report on the activity performed in 2023”

The resolution approved for item 1 on the agenda is as follows:
„Takes note of the Consolidated Board of Directors’ Report on the activity performed in 2023”.

344,403,686 votes were validly casted representing 89.3576% from the total number of votes exercisable and 8.9357% from the sharecapital of which:

- 344,403,686 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

41,018,314 votes were not casted representing 10.6424% from the total number of votes exercisable of which 1,174,077 abstentions from exercising the right to vote.

Item 2 on the agenda „Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2023”

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

„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”.

344,403,686 votes were validly casted representing 89.3576% from the total number of votes exercisable and 8.9357% from the sharecapital of which:

- 344,403,686 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

41,018,314 votes were not casted representing 10.6424% from the total number of votes exercisable of which 1,174,077 abstentions from exercising the right to vote.

Item 3 on the agenda „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 approved for item 3 on the agenda is as follows:

„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”.

344,403,686 votes were validly casted representing 89.3576% from the total number of votes exercisable and 8.9357% from the sharecapital of which:

- 344,403,686 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

41,018,314 votes were not casted representing 10.6424% from the total number of votes exercisable of which 1,174,077 abstentions from exercising the right to vote.

Item 4 on the agenda „Approve the Annual Individual 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 approved for item 4 on the agenda is as follows:

„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”.

349,666,833 votes were validly casted representing 90.7231% from the total number of votes exercisable and 90.7231% from the sharecapital of which:

- 349,666,833 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

35,755,167 votes were not casted representing 9.2769% from the total number of votes exercisable of which 5,630 abstentions from exercising the right to vote.

Item 5 on the agenda „Approve 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 approved for item 5 on the agenda is as follows:

„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”.

349,666,833 votes were validly casted representing 90.7231% from the total number of votes exercisable and 90.7231% from the sharecapital of which:

- 349,666,833 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

35,755,167 votes were not casted representing 9.2769% from the total number of votes exercisable of which 5,630 abstentions from exercising the right to vote.

Item 6 on the agenda „Approve the net profit distribution for 2023”

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

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

329,741,734 votes were validly casted representing 85.5534% from the total number of votes exercisable and 8.5534% from the sharecapital of which:

- 293,931,207 votes “for” representing 89.1398% from the total votes validly casted;
- 35,810,527 votes “against” representing 10.8602% from the total votes validly casted.

55,680,266 votes were not casted representing 14.4466% from the total number of votes exercisable.

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

333,179,541 votes were validly casted representing 86.4454% from the total number of votes exercisable and 8.6445% from the sharecapital of which:

- 58,455,721 votes “for” representing 17.5448% from the total votes validly casted;
- 274,723,820 votes “against” representing 82.4552% from the total votes validly casted.

52,242,459 votes were not casted representing 13.5546% from the total number of votes exercisable of which 16,492,922 abstentions from exercising the right to vote.

The draft resolution proposed, for item 6 on the agenda, option I, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Item 7 on the agenda „Approve the gross dividend per share distributed from the net profit achieved in 2023”

The resolution approved for item 7 on the agenda is as follows:

Option II

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

329,741,734 votes were validly casted representing 85.5534% from the total number of votes exercisable and 8.5534% from the sharecapital of which:

- 293,931,207 votes “for” representing 89.1398% from the total votes validly casted;
- 35,810,527 votes “against” representing 10.8602% from the total votes validly casted.

55,680,266 votes were not casted representing 14.4466% from the total number of votes exercisable.

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”.

333,179,541 votes were validly casted representing 86.4454% from the total number of votes exercisable and 8.6445% from the sharecapital of which:

- 58,455,721 votes “for” representing 17.5448% from the total votes validly casted;
- 274,723,820 votes “against” representing 82.4552% from the total votes validly casted.

52,242,459 votes were not casted representing 13.5546% from the total number of votes exercisable of which 16,492,922 abstentions from exercising the right to vote.

The draft resolution proposed, for item 7 on the agenda, option I, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Item 8 on the agenda „Approve distribution of amounts from retained earnings related to assets financed from the development quota”

The resolution approved for item 8 on the agenda is as follows:

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:

- 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”.

329,741,734 votes were validly casted representing 85.5534% from the total number of votes exercisable and 8.5534% from the sharecapital of which:

- 293,931,207 votes “for” representing 89.1398% from the total votes validly casted;
- 35,810,527 votes “against” representing 10.8602% from the total votes validly casted.

55,680,266 votes were not casted representing 14.4466% from the total number of votes exercisable.

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:

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

333,179,541 votes were validly casted representing 86.4454% from the total number of votes exercisable and 8.6445% from the sharecapital of which:

- 58,455,721 votes “for” representing 17.5448% from the total votes validly casted;
- 274,723,820 votes “against” representing 82.4552% from the total votes validly casted.

52,242,459 votes were not casted representing 13.5546% from the total number of votes exercisable of which 16,492,922 abstentions from exercising the right to vote.

The draft resolution proposed, for item 8 on the agenda, option I, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Item 9 on the agenda „Approve the gross dividend per share distributed from retained earnings”

The resolution approved for item 9 on the agenda is as follows:

Option II

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

329,741,734 votes were validly casted representing 85.5534% from the total number of votes exercisable and 8.5534% from the sharecapital of which:

- 293,931,207 votes “for” representing 89.1398% from the total votes validly casted;
- 35,810,527 votes “against” representing 10.8602% from the total votes validly casted.

55,680,266 votes were not casted representing 14.4466% from the total number of votes exercisable.

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”.

333,179,541 votes were validly casted representing 86.4454% from the total number of votes exercisable and 8.6445% from the sharecapital of which:

- 58,455,721 votes “for” representing 17.5448% from the total votes validly casted;
- 274,723,820 votes “against” representing 82.4552% from the total votes validly casted.

52,242,459 votes were not casted representing 13.5546% from the total number of votes exercisable of which 16,492,922 abstentions from exercising the right to vote.

The draft resolution proposed, for item 9 on the agenda, option I, was not adopted, because it did not obtain the majority of validly cast votes for adoption.

Item 10 on the agenda „Approve the total gross dividend per share distributed from the 2023 net profit and retained earnings”

The resolution approved for item 10 on the agenda is as follows:

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”.

329,741,734 votes were validly casted representing 85.5534% from the total number of votes exercisable and 8.5534% from the sharecapital of which:

- 293,931,207 votes “for” representing 89.1398% from the total votes validly casted;
- 35,810,527 votes “against” representing 10.8602% from the total votes validly casted.

55,680,266 votes were not casted representing 14.4466% from the total number of votes exercisable.

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”.

333,179,541 votes were validly casted representing 86.4454% from the total number of votes exercisable and 8.6445% from the sharecapital of which:

- 58,455,721 votes “for” representing 17.5448% from the total votes validly casted;
- 274,723,820 votes “against” representing 82.4552% from the total votes validly casted.

52,242,459 votes were not casted representing 13.5546% from the total number of votes exercisable of which 16,492,922 abstentions from exercising the right to vote.

Item 11 on the agenda „Establish July 26, 2024 as payment day, for payment of dividends due to shareholders”

The resolution approved for item 11 on the agenda is as follows:

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

349,672,463 votes were validly casted representing 90.7246% from the total number of votes exercisable and 9.0724% from the sharecapital of which:

- 349,672,463 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

35,749,537 votes were not casted representing 9.2754% from the total number of votes exercisable.

Item 12 on the agenda „Approve the employees’ participation to profit, in accordance with the provisions of Government Ordinance no. 64/2001”

The resolution approved for item 12 on the agenda is as follows:

„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”.

349,666,833 votes were validly casted representing 90.7231% from the total number of votes exercisable and 90.7231% from the sharecapital of which:

- 349,666,833 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

35,755,167 votes were not casted representing 9.2769% from the total number of votes exercisable of which 5,630 abstentions from exercising the right to vote.

Item 13 on the agenda „Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2023”

The resolution approved for item 13 on the agenda is as follows:

„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.”.

345,572,133 votes were validly casted representing 89.6607% from the total number of votes exercisable and 8.9660% from the sharecapital of which:

- 321,361,350 votes “for” representing 92.9940% from the total votes validly casted;
- 24,210,783 votes “against” representing 7.0060% from the total votes validly casted.

39,849,867 votes were not casted representing 10.3393% from the total number of votes exercisable of which 5,630 abstentions from exercising the right to vote.

Item 14 on the agenda „Approve the budgetary discharge of the BoD members for financial year 2023”

The resolution approved for item 14 on the agenda is as follows:

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

349,471,379 votes were validly casted representing 90.6724% from the total number of votes exercisable and 9.0672% from the sharecapital of which:

- 349,008,010 votes “for” representing 99.8674% from the total votes validly casted;
- 463.369 votes “against” representing 0.1326% from the total votes validly casted.

35,950,621 votes were not casted representing 9.3276% from the total number of votes exercisable of which 201,084 abstentions from exercising the right to vote.

Item 15 on the agenda „Report on payments made to governments in 2023”

The resolution approved for item 15 on the agenda is as follows:

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

344,403,686 votes were validly casted representing 89.3576% from the total number of votes exercisable and 8.9357% from the sharecapital of which:

- 344,403,686 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

41,018,314 votes were not casted representing 10.6424% from the total number of votes exercisable of which 1,174,077 abstentions from exercising the right to vote.

Item 16 on the agenda „Appointment of S.N.G.N. ROMGAZ S.A. financial auditor”

The resolution approved for item 16 on the agenda is as follows:

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

349,666,833 votes were validly casted representing 90.7231% from the total number of votes exercisable and 9.0731% from the sharecapital of which:

- 329,118,785 votes “for” representing 94.1235% from the total votes validly casted;
- 20,548,048 votes “against” representing 5.8765% from the total votes validly casted.

35,755,167 votes were not casted representing 9.2769% from the total number of votes exercisable of which 5,630 abstentions from exercising the right to vote.

Item 17 on the agenda „Setting the minimum term of the financial audit contract”

The resolution approved for item 17 on the agenda is as follows:

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

349,666,833 votes were validly casted representing 90.7231% from the total number of votes exercisable and 9.0731% from the sharecapital of which:

- 329,118,785 votes “for” representing 94.1235% from the total votes validly casted;
- 20,548,048 votes “against” representing 5.8765% from the total votes validly casted.

35,755,167 votes were not casted representing 9.2769% from the total number of votes exercisable of which 5,630 abstentions from exercising the right to vote.

Item 18 on the agenda „Report on the conclusion of a gas sales contract between S.N.G.N. Romgaz S.A. and Electrocentrale București S.A.”

The resolution approved for item 18 on the agenda is as follows:

„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”.

344,403,686 votes were validly casted representing 89.3576% from the total number of votes exercisable and 8.9357% from the sharecapital of which:

- 344,403,686 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

41,018,314 votes were not casted representing 10.6424% from the total number of votes exercisable of which 1,174,077 abstentions from exercising the right to vote.

Item 19 on the agenda „Report on some transactions concluded by Romgaz with other public companies during February 2024”

The resolution approved for item 19 on the agenda is as follows:

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

344,403,686 votes were validly casted representing 89.3576% from the total number of votes exercisable and 8.9357% from the sharecapital of which:

- 344,403,686 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

41,018,314 votes were not casted representing 10.6424% from the total number of votes exercisable of which 1,174,077 abstentions from exercising the right to vote.

Item 20 on the agenda „Establish July 5, 2024 as the Record Date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by Resolution of the Ordinary General Meeting of Shareholders”

The resolution approved for item 20 on the agenda is as follows:

„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”.

349,672,463 votes were validly casted representing 90.7246% from the total number of votes exercisable and 9.0737% from the sharecapital of which:

- 349,672,463 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

35.749.537 votes were not casted representing 9.2754% from the total number of votes exercisable.

Item 21 on the agenda „Establish 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 approved for item 21 on the agenda is as follows:

„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”.

349,672,463 votes were validly casted representing 90.7246% from the total number of votes exercisable and 9.0737% from the sharecapital of which:

- 349,672,463 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

35.749.537 votes were not casted representing 9.2754% from the total number of votes exercisable.

Item 22 on the agenda „Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”

The resolution approved for item 22 on the agenda is as follows:

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

349,672,463 votes were validly casted representing 90.7246% from the total number of votes exercisable and 9.0737% from the sharecapital of which:

- 349,672,463 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

35.749.537 votes were not casted representing 9.2754% from the total number of votes exercisable.

**Chairman of the meeting
Dan Dragoş Drăgan**

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

Technical secretary
Anca Antal