



## RESOLUTION NO. 11/September 11, 2024

### of the Extraordinary 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 Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of September 11, 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

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. approves the delisting of global depositary receipts ("GDRs") issued by The Bank of New York Mellon ("BNYM"), admitted to listing on the standard segment of the Official List of the UK Financial Conduct Authority and admitted to trading on the London Stock Exchange's main market for financial instruments, having the following identification numbers and trading symbols, each GDR representing 1 underlying share issued by S.N.G.N. Romgaz S.A.:

- (i) ISIN for GDRs issued under Regulation S under the U.S. Securities Act: US83367U2050;
- (ii) Trading symbol for GDRs issued under Regulation S under the U.S. Securities Act, on London Stock Exchange: SNGR;
- (iii) ISIN for GDRs issued under Rule 144A under the U.S. Securities Act: US83367U1060;
- (iv) Trading symbol GDR issued under Rule 144A under the U.S. Securities Act, on London Stock Exchange: SNG1;

as well as the subsequent termination of the GDRs program of S.N.G.N. Romgaz S.A..

*The resolution was approved with 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.*

### Article 2

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. empowers the Board of Directors of S.N.G.N. Romgaz S.A., with the possibility of sub-delegation, to:

- a) determine the details of the delisting of the GDRs and the subsequent termination of the GDRs program of S.N.G.N. Romgaz S.A., including, but not limited to, determining the period during which GDR holders will be able to convert their GDRs into shares, the relevant aspects of the sale of the underlying shares in accordance

with Regulation No 4/2013 after the delisting of the GDRs and the effective date of the delisting;

- b) terminate the contractual relations between S.N.G.N. Romgaz S.A. and BNYM on the basis of the commitment letter dated November 12, 2021 and the related deposit agreement dated November 8, 2013, respectively;
- c) undertake any action or formality necessary or useful to implement the mandate granted by this Resolution.

*The resolution was approved with 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.*

### **Article 3**

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees to the amendment of the Amended and Restated Memorandum of Association of ROMGAZ BLACK SEA LIMITED:

- a) increase of authorized capital of ROMGAZ BLACK SEA LIMITED from the amount of USD 11,620,000 to the amount of USD 1,600,000,000;
  - b) conversion of shares issued by ROMGAZ BLACK SEA LIMITED into a single class of common shares, namely class A, at a par value of USD 1/share;
- pursuant to the amendment proposal presented in Annex 2 to document no. 33133/August 6, 2024.

*The resolution was approved with 3,339,731,845 votes representing 86.65% from the total number of votes exercisable and 100% from the total votes validly casted.*

### **Article 4**

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees with S.C. Depomureş S.A. share capital increase by RON 45,000,000, contribution in cash, by issuance of 4,500,000 new registered shares, numbered from 30,001 to 4,530,000, with a nominal value of RON 10 for each share, where the issuing price amounts to RON 10/share. The newly issued shares will be offered for subscription to the existing shareholders of the Company, pro rata to their owned shares.

*The resolution was approved with 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.*

### **Article 5**

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees with the amendment of Articles 8 and 10 of the Articles of Incorporation of S.C. Depomureş S.A. in accordance with the shareholders' subscription following the Company's share capital increase.

*The resolution was approved with 3,339,731,845 votes representing 86.65% from the total number of votes exercisable and 100% from the total votes validly casted.*

### **Article 6**

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

*The resolution was approved with 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.*

This document was drafted on September 11, 2024, in 4 (four) copies.

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

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