



Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. on September 11, 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 September 11, 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 EGMS

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: 3,854,224,000
Total number of votes exercisable: 3,854,224,000

B. Voting results of OGMS on September 11, 2024

Item 1 on the agenda „Extension of the period of use of the loan agreement no. 42805/September 21, 2023 concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED”

The resolution approved for item 1 on the agenda is as follows:

„(1) Approves the extension of the period to make use of Loan Agreement No. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED, until May 31, 2027.

(2) S.N.G.N. ROMGAZ S.A. executive management will carry out all formalities and sign all documents/legal documents (the relationship with ROMGAZ BLACK SEA LIMITED included) required to extend the period of use of Loan Agreement No. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED and to replenish the amount of the agreement”.

3,455,792,044 votes were validly casted representing 89.66% from the total number of votes exercisable and 89.66% from the sharecapital of which:

- 3,455,792,044 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

398,427,956 votes were not casted representing 10.34% from the total number of votes exercisable.

Item 2 on the agenda „Conversion of the balance of debts accrued, under the loan agreements, by ROMGAZ BLACK SEA LIMITED to S.N.G.N. ROMGAZ S.A., into ROMGAZ BLACK SEA LIMITED shares”

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

„(1) Approves the conversion of the balance in amount of RON 1,627,088,676, representing debts accrued by ROMGAZ BLACK SEA LIMITED on July 31, 2024 (principal and interest) on the basis of loan agreements to S.N.G.N. ROMGAZ S.A., into ROMGAZ BLACK SEA LIMITED shares.

(2) The conversion of the amount utilized from Loan Agreement no. 42805/September 21, 2023, on July 31, 2024, and of accrued interest on that date into RBSL shares is considered a reimbursement of the contracted loan, the RON 2.1 billion limit being thus replenished, and it can be utilized until May 31, 2027, if necessary.

(3) S.N.G.N. ROMGAZ S.A. executive management will carry out all formalities and sign all documents/legal documents (the relationship with ROMGAZ BLACK SEA LIMITED included) required to convert the RON 1,627,088,676 balance representing debts accrued on July 31, 2024 (principal and interest) based on the loan agreements by ROMGAZ BLACK SEA LIMITED to S.N.G.N. ROMGAZ S.A. into ROMGAZ BLACK SEA LIMITED shares”.

3,455,205,544 votes were validly casted representing 89.65% from the total number of votes exercisable and 89.65% from the sharecapital of which:

- 3,455,205,544 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

399,014,456 votes were not casted representing 10.35% from the total number of votes exercisable of which 586,500 abstentions from exercising the right to vote.

Item 3 on the agenda „Subscription by S.N.G.N. ROMGAZ S.A. of shares issued by ROMGAZ BLACK SEA LIMITED”

The resolution approved for item 3 on the agenda is as follows:

„Approves the subscription by S.N.G.N. ROMGAZ S.A., of shares issued by ROMGAZ BLACK SEA LIMITED and payment of relating amounts up to the limit of the authorized share capital of ROMGAZ BLACK SEA LIMITED, with the approval of S.N.G.N. ROMGAZ S.A. Board of Directors, with the possibility to sub-delegate to S.N.G.N. ROMGAZ S.A. executive management”.

3,455,205,544 votes were validly casted representing 89.65% from the total number of votes exercisable and 89.65% from the sharecapital of which:

- 3,455,205,544 votes “for” representing 100% from the total votes validly casted;

- 0 votes “against” representing 0% from the total votes validly casted.
399,014,456 votes were not casted representing 10.35% from the total number of votes exercisable of which 586,500 abstentions from exercising the right to vote.

Item 4 on the agenda „Approve the exercise of the preferential right by S.N.G.N. ROMGAZ S.A., pro rata to the owned shares in the share capital of S.C. DEPOMUREȘ S.A., that is to subscribe 1,800,000 newly issued shares having a nominal value of RON 10, amounting to a total value of RON 18,000,000, contribution in cash, and payment in full, on the subscription date, of the price of shares subscribed under the capital increase of S.C. DEPOMUREȘ S.A.”

The resolution approved for item 4 on the agenda is as follows:

„Approves S.N.G.N. ROMGAZ S.A. to exercise its preferential right, pro rata to the shares owned in S.C. DEPOMUREȘ S.A. share capital, that is to subscribe 1,800,000 newly issued shares having a nominal value of RON 10, amounting to a total value of RON 18,000,000, contribution in cash, and payment in full, on the subscription date, of the price of shares subscribed under the capital increase of S.C. DEPOMUREȘ S.A.”.

3,454,290,694 votes were validly casted representing 89.62% from the total number of votes exercisable and 89.62% from the sharecapital of which:

- 3,454,290,694 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

399,929,306 votes were not casted representing 10.38% from the total number of votes exercisable.

Item 5 on the agenda „Approval on taking legal action against Mr. Adrian Constantin Volintiru to recover the amount of RON 412,889 representing the total net value of reimbursement of the equivalent value of rent and/or utilities that certain employees benefitted from without legal basis”

The resolution approved for item 5 on the agenda is as follows:

„In consideration of Request for approval no. 28443/08.07.2024, approves legal action to be taken against Mr. Adrian Constantin Volintiru to recover the amount of RON 412,889, representing the total net amount of reimbursements of rent and/or utilities from which a number of employees have benefitted without legal grounds. At the same time, the General Meeting of Shareholders approves taking legal action against Mr. Adrian Constantin Volintiru by S.N.G.N. ROMGAZ S.A. own legal department”.

3,165,919,152 votes were validly casted representing 82.14% from the total number of votes exercisable and 82.14% from the sharecapital of which:

- 3,165,919,152 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

688,300,848 votes were not casted representing 17.86% from the total number of votes exercisable of which 289,872,892 abstentions from exercising the right to vote.

Item 6 on the agenda „Approval to purchase legal external consultancy, assistance and/or representation services related to joint ventures/joint operating agreements carried out by S.N.G.N. ROMGAZ S.A.”.

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

„Taking into account Request for approval no. 32416/01.08.2024, approves procurement of external legal consultancy, assistance and/or representation services related to joint ventures/joint operating agreements of S.N.G.N. ROMGAZ S.A.”.

3,455,792,044 votes were validly casted representing 89.66% from the total number of votes exercisable and 89.66% from the sharecapital of which:

- 3,455,792,044 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

398,427,956 votes were not casted representing 10.34% from the total number of votes exercisable.

Item 7 on the agenda „Report on certain significant transactions with affiliated parties concluded between S.N.G.N. ROMGAZ S.A. and banks during May 23, 2024 -July 29, 2024”

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

„Takes note takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with affiliated parties during May 23, 2024 and July 29, 2024 pursuant to art. 52, par. (3) of GEO 109/2011”.

3,455,792,044 votes were validly casted representing 89.66% from the total number of votes exercisable and 89.66% from the sharecapital of which:

- 3,455,792,044 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

398,427,956 votes were not casted representing 10.34% from the total number of votes exercisable.

Item 8 on the agenda „Report on some transactions concluded by S.N.G.N. ROMGAZ S.A. with other public companies during May - June 2024”

The resolution approved for item 8 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 enterprises during May - June 2024”.

3,455,205,544 votes were validly casted representing 89.65% from the total number of votes exercisable and 89.65% from the sharecapital of which:

- 3,455,205,544 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

399,014,456 votes were not casted representing 10.35% from the total number of votes exercisable of which 586,500 abstentions from exercising the right to vote.

Item 9 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 9 on the agenda is as follows:

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

3,455,792,044 votes were validly casted representing 89.66% from the total number of votes exercisable and 89.66% from the sharecapital of which:

- 3,455,792,044 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

398,427,956 votes were not casted representing 10.34% 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**