**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 29/30, 2025**

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 17, 2025**, 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 3,854,224,000 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 3,854,224,000 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 29, 2025, 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 30, 2025, 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 17, 2025**, as follows:

The draft resolution for item 1 on the agenda:

**„Approves the Consolidated Board of Directors' Report for the year 2024”.**

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

The draft resolution for item 2 on the agenda:

**„****Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2024”.**

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

The draft resolution for item 3 on the agenda:

**„Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2024”.**

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, 2024, 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, 2024, 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:

**Approves the distribution of net profit achieved by S.N.G.N. ROMGAZ S.A. in 2024, as follows:**

| **I** | **Indicators** | **Year 2024 (RON)** |
| --- | --- | --- |
| **0** | **1** | **2** |
| **A** | **Gross result of the financial year** | **3,497,095,808.98** |
| **B** | **Current income tax** | 449,143,970.00 |
| **C** | **Revenue from deferred income tax** | 42,745,020.63 |
| **C.1** | **Deferred income tax** | 0.00 |
| **D** | **Net result of the financial year [A-B+C-C.1], (accounting profit after corporate income tax deduction), including:** | **3,090,696,859.61** |
| **a** | **Legal reserves** | 174,854,790.00 |
| **b** | **Other reserves representing fiscal facilities provided by law (Law no. 227/2015 - Article 22)** | 43,754,915.46 |
| **c** | **Coverage of accounting losses from previous years (in accordance with Article 1, paragraph (1), c) of GO no. 64/2001)** |  |
| **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)** |  |
| **d** | **Other distributions as provided by special laws** |  |
| **E** | **Remaining net profit to be distributed (D-a-b-c-c1-d)** | **2,872,087,154.15** |
| **e** | **Employees’ participation to profit (in accordance with Article 1, paragraph (1), e) of GO no. 64/2001)** | 46,938,504.00 |
| **f** | **Dividends due to shareholders (approx. 50.01% of net profit to be distributed) [E+e]\*50.01%** | **583,914,936.00** |
|  | **f1) – dividends to the state budget** | 408,781,966.20 |
|  | **f2) – dividends to other shareholders** | 175,132,969.80 |
|  | **- dividend/share (RON/share)** | 0.1515 |
| **g** | **Profit for setting up reserves for financing major investment projects or for investments of national interest or for financing subsidiaries making such investments (90%-20%),** according to Art. **2^4 of G.O. 64/2001** | 875,679,692.80 |
| **h** | **Profit for own financing sources [E-f-g]** | **1,412,492,525.35** |
| **\*** | **TOTAL DISTRIBUTIONS [a+b+c+c1+d+f+g+h]** | **3,090,696,859.61** |

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

The draft resolution for item 7 on the agenda:

**„Approves the gross dividend of RON** **0.1515 per share, distributed from the net profit achieved in 2024”.**

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

The draft resolution for item 8 on the agenda:

**„Approves the** **distribution of retained earnings of RON 104,495,678.6, representing retained earnings from correction of accounting errors and the value of fixed assets depreciation and the value of fixed assets and of investment projects abandoned in the reporting year financed from “expenditure quota required for development and modernisation of natural gas production” in line with Government Ordinance No. 168/1998, as subsequently amended and supplemented, as follows:**

1. **RON 20,427,387.2 as dividends, representing approximately 20.33% of the total value, dividend per share of RON 0.0053;**
2. **RON 50,005,344.2 for own financing sources;**
3. **RON 30,062,947.2 for setting up reserves for financing major investment projects or projects of national interest or for financing subsidiaries that make such investments”.**

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

The draft resolution for item 9 on the agenda:

**„Approves the gross dividend of RON 0.0053 per share, distributed from retained earnings”.**

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

The draft resolution for item 10 on the agenda:

**„Approves the total gross dividend per share in amount of RON 0.1568, out of which RON 0.1515 per share related to the 2024 result and RON 0.0053 per share related to retained earnings”.**

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

The draft resolution for item 11 on the agenda:

**„****Establishes July 25, 2025 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 46,938,504”.**

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

The draft resolution for item 13 on the agenda:

**„Takes note of the 2024 Annual Financial Report 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 2024”.**

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

The draft resolution for item 15 on the agenda:

**„Takes note of the Consolidated Report on payments to governments for 2024”.**

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

The draft resolution for item 16 on the agenda:

**„Approves the maximum amount insured related to the professional liability insurance (namely the extent of the indemnity per event and in aggregate, for Board members and officers) at a maximum amount of indemnity per event and annual aggregate of EUR 20,000,000, an element to be determined prior to the initiation of the procurement procedure in compliance with the conditions and limits described in the Request for approval no. 12349/27.03.2025”.**

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

The draft resolution for item 17 on the agenda:

**„Ordinary General Shareholder Meeting:**

1. **ratifies/approves Natural Gas Sale Contract no. PET 7/2025 with Societatea Electrocentrale Bucureşti S.A.;**
2. **ratifies Natural Gas Sale Contract no. VG 8/2025 with Societatea Electrocentrale Bucureşti S.A.”.**

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

The draft resolution for item 18 on the agenda:

**„In consideration of the Request for approval no. 12208/27.03.2025, approves the procurement of external legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A. in connection with the acquisitions of assets contributing to AZOMURES production activity”.**

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

The draft resolution for item 19 on the agenda:

**„In consideration of the** **Request for approval no. 12207/27.03.2025, approves the procurement of legal assistance, consultancy and/or representation services for** **S.N.G.N. ROMGAZ S.A. in connection with the acquisitions of a share/asset package/business transfer from a company operating in the renewable energy field”.**

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

The draft resolution for item 20 on the agenda:

**„In consideration of the Request for approval no. 12328/27.03.2025, approves the procurement of legal assistance, consultancy and/or representation services for S.N.G.N. ROMGAZ S.A. to access funding in form of bond issuance, the following two tranches according to Romgaz EMTN Program”.**

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

The draft resolution for item 21 on the agenda:

**„Takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with banks controlled by Romanian State parties** **during February 26, 2025, and March 25, 2025, pursuant to art. 52, par. (3) of GEO no. 109/2011”.**

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

The draft resolution for item 22 on the agenda:

**„Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during March 2025”.**

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

The draft resolution for item 23 on the agenda:

**„Establishes July 4, 2025, 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”.**

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

The draft resolution for item 24 on the agenda:

**„Establishes July 3, 2025, 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 25 on the agenda:

**„Authorizes 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 30, 2025, 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 29, 2025, 1:00 pm** (Romania time);
* the deadline for registering the special power of attorney at the Company is **April 27, 2025, 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)