

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. on June 30, 2025

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 J2001000392326, 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 June 30, 2025, 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: 3,854,224,000
Total number of votes exercisable: 3,854,224,000

B. Voting results of OGMS on June 30, 2025

Item 1 on the agenda „Appointment of one interim member of the Board of Directors”.

The draft resolution for item 1 on the agenda „Mrs. Luminita Gherendi is appointed interim board member of S.N.G.N. ROMGAZ S.A.” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

596,794,118 votes were validly casted representing 15.48% from the total number of votes exercisable and 15.48% from the sharecapital of which:

- 72,796,292 votes “for” representing 12.20% from the total votes validly casted;
- 523,997,826 votes “against” representing 87.80% from the total votes validly casted.

3,257,425,882 votes were not casted representing 84.52% from the total number of votes exercisable of which 212,081,311 abstentions from exercising the right to vote.

Item 2 on the agenda „Set the mandate term of interim member of the Board of Directors”.

The draft resolution for item 2 on the agenda „The newly appointed board member shall exercise the mandate as of the date of this resolution until September 13, 2025” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

596,794,118 votes were validly casted representing 15.48% from the total number of votes exercisable and 15.48% from the sharecapital of which:

- 211,663,440 votes “for” representing 35.47% from the total votes validly casted;
- 385,130,528 votes “against” representing 64.53% from the total votes validly casted.

3,257,425,882 votes were not casted representing 84.52% from the total number of votes exercisable of which 212,081,311 abstentions from exercising the right to vote.

Item 3 on the agenda „Set the fixed gross monthly allowance of interim member of the Board of Directors”.

The draft resolution for item 3 on the agenda „Sets the gross monthly allowance of the newly appointed interim board member, in the amount established in line with the Resolution of S.N.G.N. ROMGAZ S.A. Ordinary General Meeting of Shareholders No. 5 of March 14, 2023” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

596,794,118 votes were validly casted representing 15.48% from the total number of votes exercisable and 15.48% from the sharecapital of which:

- 130,867,267 votes “for” representing 21.93% from the total votes validly casted;
- 465,926,851 votes “against” representing 78.07% from the total votes validly casted.

3,257,425,882 votes were not casted representing 84.52% from the total number of votes exercisable of which 212,081,311 abstentions from exercising the right to vote.

Item 4 on the agenda „Approve the form and content of the mandate contract to be concluded with the interim member of the Board of Directors”.

The draft resolution for item 4 on the agenda „Approves the form and content of the mandate contract to be concluded with the newly appointed board member, according to the attached template” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

596,794,118 votes were validly casted representing 15.48% from the total number of votes exercisable and 15.48% from the sharecapital of which:

- 130,867,267 votes “for” representing 21.93% from the total votes validly casted;
- 465,926,851 votes “against” representing 78.07% from the total votes validly casted.

3,257,425,882 votes were not casted representing 84.52% from the total number of votes exercisable of which 212,081,311 abstentions from exercising the right to vote.

Item 5 on the agenda „Authorize the representative of the Ministry of Energy in the OGMS to sign, for and on behalf of the S.N.G.N. ROMGAZ S.A., the mandate contract of the interim member of the Board of Directors”.

The draft resolution for item 5 on the agenda „Authorises the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign, for and on behalf of S.N.G.N. ROMGAZ S.A. the mandate contract with the newly appointed board member” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

596,794,118 votes were validly casted representing 15.48% from the total number of votes exercisable and 15.48% from the sharecapital of which:

- 130,867,267 votes “for” representing 21.93% from the total votes validly casted;
- 465,926,851 votes “against” representing 78.07% from the total votes validly casted.

3,257,425,882 votes were not casted representing 84.52% from the total number of votes exercisable of which 212,081,311 abstentions from exercising the right to vote.

Item 6 on the agenda „Approve the key financial and non-financial performance indicators of Officers and non-executive members of the Board of Directors resulting from the Governance Plan of S.N.G.N ROMGAZ S.A., in accordance with the minimum level established for the company pursuant to the Annex to the Order no. 651/2024 of the President of AMEPIP, and which shall form an annex to the mandate contracts of Officers and members of the Board of Directors of S.N.G.N ROMGAZ S.A.”.

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

„Approves the key financial and non-financial performance indicators of the Officers and non-executive members of the Board of Directors resulting from the Governance Plan of S.N.G.N Romgaz S.A., in accordance with the minimum level established for the company pursuant to the Annex to the Order no. 651/2024 of the President of AMEPIP, and which shall form an annex to the mandate contracts of the Officers and members of the Board of Directors of S.N. G.N ROMGAZ S.A.”.

808,192,548 votes were validly casted representing 20.97% from the total number of votes exercisable and 20.97% from the sharecapital of which:

- 746,836,395 votes “for” representing 92.41% from the total votes validly casted;
- 61,356,153 votes “against” representing 7.59% from the total votes validly casted.

3,046,027,452 votes were not casted representing 79.03% from the total number of votes exercisable of which 682,881 abstentions from exercising the right to vote.

The draft resolution **„Does not approve the key financial and non-financial performance indicators of the Officers and non-executive members of the Board of Directors resulting from the Governance Plan of S.N.G.N Romgaz S.A., in accordance with the minimum level established for the company pursuant to the Annex to the Order no. 651/2024 of the President of AMEPIP, and which shall form an annex to the mandate contracts of the Officers and members of the Board of Directors of S.N. G.N ROMGAZ S.A.”** was not adopted, because it did not obtain the majority of validly cast votes for adoption.

612,104,954 votes were validly casted representing 15.88% from the total number of votes exercisable and 15.88% from the sharecapital of which:

- 62,039,184 votes “for” representing 10.14% from the total votes validly casted;
- 550,065,770 votes “against” representing 89.86% from the total votes validly casted.

3,242,115,046 votes were not casted representing 84.12% from the total number of votes exercisable of which 175,668,202 abstentions from exercising the right to vote.

Item 7 on the agenda „Approve the addendum to the mandate contract to be concluded with the members of the Board of Directors in the form and content proposed by the Ministry of Energy”

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

„Approves the addendum to the mandate contract to be concluded with the members of the Board of Directors in the form and content proposed by the Ministry of Energy”.

808,875,429 votes were validly casted representing 20.99% from the total number of votes exercisable and 20.99% from the sharecapital of which:

- 516,626,541 votes “for” representing 63.87% from the total votes validly casted;
- 292,248,888 votes “against” representing 36.13% from the total votes validly casted.

3,045,344,571 votes were not casted representing 79.01% from the total number of votes exercisable.

The draft resolution „Does not approve the addendum to the mandate contract to be concluded with the members of the Board of Directors in the form and content proposed by the Ministry of Energy” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

612,104,954 votes were validly casted representing 15.88% from the total number of votes exercisable and 15.88% from the sharecapital of which:

- 292,249,038 votes “for” representing 47.74% from the total votes validly casted;
- 319,855,916 votes “against” representing 52.26% from the total votes validly casted.

3,242,115,196 votes were not casted representing 84.12% from the total number of votes exercisable of which 175,668,202 abstentions from exercising the right to vote.

Item 8 on the agenda „Approve the mandate of the representative of the Romanian State shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the addendum to the mandate contract with the members of the Board of Directors”.

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

„Approves the mandating of the representative of the Romanian State shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the addendum to the mandate contract with the members of the Board of Directors”.

808,192,548 votes were validly casted representing 20.97% from the total number of votes exercisable and 20.97% from the sharecapital of which:

- 516,626,541 votes “for” representing 63.92% from the total votes validly casted;
- 291,566,007 votes “against” representing 36.08% from the total votes validly casted.

3,046,027,452 votes were not casted representing 79.03% from the total number of votes exercisable of which 682,881 abstentions from exercising the right to vote.

The draft resolution „Does not approve the the mandating of the representative of the Romanian State shareholder through the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign the addendum to the mandate contract with the members of the Board of Directors” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

612,127,274 votes were validly casted representing 15.88% from the total number of votes exercisable and 15.88% from the sharecapital of which:

- 292,271,358 votes “for” representing 47.75% from the total votes validly casted;
- 319,855,916 votes “against” representing 52.25% from the total votes validly casted.

3,242,092,726 votes were not casted representing 84.12% from the total number of votes exercisable of which 175,645,882 abstentions from exercising the right to vote.

Item 9 on the agenda „Approve the integral component of the selection plan for vacant positions of members in the Board of Directors of S.N.G.N ROMGAZ S.A.”.

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

„Approves the Integral Component of the selection plan for vacant positions of members in the Board of Directors of S.N.G.N ROMGAZ S.A.”.

778,692,581 votes were validly casted representing 20.20% from the total number of votes exercisable and 20.20% from the sharecapital of which:

- 775,644,529 votes “for” representing 99.61% from the total votes validly casted;
- 3,048,052 votes “against” representing 0.39% from the total votes validly casted.

3,075,527,419 votes were not casted representing 79.80% from the total number of votes exercisable of which 30,182,848 abstentions from exercising the right to vote.

The draft resolution „Does not approve the Integral Component of the selection plan for vacant positions of members in the Board of Directors of S.N.G.N ROMGAZ S.A.” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

501,830,984 votes were validly casted representing 13.02% from the total number of votes exercisable and 13.02% from the sharecapital of which:

- 3,731,083 votes “for” representing 0.74% from the total votes validly casted;
- 498,099,901 votes “against” representing 99.26% from the total votes validly casted.

3,352,389,016 votes were not casted representing 86.98% from the total number of votes exercisable of which 205,145,849 abstentions from exercising the right to vote.

Item 10 on the agenda „Approve the conclusion of a natural gas sales contract with the ELECTROCENTRALE București S.A. Company”.

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

„Approves the conclusion of the Gas Sale Contract no. VG19/2025 with Societatea ELECTROCENTRALE București S.A.”.

808,875,429 votes were validly casted representing 20.99% from the total number of votes exercisable and 20.99% from the sharecapital of which:

- 808,875,429 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

3,045,344,571 votes were not casted representing 79.01% from the total number of votes exercisable.

Item 11 on the agenda „Authorize the Chairman of the Board of Directors of S.N.G.N ROMGAZ S.A. to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfil all and any of the formalities required by law for the registration and ensuring the enforceability against third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person may delegate to other persons the mandate regarding the fulfilment of the aforementioned formalities”.

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

„Approves the authorization of the Chairman of the Board of Directors of S.N.G.N ROMGAZ S.A. to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfill all and any of the formalities required by law for the registration and ensuring the enforceability against third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person may delegate to other persons the mandate regarding the fulfillment of the aforementioned formalities”.

808,875,429 votes were validly casted representing 20.99% from the total number of votes exercisable and 20.99% from the sharecapital of which:

- 808,875,429 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

3,045,344,571 votes were not casted representing 79.01% from the total number of votes exercisable.

The draft resolution „Does not approve the authorization of the Chairman of the Board of Directors of S.N.G.N Romgaz S.A. to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfill all and any of the formalities required by law for the registration and ensuring the enforceability against third parties of the Resolution adopted by the Ordinary General Meeting of Shareholders. The authorized person may delegate to other persons the mandate regarding the fulfillment of the aforementioned formalities” was not adopted, because it did not obtain the majority of validly cast votes for adoption.

531,308,631 votes were validly casted representing 13.79% from the total number of votes exercisable and 13.79% from the sharecapital of which:

- 150 votes “for” representing 0% from the total votes validly casted;
- 531,308,481 votes “against” representing 100% from the total votes validly casted.

3,322,911,369 votes were not casted representing 86.21% from the total number of votes exercisable of which 175,668,202 abstentions from exercising the right to vote.

Item 12 on the agenda „Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”.

The resolution approved for item 12 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”.

808,875,429 votes were validly casted representing 20.99% from the total number of votes exercisable and 20.99% from the sharecapital of which:

- 808,875,429 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

3,045,344,571 votes were not casted representing 79.01% from the total number of votes exercisable.

**Chairman of the meeting
Dumitru Chisăliță**

**Secretary of the meeting
Munteanu Nicolae**

Technical secretary
Anca Antal