

**RESOLUTION NO. 7/April 26, 2023****of the Ordinary General Meeting of Shareholders  
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Mediaș, 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**

On April 26, 2023, 1:00 pm (Romania time), the shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., (hereinafter referred to as “the Company” or “ROMGAZ”) have joined at the Ordinary General Meeting of Shareholders („OGMS”) of „ROMGAZ” at its first convening, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, the OGMS being opened by its Chairman, Ms. Elena Lorena Stoian, as director of the company, authorised by Board of Directors Resolution no. 50 from April 25, 2023 to exercise the duties of the Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., for the Ordinary General Meeting of Shareholders on April 26, 2023.

In accordance with article 129 of Law no. 31/1990, „ROMGAZ” shareholders appoint Ms. Craita Bucheru as OGMS secretary.

Further to the debates, “ROMGAZ” shareholders, issues the following:

**RESOLUTION****Article 1**

Takes note of the Consolidated Board of Directors’ Report on the activity performed in 2022.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

**Article 2**

Takes note of the 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, 2022.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

**Article 3**

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, 2022.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### Article 4

Approves the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2022 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### Article 5

Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2022 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### Article 6

Approves the distribution of net profit achieved by S.N.G.N. "ROMGAZ"- S.A. in 2022, as follows:

I	Indicators	Year 2022 (RON)
0	1	3
<b>A.</b>	<b>Gross result of the financial year</b>	<b>3,121,128,038.94</b>
<b>B.</b>	Current income tax	520,954,180.00
<b>B.1</b>	Specific activities tax	23,719.00
<b>C.</b>	Revenue from deferred income tax	1,847,115.36
<b>C.1</b>	Deferred income tax	70,051,840.90
<b>D.</b>	<b>Net result of the financial year [A-B-B1+C-C.1], (accounting profit after profit tax), including:</b>	<b>2,531,945,414.40</b>
<b>a)</b>	Legal reserves	-
<b>b)</b>	Other reserves representing fiscal facilities provided by law (Law no. 227/2015 - Article 22)	31,826,789.00
<b>c)</b>	Coverage of losses in retained earnings (in accordance with Article 1, paragraph (1), c) of GO no. 64/2001)	-
<b>c1)</b>	Establishing own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c <sup>1</sup> of GO no. 64/2001)	-
<b>d)</b>	Other distributions as provided by special laws	-
<b>E.</b>	<b>Remaining net profit to be distributed (D-a-b-c-c1-d)</b>	<b>2,500,118,625.40</b>
<b>e)</b>	Employees' participation to profit (in accordance with Article 1, paragraph (1), e) of GO no. 64/2001)	38,093,584.00
<b>f)</b>	<b>Dividends due to shareholders (approx. 50.11% of net profit to be distributed) [E+e]*50.11%</b>	<b>1,271,893,920.00</b>
	f1) – dividends to the state budget	890,416,164.00
	f2) – dividends to other shareholders	381,477,756.00
	- dividend/share (RON/share)	3.30
<b>g)</b>	<b>Profit for establishing own financing sources [E-f]</b>	<b>1,228,224,705.40</b>
<b>*</b>	<b>TOTAL DISTRIBUTIONS [b+f+g]</b>	<b>2,531,945,414.40</b>

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 7**

Approves the gross dividend of RON 3.30 per share, distributed from the net profit achieved in 2022.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 8**

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 46,250,688.00 as dividends, representing approximately 53.22% of the total value, the dividend/share being RON 0.12;
- b) RON 40,649,743.92 for own financing sources.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 9**

Approves the gross dividend of RON 0.12 per share, distributed from retained earnings.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 10**

Approves the total gross dividend per share in amount of RON 3.42, out of which RON 3.30 per share related to the 2022 result and RON 0.12 per share related to retained earnings.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 11**

Establishes July 27, 2023 as Payment Day, for payment of dividends due to shareholders.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 12**

Approves the employees' participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 38,093,584.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 13**

Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2022.

*The resolution was approved with 325,147,308 votes representing 84.3613% from the sharecapital and 99.2996% from the total votes validly casted.*

#### **Article 14**

Approves the budgetary discharge of the Board members for the financial year 2022.

*The resolution was approved with 341,351,142 votes representing 88.5655% from the sharecapital and 99.7120% from the total votes validly casted.*

**Article 15**

Takes note of the Report on payments made to governments in 2022.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

**Article 16**

Establishes July 6, 2023 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.

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

**Article 17**

Establishes July 5, 2023 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 was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

**Article 18**

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

*The resolution was approved with 342,551,179 votes representing 88.8768% from the sharecapital and 100% from the total votes validly casted.*

This document was drafted on April 26, 2023, in 4 (four) copies.

**CHAIRMAN OF THE MEETING  
ELENA LORENA STOIAN**

**SECRETARY OF THE MEETING  
CRAITA BUCHERU**