

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on April 26, 2023

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 Mediaș, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of lei 385,422,400, divided in 385,422,400 registered shares, with a nominal value of leu 1 per each share (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 April 26, 2023, 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 385,422,400
Nominal value per share: leu 1
Voting right per share: 1
Type of share: registered shares

Total number of shares: 385,422,400
Voting shares: 385,422,400
Total number of votes exercisable: 385,422,400

B. Voting results of OGMS on April 26, 2023

Item 1 on the agenda „Consolidated Board of Directors’ Report on the activity performed in 2022”

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

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

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 2 on the agenda „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 approved for item 2 on the agenda is as follows:

„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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 3 on the agenda „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 approved for item 3 on the agenda is as follows:

„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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 4 on the agenda „Approve 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 approved for item 4 on the agenda is as follows:

„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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 5 on the agenda „Approve 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 approved for item 5 on the agenda is as follows:

„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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 6 on the agenda „Approve the net profit distribution for 2022”

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

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
A.	Gross result of the financial year	3,121,128,038.94
B.	Current income tax	520,954,180.00
B.1	Specific activities tax	23,719.00
C.	Revenue from deferred income tax	1,847,115.36
C.1	Deferred income tax	70,051,840.90
D.	Net result of the financial year [A-B-B1+C-C.1], (accounting profit after profit tax), including:	2,531,945,414.40
a)	Legal reserves	-
b)	Other reserves representing fiscal facilities provided by law (Law no. 227/2015 - Article 22)	31,826,789.00
c)	Coverage of losses in retained earnings (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)	2,500,118,625.40
e)	Employees’ participation to profit (in accordance with Article 1, paragraph (1), e) of GO no. 64/2001)	38,093,584.00
f)	Dividends due to shareholders (approx. 50.11% of net profit to be distributed) [E+e]*50.11%	1,271,893,920.00
	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
g)	Profit for establishing own financing sources [E-f]	1,228,224,705.40
*	TOTAL DISTRIBUTIONS [b+f+g]	2,531,945,414.40

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- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 7 on the agenda „Approve the gross dividend per share distributed from the net profit achieved in 2022”

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

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

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 8 on the agenda „Approve distribution of amounts from retained earnings related to assets financed from the development quota”

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

„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”.**

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- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 9 on the agenda „Approve the gross dividend per share distributed from retained earnings”

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

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

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 10 on the agenda „Approve the total gross dividend per share distributed from the 2022 net profit and retained earnings”

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

„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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

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- 0 votes "against" representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 11 on the agenda „Establish July 27, 2023 as payment day, for payment of dividends due to shareholders”

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

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

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes "for" representing 100% from the total votes validly casted;
- 0 votes "against" representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 12 on the agenda „Approve the employees’ participation to profit, in accordance with the provisions of Government Ordinance no. 64/2001”

The resolution approved for item 12 on the agenda is as follows:

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

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:

- 342,551,179 votes "for" representing 100% from the total votes validly casted;
- 0 votes "against" representing 0% from the total votes validly casted.

42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 13 on the agenda „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 approved for item 13 on the agenda is as follows:

„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”.

327,440,742 votes were validly casted representing 84.9563% from the sharecapital of which:

- 325,147,308 votes "for" representing 99.2996% from the total votes validly casted;
- 2,293,434 votes "against" representing 0.7004% from the total votes validly casted.

57,981,658 votes were not casted representing 15.0437% from the sharecapital of which 15,110,437 abstentions from exercising the right to vote.

Item 14 on the agenda „Approve the budgetary discharge of the BoD members for financial year 2022”

The resolution approved for item 14 on the agenda is as follows:

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

342,336,995 votes were validly casted representing 88.8213% from the sharecapital of which:
- 341,351,142 votes “for” representing 99.7120% from the total votes validly casted;
- 985,853 votes “against” representing 0.2880% from the total votes validly casted.
43,085,405 votes were not casted representing 11.1787% from the sharecapital of which
214,184 abstentions from exercising the right to vote.

Item 15 on the agenda „Report on payments made to governments in 2022”

The resolution approved for item 15 on the agenda is as follows:
„Takes note of the Report on payments made to governments in 2022”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:
- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.
42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 16 on the agenda „Establish July 6, 2023 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”

The resolution approved for item 16 on the agenda is as follows:
„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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:
- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.
42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 17 on the agenda „Establish 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 approved for item 17 on the agenda is as follows:
„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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:
- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.
42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Item 18 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 18 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”.

342,551,179 votes were validly casted representing 88.8768% from the sharecapital of which:
- 342,551,179 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.
42,871,221 votes were not casted representing 11.1232% from the sharecapital.

Chairman of the meeting
Elena Lorena Stoian

Secretary of the meeting
Craita Bucheru

Technical secretary
Anca Antal