

**RESOLUTION NO. 17/December 18, 2023**

**of the Extraordinary General Meeting of Shareholders  
Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A.**

**Registered office: Medias, 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**

The Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of December 18, 2023, 2:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, issues the following:

**R E S O L U T I O N**

**Article 1**

Approves the S.N.G.N. Romgaz S.A. share capital increase in the amount of RON 3,468,801,600 by issuing 3,468,801,600 shares with a nominal value of RON 1/share, each shareholder registered on the Registration Date being entitled to 9 pro bono shares for each share held. The total amount of share capital shall be increased from the current amount of RON 385,422,400 to RON 3,854,224,000. The share capital increase shall be made to support the current activity of the Company.

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

**Article 2**

Approves the incorporation into the share capital of the amount of RON 3,468,801,600 representing reserves for own sources of financing.

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

**Article 3**

Approves S.N.G.N. Romgaz S.A. Articles of Incorporation amendment as follows:

*„Art. 6 - Share capital*

- (1) ROMGAZ S.A. share capital is of RON 3,854,224,000, being subscribed and paid in full.*
- (2) the share capital is divided into 3,854,224,000 shares, each share having a nominal value of RON 1.*

(3) *The Romanian State holds 2,698,230,800 shares.*

(4) *The rights of the Romanian State, in its capacity as shareholder of ROMGAZ S.A., are exercised through the Ministry of Energy.*

(5) *A total of 1,155,993,200 shares are held by natural and legal persons, Romanian and foreign, other than the Romanian State.*

#### **Art. 7 - Increase and reduction of share capital**

*(1) The share capital may be increased by issuing new shares or by increasing the nominal value of existing shares in exchange for new contributions in cash and/or in kind. New shares may also be released by incorporation of reserves, with the exception of statutory reserves and profits or share premiums, or by offsetting liquid and payable claims on the company against shares of the company”.*

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 4**

Authorizes Mr. Răzvan Popescu, as Chief Executive Officer, to carry out the necessary formalities for implementing the share capital increase, to draw up and sign any and all documents required for this purpose, including for the signing of the updated Articles of Incorporation, in order to comply with the disclosure requirements provided for by Law no. 31/1990 on companies, republished, as subsequently amended and supplemented.

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 5**

Approves 28 May 2024 as an ex-date.

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 6**

Approves 29 May 2024 as the date of registration of the shareholders on whom the effects of the Extraordinary General Meeting of Shareholders' Decision will be passed.

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

#### **Article 7**

Approves 30 May 2024 as the date of payment of the bonus shares.

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

**Article 8**

Authorizes the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders.

*The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.*

This document was drafted on December 18, 2023, in 4 (four) copies.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
DAN DRAGOȘ DRĂGAN**

**SECRETARY OF THE MEETING  
CLAUDIU - AURELIAN POPA**