



RESOLUTION NO. 10/July 1, 2024

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 July 1, 2024, 2:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

R E S O L U T I O N

Article 1

Approves of (i) a corporate notes (the "Notes") issuance programme (the "Programme") and (ii) one or more issuances and offerings of Notes to be carried out under the Programme (the "Offerings", each an "Offering"), with the Programme having the following general characteristics:

- maximum aggregate principal amount of the Notes issued under the Programme: EUR 1,500,000,000 (or equivalent of this amount in any other currency);
- maximum initial maturity of Notes issued under the Programme: 7 years;
- the Notes will be unsecured, non-convertible, governed by any applicable law and may be issued in any form and type;
- currency of the issuance of Notes under the Programme: EUR and/or RON and/or any other currency;
- interest applicable to the Notes issued under the Programme shall be fixed or variable, or any other type of interest, depending on market conditions; Notes can also be issued with or without discount;
- coupon frequency: annual, semi-annual or quarterly or any other frequency.

The Board of Directors having full authority to determine the terms and conditions of the Programme and of any Offering, as set out in art. 4.

Article 2

Approval of the inaugural issuance and offer of notes under the Programme during 2024 for an amount of up to EUR 500,000,000 (or equivalent in RON or in other currency) ("Inaugural Offering") and the authorisation of the Board of Directors to determine the other terms and conditions of the issuance, including its final terms, depending on market conditions and in accordance with art. 4.

romgaz.ro

Societatea Națională
de Gaze Naturale
Romgaz S.A.

T: 004-0374 – 401020
F: 004-0269-846901
E: secretariat@romgaz.ro

551130, Medias
Piața C.I. Motaș, nr.4
Jud. Sibiu – România

Capital social: 385.422.400 lei
CIF: RO 14056826
Nr.ord.reg.com: J32/392/2001

Article 3

Approval of the undertaking by the S.N.G.N. Romgaz S.A. of all necessary, useful and / or appropriate actions and formalities for the admission to trading of the Programme and of the Notes issued under the Programme on the Luxembourg Stock Exchange and/or on the Bucharest Stock Exchange and/or any other regulated market and/or trading venue located in the European Union (the "Listings" and each of them the "Listing").

Article 4

Authorizes of the Board of Directors of the S.N.G.N. Romgaz S.A., with the possibility of subdelegation:

- a) To issue any resolution, decision and carry out any necessary, desirable and/or appropriate acts and deeds for implementing the resolutions to be adopted by the Extraordinary General Meeting of Shareholders, including, but not limited to, establishment and approval of the terms and conditions of the Programme, the Notes and form and type thereof, any Offering, as well as any Listing (the Board of Directors shall have full discretion regarding the adoption of any decision on the Programme, the Notes, the Offerings, and the Listings), ensuring drafting, the approval and publication of the base prospectus or any supplement thereto and approving the type of Offering, the issue amount, the issuance price according to market conditions, and any other final terms and conditions of the Inaugural Offering, and any other Offerings under the Programme, the contractual terms, issuance, drawdown, early redemption, interest/coupon, maturity, fees and charges, type of investors to whom any Offering will be addressed, as well as approval of any documents related to the Programme, the Inaugural Offering, the Notes, any other Offering, and any Listing (including the approval of the venue or exchange for a Listing), appointment of any arrangers, dealers, bookrunners, managers and any other intermediaries under the Programme and/or Inaugural Offering or any Offering, and approval of any agreements with such dealers, bookrunners, managers and any other intermediaries, fulfilling any necessary legal acts and deeds, to the extent that they comply with the related resolutions of the Extraordinary General Meeting of Shareholders, as well as carrying out all necessary, desirable and/or appropriate actions and formalities for the purpose of any Listing; and
- b) To approve any agreements and/or arrangements regarding the Programme, the Notes issued under the Programme, the Inaugural Offering and any other Offering and any Listing, or any other arrangements, prospectuses, offering documents, commitments, any agreements for subscription, sale, agency/payment, trust, certificates, affidavits, registers, notices, addenda and any other acts and/or documents necessary, useful and/or appropriate, to fulfil any formalities and to authorize and/or perform any other actions necessary to give full effect to the Programme, the Inaugural Offering, any other Offering, and any Listing, and to further empower and authorise representatives of the Company to sign any such documents, to perform any such formalities and to perform any such actions.

Article 5

Authorizes the CEO and CFO of the S.N.G.N. Romgaz S.A., in the name and on behalf of the Company, with full power and authority, to sign any documents, to submit, to request the publication of the resolutions in the Official Gazette of Romania Part IV, to collect any documents, as well as to fulfil any necessary formalities before the Trade Register, as well as before any other authority, public institutions, legal or natural persons, as well as to perform any actions in order to comply with and ensure the opposability of the Extraordinary General Meeting of Shareholders' resolutions.

Article 6

Extraordinary General Meeting of Shareholders agrees with the amendments of S.N.G.N. Romgaz S.A. - Filiala de Înmagazinare Gaze Naturale Depogaz Ploiești S.R.L. Articles of Incorporation, as follows:

- 1.1. Approve to add at Art.2.1.- Scope of activity for the following secondary activities:
- NACE code 7211 - Research and experimental development on biotechnology;
 - NACE code 7219 - Other research and experimental development on natural sciences and engineering;
 - NACE code 7220 - Research and experimental development on social sciences and humanities;
 - NACE code 4222 - Works related to construction of telecommunications and electricity lines;
 - NACE code 4322 - Plumbing, heat and air-conditioning installation;
 - NACE code 3320 - Installation of industrial machinery and equipment and outfit;
 - NACE code 4299 - Works related to construction of other civil engineering projects not elsewhere classified;
 - NACE code 4329 - Other construction installation;
 - NACE code 4399 - Other specialised construction activities not elsewhere classified.

Article 7

Extraordinary General Meeting of Shareholders agrees with the approval of the updated version of the S.N.G.N. Romgaz S.A. - Filiala de Înmagazinare Gaze Naturale Depogaz Ploiești S.R.L. Articles of Incorporation to reflect the above mentioned amendments.

Article 8

Approves the resolution draft, attached to Report no. 22652/30.05.2024, to be signed by S.N.G.N. Romgaz S.A. legal representative.

Article 9

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

This document was drafted on July 1, 2024, in 4 (four) copies.

CHAIRMAN OF THE MEETING

SECRETARY OF THE MEETING