**SPECIAL POWER OF ATTORNEY**

**FOR INDIVIDUAL SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on **July 1/2, 2024**

I, the undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], (to be filled in with the first and last name of the individual shareholder), identified with identity card/ passport series [\_\_\_\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

shareholder on the Reference Date, i.e. **June 20, 2024**, of S.N.G.N. „ROMGAZ” - S.A., company managed under an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J32/392/2001, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 3,854,224,000 (the “**Company**”),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_\_\_\_\_\_% of the total 3,854,224,000 shares issued by the Company, which entitles me to a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_voting rights in the Extraordinary General Meeting of Shareholders, representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total 3,854,224,000 voting rights,

**hereby appoint:**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the appointed individual being granted this power of attorney), identified with identity card/ passport series [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], no. [\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the appointed legal person being granted this power of attorney), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative), identified with identity card/ passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**as my representative in the Extraordinary General Meeting of Shareholders of S.N.G.N. „ROMGAZ” - S.A. (hereinafter referred to as EGMS) to be held** **on July 1, 2024, 2:00 pm** (Romania time), at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, or, in the event that the EGMS of S.N.G.N. “ROMGAZ” - S.A is not held at the date of the first convening, at the date of the second convening of the EGMS of S.N.G.N. „ROMGAZ” - S.A., i.e. **July 2, 2024, 2:00 pm** (Romania time) to be held at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, **to exercise the voting rights pertaining to my holdings registered in the shareholders register as at the Reference Date**, **June 20, 2024**, as follows:

The draft resolution for item 1 on the agenda:

**„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”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 2 on the agenda:

**„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”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 3 on the agenda:

**„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")”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 4 on the agenda:

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

1. **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**
2. **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”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 5 on the agenda:

**„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”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 6 on the agenda:

**„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. **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”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 7 on the agenda:

**„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”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 8 on the agenda:

**„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”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 9 on the agenda:

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

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

This special power of attorney:

* is valid only for the EGMS it was requested for (having a single exception mentioned below), and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder;
* is also valid for the second convening of the same EGMS on **July 2, 2024, 2:00 pm** (Romania time) to be held at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, if the meeting does not meet the legal or statutory requirements for convening on **July 1, 2024, 2:00 pm** (Romania time);
* the deadline for registering the special power of attorney at the Company is **June 29, 2024, 12:00 pm** (Romania time);
* is made in 3 originals: one original is for the appointing shareholder, one original is for the appointed person and one original will be submitted to the Company’s headquarters;
* shall be signed on each page and dated by the appointing shareholder;
* all the sections shall be filled in by the appointing shareholder.

Date of the special power of attorney: [\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first and last name of the individual shareholder, legible, in capital letters)

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the signature of the individual shareholder)