**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on **September 11/12, 2024**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal person 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 of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

shareholder on the Reference Date, i.e. **August 30, 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 September 11, 2024, 1:00 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. **September 12, 2024, 1:00 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**, **August 30, 2024**, as follows:

The draft resolution for item 1 on the agenda:

**„The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. approves the delisting of global depositary receipts ("GDRs") issued by The Bank of New York Mellon ("BNYM"), admitted to listing on the standard segment of the Official List of the UK Financial Conduct Authority and admitted to trading on the London Stock Exchange's main market for financial instruments, having the following identification numbers and trading symbols, each GDR representing 1 underlying share issued by S.N.G.N. Romgaz S.A.:**

1. **ISIN for GDRs issued under Regulation S under the U.S. Securities Act: US83367U2050;**
2. **Trading symbol for GDRs issued under Regulation S under the U.S. Securities Act, on London Stock Exchange: SNGR;**
3. **ISIN for GDRs issued under Rule 144A under the U.S. Securities Act: US83367U1060;**
4. **Trading symbol GDR issued under Rule 144A under the U.S. Securities Act, on London Stock Exchange: SNG1;**

**as well as the subsequent termination of the GDRs program of S.N.G.N. Romgaz S.A.”.**

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

The draft resolution for item 2 on the agenda:

**„The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. empowers the Board of Directors of S.N.G.N. Romgaz S.A., with the possibility of sub-delegation, to:**

1. **determine the details of the delisting of the GDRs and the subsequent termination of the GDRs program of S.N.G.N. Romgaz S.A., including, but not limited to, determining the period during which GDR holders will be able to convert their GDRs into shares, the relevant aspects of the sale of the underlying shares in accordance with Regulation No 4/2013 after the delisting of the GDRs and the effective date of the delisting;**
2. **terminate the contractual relations between S.N.G.N. Romgaz S.A. and BNYM on the basis of the commitment letter dated November 12, 2021 and the related deposit agreement dated November 8, 2013, respectively;**
3. **undertake any action or formality necessary or useful to implement the mandate granted by this Resolution”.**

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

The draft resolution for item 3 on the agenda:

**„The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees to the amendment of the Amended and Restated Memorandum of Association of ROMGAZ BLACK SEA LIMITED:**

1. **increase of authorized capital of ROMGAZ BLACK SEA LIMITED from the amount of USD 11,620,000 to the amount of USD 1,600,000,000;**
2. **conversion of shares issued by ROMGAZ BLACK SEA LIMITED into a single class of common shares, namely class A, at a par value of USD 1/share;**

**pursuant to the amendment proposal presented in Annex 2 to document no. 33133/August 6, 2024”.**

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

The draft resolution for item 4 on the agenda:

**„The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees with S.C. Depomureș S.A. share capital increase by RON 45,000,000, contribution in cash, by issuance of 4,500,000 new registered shares, numbered from 30,001 to 4,530,000, with a nominal value of RON 10 for each share, where the issuing price amounts to RON 10/share. The newly issued shares will be offered for subscription to the existing shareholders of the Company, pro rata to their owned shares”.**

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

The draft resolution for item 5 on the agenda:

**„** **The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees with the amendment of Articles 8 and 10 of the Articles of Incorporation of S.C. Depomureș S.A. in accordance with the shareholders’ subscription following the Company’s share capital increase”.**

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

The draft resolution for item 6 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 **September 12, 2024, 1:00 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 **September 11, 2024, 1:00 pm** (Romania time);
* the deadline for registering the special power of attorney at the Company is **September 9, 2024, 11:00 am** (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: [\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)