



RESOLUTION NO. 12/September 11, 2024

of the Ordinary 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 Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. joined in the meeting, at its first convening, of September 11, 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:

RESOLUTION

Article 1

(1) Approves the extension of the period to make use of Loan Agreement No. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED, until May 31, 2027.

(2) S.N.G.N. ROMGAZ S.A. executive management will carry out all formalities and sign all documents/legal documents (the relationship with ROMGAZ BLACK SEA LIMITED included) required to extend the period of use of Loan Agreement No. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED and to replenish the amount of the agreement.

The resolution was approved with 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 2

(1) Approves the conversion of the balance in amount of RON 1,627,088,676, representing debts accrued by ROMGAZ BLACK SEA LIMITED on July 31, 2024 (principal and interest) on the basis of loan agreements to S.N.G.N. ROMGAZ S.A., into ROMGAZ BLACK SEA LIMITED shares.

(2) The conversion of the amount utilized from Loan Agreement no. 42805/September 21, 2023, on July 31, 2024, and of accrued interest on that date into RBSL shares is considered a reimbursement of the contracted loan, the RON 2.1 billion limit being thus replenished, and it can be utilized until May 31, 2027, if necessary.

romgaz.ro

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(3) S.N.G.N. ROMGAZ S.A. executive management will carry out all formalities and sign all documents/legal documents (the relationship with ROMGAZ BLACK SEA LIMITED included) required to convert the RON 1,627,088,676 balance representing debts accrued on July 31, 2024 (principal and interest) based on the loan agreements by ROMGAZ BLACK SEA LIMITED to S.N.G.N. ROMGAZ S.A. into ROMGAZ BLACK SEA LIMITED shares.

The resolution was approved with 3,455,205,544 votes representing 89.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 3

Approves the subscription by S.N.G.N. ROMGAZ S.A., of shares issued by ROMGAZ BLACK SEA LIMITED and payment of relating amounts up to the limit of the authorized share capital of ROMGAZ BLACK SEA LIMITED, with the approval of S.N.G.N. ROMGAZ S.A. Board of Directors, with the possibility to sub-delegate to S.N.G.N. ROMGAZ S.A. executive management.

The resolution was approved with 3,455,205,544 votes representing 89.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 4

Approves S.N.G.N. ROMGAZ S.A. to exercise its preferential right, pro rata to the shares owned in S.C. DEPOMUREȘ S.A. share capital, that is to subscribe 1,800,000 newly issued shares having a nominal value of RON 10, amounting to a total value of RON 18,000,000, contribution in cash, and payment in full, on the subscription date, of the price of shares subscribed under the capital increase of S.C. DEPOMUREȘ S.A..

The resolution was approved with 3,454,290,694 votes representing 89.62% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 5

In consideration of Request for approval no. 28443/08.07.2024, approves legal action to be taken against Mr. Adrian Constantin Volintiru to recover the amount of RON 412,889, representing the total net amount of reimbursements of rent and/or utilities from which a number of employees have benefited without legal grounds. At the same time, the General Meeting of Shareholders approves taking legal action against Mr. Adrian Constantin Volintiru by S.N.G.N. ROMGAZ S.A. own legal department.

The resolution was approved with 3,165,919,152 votes representing 82.14% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 6

Taking into account Request for approval no. 32416/01.08.2024, approves procurement of external legal consultancy, assistance and/or representation services related to joint ventures/joint operating agreements of S.N.G.N. ROMGAZ S.A..

The resolution was approved with 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 7

Takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with affiliated parties during May 23, 2024 and July 29, 2024 pursuant to art. 52, par. (3) of GEO 109/2011.

The resolution was approved with 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 8

Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during May - July 2024.

The resolution was approved with 3,455,205,544 votes representing 89.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 9

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

The resolution was approved with 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on September 11, 2024, in 4 (four) copies.

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

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