



Voting results

of the Extraordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. on September 11, 2024

In compliance with the provisions of art. 209 Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, S.N.G.N. Romgaz S.A. - a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, having its headquarters at Medias, 4 Constantin Motas Square, Sibiu County (hereinafter referred to as „ROMGAZ” or the „Company”), hereby announces the voting results of the Extraordinary General Meeting of Shareholders (hereinafter referred to as “EGMS”) held on September 11, 2024, on first meeting, under valid legal conditions, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, having the following:

A. Situation of shares and voting rights on the date of the EGMS

Share capital: lei 3,854,224,000
Nominal value per share: leu 1
Voting right per share: 1
Type of share: registered shares

Voting shares: 3,854,224,000
Total number of votes exercisable: 3,854,224,000

B. Voting results of EGMS on September 11, 2024

Item 1 on the agenda:

„Approve the delisting of global depository 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.:

- (i) ISIN for GDRs issued under Regulation S under the U.S. Securities Act: US83367U2050;
- (ii) Trading symbol for GDRs issued under Regulation S under the U.S. Securities Act, on London Stock Exchange: SNGR;
- (iii) ISIN for GDRs issued under Rule 144A under the U.S. Securities Act: US83367U1060;

(iv) 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.”.

The resolution approved for item 1 on the agenda is as follows:

„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.:

- (i) ISIN for GDRs issued under Regulation S under the U.S. Securities Act: US83367U2050;
 - (ii) Trading symbol for GDRs issued under Regulation S under the U.S. Securities Act, on London Stock Exchange: SNGR;
 - (iii) ISIN for GDRs issued under Rule 144A under the U.S. Securities Act: US83367U1060;
 - (iv) 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.”.

3,340,318,345 votes were validly casted representing 86.67% from the total number of votes exercisable and 86.67% from the sharecapital of which:

- 3,340,318,345 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

513,901,655 votes were not casted representing 13.33% from the total number of votes exercisable.

Item 2 on the agenda:

„Empower the Board of Directors of S.N.G.N. Romgaz S.A., with the possibility of sub-delegation, to:

- a) 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;
- b) to 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;
- c) to undertake any action or formality necessary or useful to implement the mandate granted by this Resolution”.

The resolution approved for item 2 on the agenda is as follows:

„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:

- a) 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;

- b) 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;
- c) undertake any action or formality necessary or useful to implement the mandate granted by this Resolution”.

3,340,318,345 votes were validly casted representing 86.67% from the total number of votes exercisable and 86.67% from the sharecapital of which:

- 3,340,318,345 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

513,901,655 votes were not casted representing 13.33% from the total number of votes exercisable.

Item 3 on the agenda:

„Agreement with the amendment and restated Memorandum of Association ROMGAZ BLACK SEA LIMITED.”

The resolution approved for item 3 on the agenda is as follows:

„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:

- a) 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;
- b) 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”.

3,339,731,845 votes were validly casted representing 86.65% from the total number of votes exercisable and 86.65% from the sharecapital of which:

- 3,339,731,845 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

514,488,155 votes were not casted representing 13.35% from the total number of votes exercisable of which 586,500 abstentions from exercising the right to vote.

Item 4 on the agenda:

„Agreement to increase of S.C. Depomureş S.A. share capital 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 resolution approved for item 4 on the agenda is as follows:

„The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees with S.C. Depomureş 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”.

3,340,318,345 votes were validly casted representing 86.67% from the total number of votes exercisable and 86.67% from the sharecapital of which:

- 3,340,318,345 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

513,901,655 votes were not casted representing 13.33% from the total number of votes exercisable.

Item 5 on the agenda:

„Agreement with the amendment of Articles 8 and 10 of the Articles of Incorporation of S.C. Depomureş S.A. in accordance with the shareholders’ subscription following the Company’s share capital increase”.

The resolution approved for item 5 on the agenda is as follows:

„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. Depomureş S.A. in accordance with the shareholders’ subscription following the Company’s share capital increase”.

3,339,731,845 votes were validly casted representing 86.65% from the total number of votes exercisable and 86.65% from the sharecapital of which:

- 3,339,731,845 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

514,488,155 votes were not casted representing 13.35% from the total number of votes exercisable of which 586,500 abstentions from exercising the right to vote.

Item 6 on the agenda:

„Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders”

The resolution approved for item 6 on the agenda is as follows:

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

3,340,318,345 votes were validly casted representing 86.67% from the total number of votes exercisable and 86.67% from the sharecapital of which:

- 3,340,318,345 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

513,901,655 votes were not casted representing 13.33% from the total number of votes exercisable.

**Chairman of the meeting
Dan Dragoş Drăgan**

**Secretary of the meeting
Claudiu-Aurelian Popa**

Technical secretary
Anca Antal