**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Ordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on **December 4/5, 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. **November 21, 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 Ordinary 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 Ordinary General Meeting of Shareholders of S.N.G.N. „ROMGAZ” - S.A. (hereinafter referred to as OGMS) to be held** **on December 4, 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 OGMS 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 OGMS of S.N.G.N. „ROMGAZ” - S.A., i.e. **December 5, 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**, **November 21, 2024**, as follows:

The draft resolution for item 1 on the agenda:

**„Approves the extension by one year of the Loan Facility Agreement no. 201812070225 concluded with Banca Comercială Română S.A. for issuing guarantee instruments in the form of letters of bank guarantee and irrevocable stand-by letters of credit up to a limit of RON 500,000,000”.**

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

The draft resolution for item 2 on the agenda:

**„Authorizes Mr. Răzvan Popescu, as Chief Executive Officer, and Mrs. Gabriela Trânbițaș, as Chief Financial Officer, to sign the Addendum to the Loan Facility Agreement no. 201812070225”.**

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

The draft resolution for item 3 on the agenda:

**„Authorizes the persons who have type I and II signing rights in Banca Comercială Română S.A. to sign the requests for issuing and modifying guarantee instruments under the facility granted by Banca Comercială Română S.A., as well as any other documents in connection with the loan agreement, irrespective of the form in which they are concluded, including but not limited to, addenda, requests for drawing/issuing/modifying”.**

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

The draft resolution for item 4 on the agenda:

**„Takes note takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with affiliated parties during July 30, 2024 and October 21, 2024 pursuant to art. 52, par. (3) of GEO 109/2011”.**

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

The draft resolution for item 5 on the agenda:

**„Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during June - October 2024”.**

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 Ordinary General Meeting of Shareholders”.**

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

This special power of attorney:

* is valid only for the OGMS 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 OGMS on **December 5, 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 **December 4, 2024, 1:00 pm** (Romania time);
* the deadline for registering the special power of attorney at the Company is **December 2, 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)