

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on September 9, 2021

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 Mediaș, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of lei 385,422,400, divided in 385,422,400 registered shares, with a nominal value of leu 1 per each share (hereinafter referred to as „ROMGAZ” or the „Company”), hereby announces the voting results of the Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”) held on September 9, 2021, 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 OGMS

Share capital: lei 385,422,400
Nominal value per share: leu 1
Voting right per share: 1
Type of share: registered shares

Total number of shares: 385,422,400
Voting shares: 385,422,400
Total number of votes exercisable: 385,422,400

At the at the first convening of the Ordinary General Meeting of Shareholders on September 9, 2021, 1:00 pm (Romania time), shareholders casted their vote, holding a number of 303,349,927 shares, representing 78.7058% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on August 26, 2021, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 78.7058% from the total voting rights.

B. Voting results of OGMS on September 9, 2021

Item 1 on the agenda „ Elect 7 (seven) interim board members”

The resolutions approved for item 1 on the agenda are as follows:

„Appoints Mr. Dan Dragoş Drăgan, as S.N.G.N. ROMGAZ S.A. interim board member”.

This resolution is approved with 283,063,427 votes representing 73.4424% from the sharecapital and 93.3125% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 283,063,427 votes “for” representing 93.3125% from the total votes validly casted,
- 4,770,860 votes “against” representing 1.5727% from the total votes validly casted,
- 15,515,640 votes “against” representing 5.1148% from the total votes validly casted.

„Appoints Mr. Sergiu George Niculescu, as S.N.G.N. ROMGAZ S.A. interim board member”.

This resolution is approved with 270,052,455 votes representing 70.0666% from the sharecapital and 89.0234% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 270,052,455 votes “for” representing 89.0234% from the total votes validly casted,
- 17,781,832 votes “against” representing 5.8618% from the total votes validly casted,
- 15,515,640 votes “against” representing 5.1148% from the total votes validly casted.

„Appoints Mr. Aristotel Marius Jude, as S.N.G.N. ROMGAZ S.A. interim board member”.

This resolution is approved with 291,010,807 votes representing 75.5044% from the sharecapital and 95.9324% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 291,010,807 votes “for” representing 95.9324% from the total votes validly casted,
- 12,339,120 votes “against” representing 4.0676% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted.

„Appoints Mr. Nicolae Bogdan Simescu, as S.N.G.N. ROMGAZ S.A. interim board member”.

This resolution is approved with 298,579,067 votes representing 77.4680% from the sharecapital and 98.4237% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 298,579,067 votes “for” representing 98.4237% from the total votes validly casted,
- 4,770,860 votes “against” representing 1.5727% from the total votes validly casted,
- 15,515,640 votes “against” representing 5.1148% from the total votes validly casted.

„Appoints Mrs. Manuela Petronela Stan Olteanu , as S.N.G.N. ROMGAZ S.A. interim board member”.

This resolution is approved with 275,265,792 votes representing 71.4193% from the sharecapital and 90.7420% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 275,265,792 votes “for” representing 90.7420% from the total votes validly casted,
- 12,339,120 votes “against” representing 4.0676% from the total votes validly casted,
- 15,745,015 votes “against” representing 5.1904% from the total votes validly casted.

„Appoints Mr. Botond Balazs, as S.N.G.N. ROMGAZ S.A. interim board member”.

This resolution is approved with 275,495,167 votes representing 71.4788% from the sharecapital and 90.8176% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 275,495,167 votes “for” representing 71.4788% from the total votes validly casted,
- 12,339,120 votes “against” representing 4.0676% from the total votes validly casted,
- 15,515,640 votes “against” representing 5.1148% from the total votes validly casted.

„Appoints Mr. Gheorghe Silvian Sorici, as S.N.G.N. ROMGAZ S.A. interim board member”.

This resolution is approved with 270,052,455 votes representing 70.0666% from the sharecapital and 89.0234% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 270,052,455 votes “for” representing 89.0234% from the total votes validly casted,
- 17,781,832 votes “against” representing 5.8618% from the total votes validly casted,
- 15,515,640 votes “against” representing 5.1148% from the total votes validly casted.

The draft resolution **on the appointment of Mr. Răzvan Ștefan Lefter, as S.N.G.N. ROMGAZ S.A. interim board member**, was not adopted, failing to obtain the majority of the validly expressed votes necessary to be adopted.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 15,515,640 votes “for” representing 5.1148% from the total votes validly casted,
- 17,781,832 votes “against” representing 5.8618% from the total votes validly casted,
- 270,052,455 votes “against” representing 89.0234% from the total votes validly casted.

Item 2 on the agenda „Set the mandate term of interim board members for 4 (four) months, in compliance with the provisions of art 64^{^1}, para (5) of GEO no. 109/2011 on corporate governance of public companies”

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

„Approves the term of mandate of interim board members appointed in compliance with art. 1-7, of 4 (four) months starting with September 13, 2021 and ending on January 13, 2022”.

This resolution is approved with 278,246,762 votes representing 72.1927% from the sharecapital and 91.7247% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 278,246,762 votes “for” representing 91.7247% from the total votes validly casted,
- 10,178,052 votes “against” representing 3.3552% from the total votes validly casted,
- 14,925,113 votes “against” representing 4.9201% from the total votes validly casted.

Item 3 on the agenda „Set the fixed gross monthly allowance of interim board members, in compliance with art. 37 para (2) of GEO no. 109/2011 on corporate governance of public companies”

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

„Establishes the fixed gross monthly remuneration of non-executive interim board members, equal two times the average over the past 12 months of the gross average monthly salary, for the activity performed according to the main business scope registered by the company, at class level according to the activity classification in the national economy, communicated by the National Statistics Institute prior to the appointment”.

This resolution is approved with 285,815,022 votes representing 74.1563% from the sharecapital and 94.2196% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 285,815,022 votes “for” representing 94.2196% from the total votes validly casted,
- 2,609,792 votes “against” representing 0.8603% from the total votes validly casted,
- 14,925,113 votes “against” representing 4.9201% from the total votes validly casted.

Item 4 on the agenda „Approve the form of the mandate contract to be concluded with interim board members”

The resolution approved for item 4 on the agenda is as follows:

„Approves the template of the mandate contract to be concluded with interim board members, according to the annex”.

This resolution is approved with 278,246,762 votes representing 72.1927% from the sharecapital and 91.7247% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 278,246,762 votes “for” representing 91.7247% from the total votes validly casted,
- 10,178,052 votes “against” representing 3.3552% from the total votes validly casted,
- 14,925,113 votes “against” representing 4.9201% from the total votes validly casted.

Item 5 on the agenda „Mandate the representative of the majority shareholder, the Ministry of Energy, to sign the contracts of mandate with interim board members”

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

„Authorises the Ministry of Energy representative in the Ordinary General Meeting of Shareholders to sign for and on behalf of SNGN ROMGAZ SA the contracts of mandate”.

This resolution is approved with 293,171,875 votes representing 76.0651% from the sharecapital and 96.6448% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 293,171,875 votes “for” representing 96.6448% from the total votes validly casted,
- 10,178,052 votes “against” representing 3.3552% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted.

Item 6 on the agenda „Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”

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

„Authorises the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”.

This resolution is approved with 303,349,927 votes representing 78.7058% from the sharecapital and 100% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

303,349,927 votes were validly casted representing 78.7058% from the sharecapital of which:

- 303,349,927 votes “for” representing 100% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted.

**Chairman of the Board of Directors
Dan Dragos Dragan**

**Secretary of the meeting
Catalina Carmen Ciobanu**

Technical secretary
Anca Antal