

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. on April 29, 2025

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 J2001000392326, 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 Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”) held on April 29, 2025, 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 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 OGMS on April 29, 2025

Item 1 on the agenda „Approve the Consolidated Board of Directors' Report for the year 2024”

The resolution approved for item 1 on the agenda is as follows:
„Approves the Consolidated Board of Directors' Report for the year 2024”.

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 2 on the agenda „Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2024”

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

„Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2024”.

3,527,795,948 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,527,795,948 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,424,052 were not casted representing 8.47% from the total number of votes exercisable of which 616,500 abstentions from exercising the right to vote.

Item 3 on the agenda „Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2024”

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

„Takes note of the Report of the Independent Auditor Pricewaterhousecoopers Audit S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2024”.

3,527,795,948 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,527,795,948 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,424,052 were not casted representing 8.47% from the total number of votes exercisable of which 616,500 abstentions from exercising the right to vote.

Item 4 on the agenda „Approve the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2024 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”

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

„Approves the Separate Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2024, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”.

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 5 on the agenda „Approve the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2024 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”.

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

„Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2024, prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 6 on the agenda „Approve the net profit distribution for 2024”

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

Approves the distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2024, as follows:

I	Indicators	Year 2024 (RON)
0	1	2
A	Gross result of the financial year	3,497,095,808.98
B	Current income tax	449,143,970.00
C	Revenue from deferred income tax	42,745,020.63
C.1	Deferred income tax expenses	0.00
D	Net result of the financial year [A-B+C-C.1], (accounting profit after income tax deduction), of which:	3,090,696,859.61
a	Legal reserves	174,854,790.00
b	Other reserves representing fiscal facilities provided by law (Law no. 227/2015 - Article 22)	43,754,915.46
c	Coverage of accounting losses from previous years (in accordance with Article 1, paragraph (1), c) of GO no. 64/2001)	0.00
c1	Establishing own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c ¹ of GO no. 64/2001)	0.00
d	Other distributions as provided by special laws	0.00
E	Remaining net profit to be distributed (D-a-b-c-c1-d)	2,872,087,154.15
e	Employees’ participation to profit (in accordance with Article 1, paragraph (1), e) of GO no. 64/2001)	46,938,504.00
f	Dividends due to shareholders (approx. 20.33% of the net profit remaining to be distributed [E]*20.33%, i.e. approx. 20% of [E+e])	583,914,936.00
	f1) - dividends to the state budget	408,781,966.20
	f2) - dividends to other shareholders	175,132,969.80
	- dividend/share (RON/share)	0.1515
g	Profit for setting up reserves for financing major investment projects or for investments of national interest or for financing subsidiaries making such investments (90%-20%), according to Art. 2⁴ of G.O. 64/2001	875,679,692.80
h	Profit for own financing sources [E-f-g]	1,412,492,525.35
*	TOTAL DISTRIBUTIONS [a+b+c+c1+d+f+g+h]	3,090,696,859.61

3,506,350,306 votes were validly casted representing 90.97% from the total number of votes exercisable and 90.97% from the sharecapital of which:

- 3,506,350,306 votes “for” representing 100% from the total votes validly casted;
 - 0 votes “against” representing 0% from the total votes validly casted.
- 347,869,694 votes were not casted representing 9.03% from the total number of votes exercisable of which 10,811,080 abstentions from exercising the right to vote.

Item 7 on the agenda „Approve the total gross dividend per share distributed from the 2024 net profit and retained earnings”

The resolution approved for item 7 on the agenda is as follows:

„Approves the gross dividend of RON 0.1515 per share, distributed from the net profit achieved in 2024”.

3,517,601,368 votes were validly casted representing 91.27% from the total number of votes exercisable and 91.27% from the sharecapital of which:

- 3,517,601,368 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

336,618,632 votes were not casted representing 8.73% from the total number of votes exercisable of which 10,811,080 abstentions from exercising the right to vote.

Item 8 on the agenda „Approve distribution of amounts from retained earnings”

The resolution approved for item 8 on the agenda is as follows:

„Approves the distribution of retained earnings of RON 104,495,678.6, representing retained earnings from correction of accounting errors and the value of fixed assets depreciation and the value of fixed assets and of investment projects abandoned in the reporting year financed from “expenditure quota required for development and modernisation of natural gas production” in line with Government Ordinance No. 168/1998, as subsequently amended and supplemented, as follows:

- a) RON 20,427,387.2 as dividends, representing approximately 20.33% of the total value, dividend per share of RON 0.0053;**
- b) RON 50,005,344.2 for own financing sources;**
- c) RON 30,062,947.2 for setting up reserves for financing major investment projects or projects of national interest or for financing subsidiaries that make such investments”.**

3,517,601,368 votes were validly casted representing 91.27% from the total number of votes exercisable and 91.27% from the sharecapital of which:

- 3,517,601,368 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

336,618,632 votes were not casted representing 8.73% from the total number of votes exercisable of which 10,811,080 abstentions from exercising the right to vote.

Item 9 on the agenda „Approve the gross dividend per share distributed from retained earnings”

The resolution approved for item 9 on the agenda is as follows:

„Approves the gross dividend of RON 0.0053 per share, distributed from retained earnings”.

3,517,601,368 votes were validly casted representing 91.27% from the total number of votes exercisable and 91.27% from the sharecapital of which:

- 3,517,601,368 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

336,618,632 votes were not casted representing 8.73% from the total number of votes exercisable of which 10,811,080 abstentions from exercising the right to vote.

Item 10 on the agenda „Approve the total gross dividend per share distributed from the 2024 net profit and retained earnings”

The resolution approved for item 10 on the agenda is as follows:

„Approves the total gross dividend per share in amount of RON 0.1568, out of which RON 0.1515 per share related to the 2024 result and RON 0.0053 per share related to retained earnings”.

3,517,601,368 votes were validly casted representing 91.27% from the total number of votes exercisable and 91.27% from the sharecapital of which:

- 3,517,601,368 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

336,618,632 votes were not casted representing 8.73% from the total number of votes exercisable of which 10,811,080 abstentions from exercising the right to vote.

Item 11 on the agenda „Establish July 25, 2025 as payment day, for payment of dividends due to shareholders”

The resolution approved for item 11 on the agenda is as follows:

„Establishes July 25, 2025 as Payment Day, for payment of dividends due to shareholders”.

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 12 on the agenda „Approve the employees’ participation to profit, in accordance with the provisions of Government Ordinance no. 64/2001”

The resolution approved for item 12 on the agenda is as follows:

„Approves the employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 46,938,504”.

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 13 on the agenda „Presentation the 2024 Annual Financial Report on the remuneration, benefits and/or other advantages granted to the Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.”

The resolution approved for item 13 on the agenda is as follows:

„Takes note of the 2024 Annual Financial Report on the remuneration, benefits and/or other advantages granted to the Members of the Board and Officers of S.N.G.N. ROMGAZ S.A.”.

830,181,648 votes were validly casted representing 21.54% from the total number of votes exercisable and 21.54% from the sharecapital of which:

- 559,801,989 votes “for” representing 67.43% from the total votes validly casted;
- 270,379,659 votes “against” representing 32.57% from the total votes validly casted.

3,024,038,352 votes were not casted representing 78.46% from the total number of votes exercisable of which 2,698,230,800 abstentions from exercising the right to vote.

Item 14 on the agenda „Approve the budgetary discharge of the BoD members for financial year 2024”

The resolution approved for item 14 on the agenda is as follows:

„Approves the budgetary discharge of the Board members for the financial year 2024”.

3,527,444,158 votes were validly casted representing 91.52% from the total number of votes exercisable and 91.52% from the sharecapital of which:

- 3,527,444,158 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,775,842 votes were not casted representing 8.48% from the total number of votes exercisable of which 968,290 abstentions from exercising the right to vote.

Item 15 on the agenda „Presentation the Consolidated Report on payments to governments for 2024”

The resolution approved for item 15 on the agenda is as follows:

„Takes note of the Consolidated Report on payments to governments for 2024”.

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 16 on the agenda „Approve the maximum limit of the insured amount related to the professional liability insurance for Board members and Officers of S.N.G.N. ROMGAZ S.A.”

The resolution approved for item 16 on the agenda is as follows:

„Approves the maximum amount insured related to the professional liability insurance (namely the extent of the indemnity per event and in aggregate, for Board members and officers) at a maximum amount of indemnity per event and annual aggregate of EUR 20,000,000, an element to be determined prior to the initiation of the procurement procedure in compliance with the conditions and limits described in the Request for approval no. 12349/27.03.2025”.

3,498,294,026 votes were validly casted representing 90.77% from the total number of votes exercisable and 90.77% from the sharecapital of which:

- 3,498,294,026 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

355,925,974 votes were not casted representing 9.23% from the total number of votes exercisable of which 30,118,422 abstentions from exercising the right to vote.

Item 17 on the agenda „Proposal for ratification/approval of contracts concluded with Societatea Electrocentrale București S.A.”

The resolution approved for item 17 on the agenda is as follows:

„Ordinary General Shareholder Meeting:

- a) ratifies/approves Natural Gas Sale Contract no. PET 7/2025 with Societatea Electrocentrale București S.A.;
- b) ratifies Natural Gas Sale Contract no. VG 8/2025 with Societatea Electrocentrale București S.A.”.

3,527,792,833 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,527,792,833 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,427,167 votes were not casted representing 8.47% from the total number of votes exercisable of which 619,615 abstentions from exercising the right to vote.

Item 18 on the agenda „Approve the procurement of external legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A. required for the acquisition of assets contributing to AZOMURES production activity”

The resolution approved for item 18 on the agenda is as follows:

„In consideration of the Request for approval no. 12208/27.03.2025, approves the procurement of external legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A. in connection with the acquisitions of assets contributing to AZOMURES production activity”.

3,527,795,948 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,510,347,527 votes “for” representing 99.51% from the total votes validly casted;
- 17,448,421 votes “against” representing 0.49% from the total votes validly casted.

326,424,052 votes were not casted representing 8.47% from the total number of votes exercisable of which 616,500 abstentions from exercising the right to vote.

Item 19 on the agenda „Approve the procurement of external legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A. required for the acquisition of a package of shares/assets in case of a business transfer from a company operating renewable energy field”

The resolution approved for item 19 on the agenda is as follows:

„In consideration of the Request for approval no. 12207/27.03.2025, approves the procurement of legal assistance, consultancy and/or representation services for S.N.G.N. ROMGAZ S.A. in connection with the acquisitions of a share/asset package/business transfer from a company operating in the renewable energy field”.

3,527,795,948 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,527,795,948 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,424,052 votes were not casted representing 8.47% from the total number of votes exercisable of which 616,500 abstentions from exercising the right to vote.

Item 20 on the agenda „Approve the procurement of external legal consultancy, assistance and/or representation services for S.N.G.N. ROMGAZ S.A. required for financing in form of bonds”

The resolution approved for item 20 on the agenda is as follows:

„In consideration of the Request for approval no. 12328/27.03.2025, approves the procurement of legal assistance, consultancy and/or representation services for S.N.G.N. ROMGAZ S.A. to access funding in form of bond issuance, the following two tranches according to Romgaz EMTN Program”.

3,527,792,833 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,527,792,833 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,427,167 votes were not casted representing 8.47% from the total number of votes exercisable of which 619,615 abstentions from exercising the right to vote.

Item 21 on the agenda „Report on certain significant transactions concluded between S.N.G.N. ROMGAZ S.A. and banks controlled by Romanian State”

The resolution approved for item 21 on the agenda is as follows:

„Takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with banks controlled by Romanian State parties during February 26, 2025, and March 25, 2025, pursuant to art. 52, par. (3) of GEO no. 109/2011”.

3,527,795,948 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,527,795,948 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,424,052 votes were not casted representing 8.47% from the total number of votes exercisable of which 616,500 abstentions from exercising the right to vote.

Item 22 on the agenda „Information regarding the conclusion of transactions with other public enterprises”

The resolution approved for item 22 on the agenda is as follows:

„Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during March 2025”.

3,527,795,948 votes were validly casted representing 91.53% from the total number of votes exercisable and 91.53% from the sharecapital of which:

- 3,527,795,948 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

326,424,052 votes were not casted representing 8.47% from the total number of votes exercisable of which 616,500 abstentions from exercising the right to vote.

Item 23 on the agenda „Establish July 4, 2025 as the Record Date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by Resolution of the Ordinary General Meeting of Shareholders”

The resolution approved for item 23 on the agenda is as follows:

„Establishes July 4, 2025, as the Record Date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by Resolution of the Ordinary General Meeting of Shareholders”.

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 24 on the agenda „Establish July 3, 2025 as Ex-Date representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution”

The resolution approved for item 24 on the agenda is as follows:

„Establishes July 3, 2025, as Ex-Date, representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution”.

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

Item 25 on the agenda „Authorise the Chairman and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders”

The resolution approved for item 25 on the agenda is as follows:

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

3,528,412,448 votes were validly casted representing 91.55% from the total number of votes exercisable and 91.55% from the sharecapital of which:

- 3,528,412,448 votes “for” representing 100% from the total votes validly casted;
- 0 votes “against” representing 0% from the total votes validly casted.

325,807,552 votes were not casted representing 8.45% from the total number of votes exercisable.

**Chairman of the meeting
Dumitru Chisăliță**

**Secretary of the meeting
Mihaela Gafița**

**Technical secretary
Anca Antal**