

No. 42065/9.12.2021

**Protocol to establish the non-observance of conditions required for the performance of S.N.G.N. Romgaz S.A. OGMS convened for 09.12.2021**

Concluded today, 09.12.2021, at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, according to S.N.G.N. ROMGAZ S.A. Articles of Incorporation Article 14, par. 6.

Hereby, the following is established in connection with the OGMS meeting convened for 09.12.2021:

- The convening of the OGMS meeting from 09.12.2021 was approved by the Board Resolution no. 71 from 02.11.2021.
- OGMS Convening Notice was published in the Official Journal of Romania –Part IV – No. 4547 of 05.11.2021, in „Jurnalul Național” daily newspaper no. 1006 on 05.11.2021 and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)) as of 05.11.2021, as such, the formalities for convening the OGMS on 09.12.2021 were fulfilled.
- According to S.N.G.N. Romgaz S.A. Articles of Incorporation, Article 15, par. 12:  
*„The presence of shareholders holding at least half of the total voting rights, and the decision-making by a majority of validly expressed votes are conditions required for the validity of ordinary general meeting deliberations upon its first convening”*
- The total number of votes which can be casted during OGMS on 09.12.2021, is: 385.422.400 votes.
- Mrs. Antal Anca, legal counselor, was appointed Technical Secretary of OGMS on 09.12.2021.
- For the OGMS on 09.12.2021, only one shareholder was present holding a number of 2,371 shares, representing 0.0006% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on November 26, 2021, reference date of the OGMS and 0.0006% from the total voting rights.

Under the given factual and legal circumstances, the conditions required for the performance of OGMS on 09.12.2021 (upon first convening) are not fulfilled.

This Protocol is drafted in two original copies, one copy is to be submitted to Capital Market Office and the second copy to GMS and BoD Secretary Office of S.N.G.N. ROMGAZ S.A..

**Chairman of the Board of Directors**  
**Dan Dragoş Drăgan**

Technical Secretary  
*legal counselor* Antal Anca