

Voting results

of the Extraordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on April 28, 2022

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 Extraordinary General Meeting of Shareholders (hereinafter referred to as “EGMS”) held on April 28, 2022, 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 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 Extraordinary General Meeting of Shareholders on April 28, 2022, 2:00 pm (Romania time), shareholders casted their vote, holding a number of 328,271,598 shares, representing 85.1719% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on April 18, 2022, reference date of the Extraordinary General Meeting of Shareholders (statutory quorum) and 85.1719% from the total voting rights.

B. Voting results of EGMS on April 28, 2022

Item 1 on the agenda „Revoking the decision adopted under the paragraphs 1 and 2 of article 2 and under article 3 from the Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. no. 11/10.12.2021”

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

„The decisions adopted under the paragraphs 1 and 2 of Article 2 and Article 3 of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. No. 11/10.12.2021 shall be revoked”.

This resolution is approved with 326,091,850 votes representing 84.6064% from the sharecapital and 99.3360% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

328,271,598 votes were validly casted representing 85.1719% from the sharecapital of which:

- 326,091,850 votes “for” representing 99.3360% from the total votes validly casted,
- 1,647,091 votes “against” representing 0.5017% from the total votes validly casted,
- 532,657 votes “abstain” representing 0.1623% from the total votes validly casted.

Item 2 on the agenda „ Approval to sign the agreement to purchase all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, agreement to be concluded between S.N.G.N. Romgaz S.A., as buyer, and ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as sellers, the form of agreement provided to the shareholders at S.N.G.N. Romgaz S.A. headquarters, on the date of convening of this Extraordinary General Meeting of Shareholders”

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

„The EGMS approves the conclusion of the Sale and Purchase Agreement regarding all Shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited to be concluded by S.N.G.N. Romgaz S.A., as Buyer, with ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as Sellers, („the Agreement”), in the form made available to the shareholders at the headquarters of S.N.G.N. Romgaz S.A., as of the date of the convening notice of this Extraordinary General Meeting of Shareholders.

The Agreement will be concluded by S.N.G.N. Romgaz S.A. upon receiving the Sellers’ Guarantee provided by Exxon Equity Holding Company in favor of S.N.G.N. Romgaz S.A. to guarantee the reimbursement of the deposit and payment of relevant claims under the Agreement”.

This resolution is approved with 323,377,223 votes representing 83.9020% from the sharecapital and 98.5090% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

328,271,598 votes were validly casted representing 85.1719% from the sharecapital of which:

- 323,377,223 votes “for” representing 98.5090% from the total votes validly casted,
- 4,045,263 votes “against” representing 1.2323% from the total votes validly casted,
- 849,112 votes “abstain” representing 0.2587% from the total votes validly casted.

Item 3 on the agenda „Mandating the CEO and CFO of S.N.G.N. Romgaz S.A. to approve and sign the documents stipulated in the agreement mentioned at item 2 of the Agenda required to complete the transaction, and to perform all the required and useful formalities for completing the transaction”.

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

„The Chief Executive Officer and the Chief Financial Officer of S.N.G.N. Romgaz S.A are authorized to sign the Agreement and the documents provided in the Agreement, required to close the purchase transaction by S.N.G.N. Romgaz S.A. of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, as well as to complete all formalities necessary and useful in closing the transaction”.

This resolution is approved with 323,377,223 votes representing 83.9020% from the sharecapital and 98.5090% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

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- 849,112 votes “abstain” representing 0.2587% from the total votes validly casted.

Item 4 on the agenda „Mandate the Chairman and the Secretary of the meeting to sign the Resolution of the Extraordinary General Meeting of Shareholders”

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

„The Chairperson of the meeting and the Secretary of the meeting are authorized to sign the Resolution of the Extraordinary General Meeting of Shareholders”.

This resolution is approved with 328,271,598 votes representing 85.1719% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

328,271,598 votes were validly casted representing 85.1719% from the sharecapital of which:

- 328,271,598 votes “for” representing 100% from the total votes validly casted,
- 0 votes “against” representing 0% from the total votes validly casted,
- 0 votes “abstain” representing 0% from the total votes validly casted.

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

**Secretary of the meeting
Nicu-Romeo Susanu**

Technical secretary
Anca Antal