

Voting results

of the Ordinary 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 Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”) 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 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 April 28, 2022, 1:00 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 Ordinary General Meeting of Shareholders (statutory quorum) and 85.1719% from the total voting rights.

B. Voting results of OGMS on April 28, 2022

Item 1 on the agenda „Consolidated Board of Directors’ Report on the activity performed in 2021”

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

„Takes note of the Consolidated Board of Directors’ Report on the activity performed in 2021”.

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 12 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.

Item 2 on the agenda „Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2021”

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

„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2021”.

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 12 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.

Item 3 on the agenda „Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2021”

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

„Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2021”.

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 12 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.

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, 2021 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”

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

„Approves the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2021 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”.

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 12 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.

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, 2021 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, 2021 prepared in compliance with the Order of the Ministry for Public Finances no. 2844/2016”.

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 12 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.

Item 6 on the agenda „ Approve the net profit distribution for 2021”

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 2021, as follows:

I	Indicators	YEAR 2021 Value (RON)
0	1	2
A	Gross result of the financial year	2,201,960,854.70
B	Current income tax	228,911,106.00
B.1	Specific activities tax	21,821.00
C	Revenue from deferred income tax	15,111,593.36
C.1	Deferred income tax	25,630,284.14
D	Net result of the financial year [A-B-B1+C-C.1], (accounting profit after income tax), including:	1,962,509,236.92
a)	Legal reserves	0.00
b)	Other reserves representing fiscal facilities provided by law (Law No. 227/2015-Article 22)	50,005,022.74
c)	Coverage of losses in retained earnings from previous years accounting errors (in accordance with Article 1, paragraph (1), c) of GO No. 64/2001)	
c1)	Set up of own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c ¹ of GO No. 64/2001)	
d)	Other distributions as provided by special laws	
E	Remaining net profit to be distributed (D-a-b-c-c1-d)	1,912,504,214.18
e)	Employees’ participation to profit (in accordance with Article 1, paragraph (1), e) of GO No. 64/2001)	35,777,113.00
f)	Dividends due to shareholders (approx. 71.61% of net profit to be distributed (E + e))	1,395,229,088.00
	f1) - dividends for the state budget (50.13%)	976,759,549.60
	f2) - dividends for other shareholders (21.48%)	418,469,538.40
	- dividend/share (RON/share)	3.62
g)	Profit for setting up own financing sources (E-f)	517,275,126.18
*	TOTAL DISTRIBUTIONS (b+f+g)	1,962,509,236.92

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 12 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.

Item 7 on the agenda „Approve the gross dividend per share distributed from retained earnings”

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

„Approves the gross dividend of RON 3.62 per share, distributed from the net profit achieved in 2021”.

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 12 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.

Item 8 on the agenda „Approve distribution of amounts from retained earnings related to assets financed from the development quota”

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

„Approves the distribution of retained earnings representing the value of fixed asset depreciation and fixed assets and investment projects abandoned during the reporting year financed from the “expenditure quota required for development and modernization of natural gas production” source in accordance with GD No. 168/1998, as subsequently amended and supplemented, as follows:

- a. the amount of RON 69,376,032.00 as dividends;**
- b. the amount of RON 22,951,611.88, for own financing sources”.**

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 12 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.

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 0.18 per share, distributed from retained earnings”.

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 12 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.

Item 10 on the agenda „Approve the total gross dividend per share distributed from the 2021 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 3.80, out of which RON 3.62 per share related to the 2021 result and RON 0.18 per share related to retained earnings”.

This resolution is approved with 312,727,073 votes representing 81,1388% 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:

312,727,073 votes were validly casted representing 81,1388% from the sharecapital of which:

- 312,727,073 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.

15,543,525 votes were not casted.

Item 11 on the agenda „Establish July 27, 2022 as payment day, for payment of dividends due to shareholders”

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

„Establishes July 27, 2022 as payment day, for payment of dividends due to 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 12 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.

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 35,777,113”.

This resolution is approved with 313,293,671 votes representing 81.2858% from the sharecapital and 95.4373% 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:

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

- 313,293,671 votes "for" representing 95.4373% from the total votes validly casted,
- 0 votes "against" representing 0% from the total votes validly casted,
- 14,977,927 votes "abstain" representing 4.5627% from the total votes validly casted.

Item 13 on the agenda „Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2021”

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

„Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2021”.

This resolution is approved with 305,403,995 votes representing 79.2388% from the sharecapital and 93.0339% 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:

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

- 305,403,995 votes "for" representing 93.0339% from the total votes validly casted,
- 7,889,676 votes "against" representing 2.4034% from the total votes validly casted,
- 14,977,927 votes "abstain" representing 4.5627% from the total votes validly casted.

Item 14 on the agenda „Approve the budgetary discharge of the BoD members for financial year 2021”

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

„Approves the budgetary discharge of the Board members for the financial year 2021”.

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 12 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.

Item 15 on the agenda „Report on payments made to governments in 2021”

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

„Takes note of the Report on payments made to governments in 2021”.

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 12 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.

Item 16 on the agenda „Approval of the Updated Remuneration Policy of S.N.G.N. ROMGAZ S.A. directors and managers”

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

„Approves the Updated Remuneration Policy of S.N.G.N. ROMGAZ S.A. directors and managers”.

This resolution is approved with 282,084,469 votes representing 73.1884% from the sharecapital and 85.9302% 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:

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

- 282,084,469 votes “for” representing 85.9302% from the total votes validly casted,
- 31,209,202 votes “against” representing 9.5071% from the total votes validly casted,
- 14,977,927 votes “abstain” representing 4.5627% from the total votes validly casted.

Item 17 on the agenda „Approval of the procurement of legal services for consultancy, assistance and/or external representation of S.N.G.N. ROMGAZ S.A., required in case of signing the Share Sale and Purchase Agreement ExxonMobil Exploration and Production Romania Limited and/or closing the transaction covered by such Agreement”

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

„Approves the procurement of legal services for consultancy, assistance and/or external representation of S.N.G.N. ROMGAZ S.A., required in case of signing the Share Sale and Purchase Agreement ExxonMobil Exploration and Production Romania Limited and/or closing the transaction covered by such Agreement”.

This resolution is approved with 325,556,971 votes representing 84.4676% from the sharecapital and 99.1731% 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:

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

- 325,556,971 votes “for” representing 99.1731% from the total votes validly casted,
- 2,714,627 votes “against” representing 0,8269% from the total votes validly casted,
- 0 votes “abstain” representing 0% from the total votes validly casted.

Item 18 on the agenda „Approval of the procurement of legal services for consultancy, assistance and/or external representation of S.N.G.N. ROMGAZ S.A in the activity of natural gas supply”

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

„Approves the procurement of legal services for consultancy, assistance and/or external representation of S.N.G.N. ROMGAZ S.A in the activity of natural gas supply”.

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 12 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.

Item 19 on the agenda „Establish July 6, 2022 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 19 on the agenda is as follows:

„Establishes July 6, 2022 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary 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 12 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.

Item 20 on the agenda „Establish July 5, 2022 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 20 on the agenda is as follows:

„Establishes July 5, 2022 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”.

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 12 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.

Item 21 on the agenda „Mandate the Chairman and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders”

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

„Mandates the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary 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 12 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