

**SUPPLEMENT TO THE CONVENING NOTICE  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
on March, 14 2023**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., with the registered office in Mediaș, 4 Constantin Motas Square, Sibiu county, registered with the Trade Register Office of Sibiu Law Court under number J32/392/2001, fiscal registration number RO 14056826, considering the request to supplement the agenda of the Ordinary General Meeting of Shareholders (OGMS) on March 14, 2023, made by the shareholder the Romanian State, represented by the Ministry of Energy, by letter No. 11421/VDP/27.02.2023, registered at S.N.G.N. ROMGAZ S.A. under no. 8632 from February 27, 2023, the provisions of article 105, paragraph (3) of Law no. 24/2017 on issuers of financial instruments and market operations, the provisions of art. 189 of Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, the provisions of art. 117<sup>1</sup> of Company Law no. 31/1990, the agenda of the Ordinary General Meeting of Shareholders on March 14, 2023, initially published in the Official Gazette – Part IV – a, no. 679 of February 10, 2023, in "Jurnalul National" daily newspaper no. 1330 of February 10, 2023, and the Company's website ([www.romgaz.ro](http://www.romgaz.ro)), as of February 10, 2023, will be supplemented as follows:

- 1. Revocation from the position as a member of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A., as a result of the end of their mandate as of March 15, 2023;**
- 2. Selection of 7 members of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A., as of March 16, 2023, pursuant to the provisions of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented;**
- 3. Setting the duration of appointed members' mandate to a period of 4 (four) years;**
- 4. Setting the fixed monthly gross allowance of the appointed members of the Board of Directors;**
- 5. Approval of the form of the mandate contract to be concluded with the appointed members of the Board of Directors;**
- 6. Mandating the representative of the Romanian state in the Ordinary General Meeting of Shareholders to sign the mandate contracts with the newly appointed members of the Board of Directors.**

Therefore, the agenda of the Ordinary General Meeting of Shareholders on March 14, 2023, 1:00 pm (Romania time) that will take place at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, where only shareholders that are registered on March 3, 2023, („Reference Date”) in the Company Shareholder Registry, kept and issued by the Depozitul Central S.A, may attend and cast their vote, shall be the following:

## AGENDA

- Item 1 Elect 7 (seven) interim board members
- Item 2 Set the mandate term of interim board members for 4 (four) months, in compliance with the provisions of art 64<sup>A1</sup>, paragraph (5) of GEO no. 109/2011 on corporate governance of public companies
- Item 3 Set the fixed gross monthly allowance of interim nonexecutive board members, in compliance with art. 37 paragraph (2) of GEO no. 109/2011 on corporate governance of public companies
- Item 4 Approve the form of the mandate contract to be concluded with interim board members
- Item 5 Mandating the majority shareholder representative, the Energy Ministry, to sign the mandate contracts with the interim Board members
- Item 6 Revocation from the position as member of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A., as a result of the end of their mandate as of March 15, 2023;
- Item 7 Election of 7 (seven) members of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A. as of March 16, 2023, pursuant to the provisions of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented
- Item 8 Setting the duration of appointed members' mandate to a period of 4 (four) years
- Item 9 Setting the fixed monthly gross allowance of the appointed Board members
- Item 10 Approval of the form of the mandate contract to be concluded with the appointed Board members
- Item 11 Mandating the representative of the Romanian state in the Ordinary General Meeting of Shareholders to sign the mandate contracts with the newly appointed Board members.
- Item 12 Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders

The initial list comprising the final candidate proposals of the selection committee's, organized at the Supervisory Body level, for electing the members of S.N.G.N. „Romgaz” – S.A. Board of Directors, pursuant to item 7 on the updated agenda, shall be available for the shareholders at **Romgaz Registry Desk** and shall be published on the Company's website (<https://www.romgaz.ro/sedinte-aga>), as of **March 6, 2023**. The initial list comprising the final candidate proposals of the selection committee's, organized at the Supervisory Body level can be supplemented with candidate proposals, by minority shareholders, until **March 8, 2023, 03:00 pm**.

The candidate proposals for electing S.N.G.N. „ROMGAZ” – S.A. Board members, pursuant to item 7 on the agenda, can be made in writing by minority shareholders and cumulatively in compliance with the following conditions:

- a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the proposal is filed by one shareholder acting as natural person or the name, registered office address, the shareholder registration number and the name of the

- institution/public authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal person;
- b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the proposal on behalf of the shareholder;
  - c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative, natural persons, or name, registration number of the shareholder and the name of the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative legal persons, who files the proposal on behalf and on account of the shareholder;
  - d) to be accompanied by the account statement proving the shareholder capacity and the number of shares owned;
  - e) to indicate for each candidate the first and last name, residence and professional experience;
  - f) to be accompanied by the candidate's CV in Romanian or English;
  - g) to provide, for each of the proposed candidates, a letter of consent for processing personal data in accordance with the consent letter form published on the Company's website (<https://www.romgaz.ro/sedinte-aga>);
  - h) to send it in Romanian or English at Romgaz Registry Desk by any type of courier service with receipt confirmation, or by e-mail with incorporated extended electronic signature, in accordance with Law no. 455/2001 on the electronic signature, at [secretariat.aga@romgaz.ro](mailto:secretariat.aga@romgaz.ro) by **March 8, 2023 , 3:00 pm** (Romania time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 14, 2023".

As of **March 8, 2023, 5:00 pm**, the Final list comprising the candidate proposals for electing the members of SNGN „ROMGAZ” – S.A. Board of Directors, pursuant to item 7 on the updated agenda, shall be available for the shareholders at **Romgaz Registry Desk** and shall be published on the Company's website (<https://www.romgaz.ro/sedinte-aga>), together with the candidates C.V.

To ensure the confidentiality of the cumulative vote for electing the Board members of S.N.G.N. „ROMGAZ” – S.A., pursuant to item 7 on the updated agenda, the vote will be casted by each shareholder/shareholder representative by distinct voting ballots and, as the case may be, based on special power of attorney or by a general power of attorney.

The voting ballot for electing the Board members, pursuant to item 7 on the updated agenda, shall be available in Romanian and English, as of **March 8, 2023, 5:00 pm**, at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/sedinte-aga>).

The special power of attorney for electing the Board Members, pursuant to item 7 on the updated agenda, shall be available in Romanian and English, as of **March 8, 2023, 5:00 pm**, at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/sedinte-aga>) and shall be filled in in three copies: one for the shareholder, one for the representative and one for the Company.

The voting ballots that shall be used for exercising the voting rights related to the other items on the updated agenda, shall be available in Romanian and English, as of **March 2, 2023**, at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/sedinte-aga>).

The special power of attorney for exercising the voting rights regarding all other items on the updated agenda, shall be available in Romanian and English, as of **March 2, 2023**, at ROMGAZ Registry Desk and/or on the Company's website (<https://www.romgaz.ro/sedinte-aga>).

The general power of attorney will be awarded by the shareholder acting as client, only to an agent as it is defined under Art. 2, Par. 1, item 20 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

In case the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it provides an affidavit, signed by the credit institution's legal representative, stating:

- a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
- b) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS.

The voting ballots shall be sent as original copies , in Romanian or English, to ROMGAZ Registry Desk, by any type of courier service, with receipt confirmation, or by e-mail at [secretariat.aga@romgaz.ro](mailto:secretariat.aga@romgaz.ro), having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, by **March 12, 2023, 11:00 am** (Romania time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 14, 2023".

The special powers of attorney, the general powers of attorney and the affidavits of the institutions providing custodial services for one or more shareholders, shall be transmitted/submitted in original copies, in Romanian or English, by the shareholder or, as the case may be, the credit institution, at ROMGAZ Registry Desk, by any type of courier, with receipt confirmation, no later than **March 12, 11:00 am** (Romania time), in enclosed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 14, 2023".

ROMGAZ Registry Desk is open every working day, as well as on Saturday, March 11, 2023 and Sunday, March 12, 2023, between 7:30 am – 3:30 pm (Romania time).

The voting ballots/ special or general powers of attorney that are not received at ROMGAZ Registry Desk or by e-mail until **March 12, 2023, 11:00 am** (Romania Time) shall not be counted for establishing the existence / non-existence of the majority of validly cast votes in the OGMS.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
DAN DRAGOS DRAGAN**