



CURRENT REPORT

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and F.S.A. Regulation no. 5/2018

Report date: **November 14, 2023**

Company name: **Societatea Nationala de Gaze Naturale ROMGAZ S.A.**

Address: **Medias, 4 Constantin I. Motas Square, Sibiu County - Romania, 551130**

Phone/fax no: **004-0374-401020 / 004-0269-846901**

Fiscal Code: **RO14056826**

LEI Code: **2549009R7KJ38D9RW354**

Trade Register registration number: **J32/392/2001**

Subscribed and paid in share capital: **385,422,400 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB), London Stock Exchange (LSE)**

Significant events to be reported:

- **Convening of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on December 18 (19), 2023, 1:00 PM (Romania time)**
- **Convening of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on December 18 (19), 2023, 2:00 PM (Romania time)**

In compliance with Company Law no. 31/1990, Law no. 24/2017 (R) on Issuers of Financial Instruments and Market Operations and F.S.A. Regulation no. 5/2018 on Issuers of Financial Instruments and Market Operations, S.N.G.N. Romgaz S.A. convenes the Company's shareholders at the Ordinary General Meeting of Shareholders (OGSM) and the Extraordinary General Meeting of Shareholders (EGSM), on **December 18 (19), 2023**.

The Reference Date for identifying the shareholders entitled to attend and vote in the OGSM and the EGSM is **December 7, 2023**.

Informational documents related to the OGSM and EGSM Agenda will be available starting with **November 17, 2023**, at ROMGAZ Correspondence Entry, as well as on the company's website www.romgaz.ro, at *Investors Section - General Meeting of Shareholders*.

The Convening Notices of the OGSM and EGSM were approved by S.N.G.N. Romgaz S.A. Board of Directors on November 14, 2023. The Convening Notices of the OGSM and EGSM are to be published in the Official Gazette of Romania, Part IV and in at least one widely spread Romanian newspaper.

Attached:

OGSM Convening Notice on December 18 (19), 2023

Resolution of the Board of Directors no. 104 from November 14, 2023

EGSM Convening Notice on December 18 (19), 2023

Resolution of the Board of Directors no.105 from November 14, 2023

**Chief Executive Officer,
Răzvan POPESCU**

romgaz.ro

**Societatea Națională
de Gaze Naturale
Romgaz S.A.**

T: 004-0374 – 401020
F: 004-0269-846901
E: secretariat@romgaz.ro

551130, Medias
Piața C.I. Motas, nr.4
Jud. Sibiu – România

Capital social: 385.422.400 lei
CIF: RO 14056826
Nr.ord.reg.com: J32/392/2001



CONVENING NOTICE

The Board of Directors of SNGN „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 Medias, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of RON 385,422,400 (hereinafter referred to as „ROMGAZ” or the „Company”),

CONVENES

the **Ordinary General Meeting of Shareholders (OGMS) on December 18, 2023, at 1:00 pm** (Romania Time at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, having the following:

AGENDA

- Item 1 Approve the procurement of legal services in connection with GDR’s listed on London Stock Exchange**
- Item 2 Approve the procurement of legal consultancy services for negotiating and concluding a new Collective Labor Agreement and legal representation în relation to Romgaz Free Trade Union**
- Item 3 Information on some significant transactions with afiliates concluded by S.N.G.N. Romgaz S.A. with banking companies during October 17, 2023 - November 10, 2023**
- Item 4 Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders**

Only shareholders who are registered as S.N.G.N. ROMGAZ S.A. shareholders on **December 7, 2023 (the „Reference Date”)** in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depository) may attend and cast their votes in OGMS.

Informational documents related to the items of the OGMS agenda, the draft of resolutions proposed to be adopted by OGMS shall be available as off **November 17, 2023**, on working days, at the registry desk of the Company’s headquarters located in Medias, 4 Constantin Motas Square, Sibiu County, Romania, postal code 551130 („ROMGAZ Correspondence Entry”) as well as on the website of the Company (<https://www.romgaz.ro/en/shareholder-meetings>). ROMGAZ Registration Office is open every working day, between 7:30 am - 3:30 pm (Romania time), as well as on Saturday, December 16, 2023, between 7:30 am - 11:00 am (Romania time). The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the OGMS agenda.

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company may demand, through a request submitted to the Board of Directors of the Company:

- a) the insertion of additional items on the agenda of the OGMS;
- b) approval of draft OGMS resolutions for the items included on the agenda of the OGMS or for new items proposed to be included on the agenda.

The request to add new items on the agenda of the OGMS shall be made in writing and it will fulfil cumulatively 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/shareholders, if the request is filed by one or more shareholders acting as natural person, and/or the name, registered office address, the shareholder/shareholders registration number and the name of the institution/authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by one or more shareholders acting as legal persons;
- b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative/representatives who file the request on behalf of the shareholder/shareholders;
- c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative/representatives, natural persons, and/or name, registration number of the shareholder/shareholders and the name of the institution/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/representatives of the shareholder/shareholders, legal persons, who file the request on behalf and on account of the shareholder/shareholders;
- d) it will include the request to add new items on the agenda of the OGMS;
- e) it will include the request to submit for approval to OGMS the draft resolutions for the new items included in the request to add new items on the agenda;
- f) it will include the shareholder's, legal representative's or the conventional representative's signature, as the case may be;
- g) it will have as annex the draft resolution/resolutions submitted for approval of OGMS, and, as the case may be, the power of attorney mandating the conventional representative to request new items on the agenda of OGMS, on behalf and on the account of the shareholder/shareholders;
- h) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, 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 by **December 4, 2023, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

The request for OGMS approval of draft resolutions for the items included on the agenda of OGMS shall be in writing, and, it will fulfil cumulatively the following conditions:

- a) it will include the last and first name, the identity card type, serial number and number, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the request is filed by a shareholder, natural person, or the name, registered office address, the shareholder registration number and the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal entity;

- 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 request on behalf of the shareholder;
- c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
- d) to include the request to submit for OGMS approval of one or more resolution drafts for the items on the agenda;
- e) the signature of the shareholder, legal representative or as the case may be of the conventional representative;
- f) to attach the resolution draft/drafts requested to be submitted for approval of the OGMS and as the case may be, the power of attorney based on which the conventional representative expresses the request to submit for OGMS approval one or more resolution drafts for the items on the agenda, for and on behalf of the shareholder/shareholders;
- g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, 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 by **December 4, 2023, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

Starting with **December 6, 2023** the requests to add one or more additional items on the OGMS agenda, as well as the requests to submit for approval of the OGMS resolution drafts for the items included on the OGMS agenda may be reviewed at ROMGAZ Correspondence Entry or at (<https://www.romgaz.ro/en/shareholder-meetings>).

Company shareholders may address questions and request an answer to such questions related to items on the OGMS agenda.

The application requesting an answer to the addressed questions related to the items of the OGMS agenda, shall be made in writing and it will fulfil cumulatively the following conditions:

- a) the last and first name, type of identity document, series and number of the identity document, address and, as the case may be, residence and citizenship of the shareholder if the application is made by a shareholder natural person, or the name, address of the registered office, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder is registered to obtain legal personality, if the application is made by a legal person shareholder;
- b) as the case may be, to include the first and last name, personal identification number and citizenship of the legal representative that makes the request on behalf and on account of the shareholder;
- c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
- d) to include the request to receive an answer to the addressed questions related to the items on the OGMS agenda by indicating such questions;
- e) the signature of the shareholder, of the legal representative or a the case may be of the conventional representative;

- f) as the case may be, to attach the power of attorney based on which the conventional representative files the application to receive an answer to the questions related to the OGMS agenda, on behalf and on account of the shareholders;
- g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, 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 by **December 13, 2023, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

Shareholders registered on the Reference Date in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the OGMS and may vote:

- i. in person - direct vote;
- ii. through a representative with a special or general power of attorney;
- iii. by correspondence.

The special power of attorney form:

- a) will be available, in Romanian and English, as from **November 17, 2023** at ROMGAZ Correspondence Entry and on the Company's web page (<https://www.romgaz.ro/en/shareholder-meetings>);
- b) will include the shareholder identification method, the number of owned shares, as well as the voting options "for" or "against" or "abstain" for every issue to be voted upon;
- c) will be updated by the Company if new items are added on the agenda of the OGMS;
- d) will be filled in and signed by the shareholder, in three counterparts: one for the shareholder, one for the representative, and one for the Company.

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, point 20 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

If the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it gives 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) that the credit institution provides custodial services for that respective shareholder.

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders shall be transmitted/submitted in original copy, in Romanian or English the shareholder or by the credit institution, as the case may be, to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **December 16, 2023, 11:00 am** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders, may be also sent by e-mail to the company at: secretariat.aga@romgaz.ro having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **December 16, 2023, 11:00 am** (Romania Time).

The capacity as legal representative may be also proved by providing an excerpt issued by the Trade Register (or by another institution of similar authority of the resident country of the shareholder being a foreign legal person), in original or certified true copy, in case the shareholder did not provide, for whatever reason, appropriate information on his or her legal representative, to Depozitarul Central SA/participant, within 3 months from the date of his or her appointment/replacement.

Documents proving the capacity as legal representative, prepared in a foreign language other than English, will be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to OGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").

The Voting Ballot:

- a) will be available, in Romanian and English, as from **November 17, 2023** at ROMGAZ Correspondence Entry and on the Company's web page (<https://www.romgaz.ro/en/shareholder-meetings>);
- b) will provide the shareholder's identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for each issue to be voted upon;
- c) will be updated by the Company if new items are added on the agenda of the OGMS.

The Voting Ballots shall be transmitted as original copies, in Romanian or English, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at: secretariat.aga@romgaz.ro, having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later **December 16, 2023, 11:00 am** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

If new items are added on the Agenda, after publishing the Convening Notice, the templates of the special power of attorney and Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page (<https://www.romgaz.ro/en/shareholder-meetings>), as from **December 6, 2023**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **December 16, 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.

If the agenda is supplemented/ updated and the shareholders do not submit their updated power of attorney and/or Voting Ballots, the special power of attorney and the Voting Ballots submitted prior to supplementation/update of the agenda shall be taken into account, only for the items included in the initial agenda, also included in the supplemented/updated agenda, for which they were issued.

Shareholders access in the meeting room, authorized to attend the OGMS, is allowed based on simple proof of identity, as follows:

- a) in case of shareholders being natural persons - based on the identity document;
- b) in case of legal representative of the shareholder, legal person - based on the identity document or of documents certifying the quality as legal representative of the shareholder legal person;

- c) in case of a conventional representative, the documents provided at letters a) or b) above, together with the special or general power of attorney.

Should the statutory quorum for convening the OGMS not be met on the first date, namely **December 18, 2023** the OGMS shall be convened on **December 19, 2023 at 1:00 pm** (Romania Time), at the same venue and with the same agenda. In the event of a new convening, **the Reference Date** for identifying the shareholders entitled to attend and vote in the OGMS is the same, namely **December 7, 2023**.

The rules established in this convening notice for organizing the OGMS meeting on December 18, 2023, shall be supplemented by legal provisions applicable to public companies whose shares are traded on the securities market.

In case of conflict between the rules established in this convening notice and the legal provisions, the legal provisions applicable to public companies whose shares are traded on the securities market shall be applied.

Personal data collected by the Company directly from shareholders and/or their representatives, and indirectly from Depozitarul Central S.A. for the OGMS meeting on December 18, 2023, are processed to identify the persons entitled to exercise their rights as shareholders as regards the meeting and for establishing the resolutions adopted by the Ordinary General Meeting of Shareholders on December 18, 2023.

Additional information on processing personal data of shareholders and shareholder's representatives, natural persons, may be found by reviewing the Information Notice on processing of personal data, on the Company's webpage (<https://www.romgaz.ro/en/shareholder-meetings>) for the Ordinary General Meeting of Shareholders on December 18, 2023.

Additional information may be obtained from the Secretariat Office of the General Meeting of Shareholders and the Board of Directors, phone 0040 374 401643, and on the Company's web page (<https://www.romgaz.ro/en/shareholder-meetings>).

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

BOARD OF DIRECTORS

R E S O L U T I O N NO. 104/ 2023

**of the Board of Directors of Societatea Nationala de Gaze Naturale
“ROMGAZ” - S.A. Medias,
taken at the meeting of November 14, 2023**

The Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. issues the following:

R E S O L U T I O N:

Article 1

In accordance with provisions of Article 117 (1) of Company Law NO 31/1990, republished, as subsequently amended and supplemented and of Article 13 (1) of Articles of Incorporation of Societatea Nationala de Gaze Naturale “ROMGAZ”- S.A., updated, the Board of Directors decides upon the following:

- a) Approve the convening of the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A. (OGMS) on December 18, 2023, 1:00 pm, at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor.
- b) Establish December 19, 2023, 1:00 pm (Romania time) for the second Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A., if the validity conditions for the OGMS of December 18, 2023, 1:00 pm, are not met.
- c) Establish December 7, 2023 as the „Reference Date”, namely the identification date of the shareholders entitled to participate in the OGMS of December 18, 2023 and to cast their votes during such meeting.
- d) Approve the following OGMS Agenda of December 18, 2023:

“ Item 1 Approve the procurement of legal services in connection with GDR’s listed on London Stock Exchange

Item 2 Approve the procurement of legal consultancy services for negotiating and concluding a new Collective Labor Agreement and legal representation în relation to Romgaz Free Trade Union

Item 3 Information on some significant transactions with affiliates concluded by S.N.G.N. Romgaz S.A. with banking companies during October 17, 2023 - November 10, 2023

Item 4 Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”.

- e) Authorise Mr. Dan Dragoş Drăgan as Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A. to sign the Convening Notice of the OGMS which will be held on December 18, 2023.

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

CONVENING NOTICE

The Board of Directors of 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 Medias, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of RON 385,422,400 (hereinafter referred to as „ROMGAZ” or the „Company”),

CONVENES

the Extraordinary General Meeting of Shareholders (EGMS) on December 18, 2023, at 2:00 pm (Romania Time at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, having the following:

AGENDA

- Item 1 Approve S.N.G.N. Romgaz S.A. share capital increase in the amount of RON 3,468,801,600 by issuing 3,468,801,600 shares with a nominal value of RON 1/share
- Item 2 Approve the incorporation into the S.N.G.N. Romgaz S.A. share capital of the amount of RON 3,468,801,600 representing reserves for own sources of financing
- Item 3 Approve S.N.G.N. Romgaz S.A. Articles of Incorporation amendment as follows:
- „Art. 6 - Share capital*
- (1) ROMGAZ S.A. share capital is of RON 3,854,224,000, being subscribed and paid in full.*
- (2) the share capital is divided into 3,854,224,000 shares, each share having a nominal value of RON 1.*
- (3) The Romanian State holds 2,698,230,800 shares.*
- (4) The rights of the Romanian State, in its capacity as shareholder of ROMGAZ S.A., are exercised through the Ministry of Energy.*
- (5) A total of 1,155,993,200 shares are held by natural and legal persons, Romanian and foreign, other than the Romanian State.*
- Art. 7 - Increase and reduction of share capital*
- (1) The share capital may be increased by issuing new shares or by increasing the nominal value of existing shares in exchange for new contributions in cash and/or in kind. New shares may also be released by incorporation of reserves, with the*

exception of statutory reserves and profits or share premiums, or by offsetting liquid and payable claims on the company against shares of the company”.

- Item 4 Authorise the Chief Executive Officer, to carry out the necessary formalities for implementing the share capital increase, to draw up and sign any and all documents required for this purpose, including for the signing of the updated Articles of Incorporation, in order to comply with the disclosure requirements provided for by Law no. 31/1990 on companies, republished, as subsequently amended and supplemented.
- Item 5 Approve 28 May 2024 as an ex-date
- Item 6 Approve 29 May 2024 as the date of registration of the shareholders on whom the effects of the Extraordinary General Meeting of Shareholders' Decision will be passed
- Item 7 Approve 30 May 2024 as the date of payment of the shares
- Item 8 Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **December 7, 2023 (the „Reference Date”)** in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depository) may attend and cast their votes in EGMS.

Informational documents related to the items of the EGMS agenda, the draft of resolutions proposed to be adopted by EGMS will be available as from **November 17, 2023**, on working days, at the registry desk of the Company located in Medias, 4 Constantin Motas Square, Sibiu County, Romania, postal code 551130 („**ROMGAZ Correspondence Entry**”) as well as on the website of the Company (<https://www.romgaz.ro/en/shareholder-meetings>). **ROMGAZ Registration Office** is open every working day, between 7:30 am - 3:30 pm (Romania time), as well as on Saturday, December 16, 2023, between 7:30 am - 11:00 am (Romania time). The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the EGMS agenda.

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company may demand, through a request submitted to the Board of Directors of the Company:

- a) the insertion of additional items on the agenda of the EGMS;
- b) approval of draft EGMS resolutions for the items included on the agenda of the EGMS or for new items proposed to be included on the agenda.

The request to add new items on the agenda of the EGMS shall be made in writing and it will fulfil cumulatively 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/shareholders, if the request is filed by one or more shareholders acting as natural person, and/or the name, registered office address, the shareholder/shareholders registration number and the name of the institution/authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by one or more shareholders acting as legal persons;

- b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative/representatives who file the request on behalf of the shareholder/shareholders;
- c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative/representatives, natural persons, and/or name, registration number of the shareholder/shareholders and the name of the institution/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/representatives of the shareholder/shareholders, legal persons, who file the request on behalf and on account of the shareholder/shareholders;
- d) it will include the request to add new items on the agenda of the EGMS;
- e) it will include the request to submit for approval to EGMS the draft resolutions for the new items included in the request to add new items on the agenda;
- f) it will include the shareholder's, legal representative's or the conventional representative's signature, as the case may be;
- g) it will have as annex the draft resolution/resolutions submitted for approval of EGMS, and, as the case may be, the power of attorney mandating the conventional representative to request new items on the agenda of EGMS, on behalf and on the account of the shareholder/shareholders;
- h) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, 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 by **December 4, 2023, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

The request for EGMS approval of draft resolutions for the items included on the agenda of EGMS shall be in writing, and, it will fulfil cumulatively the following conditions:

- a) it will include the last and first name, the identity card type, serial number and number, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the request is filed by a shareholder, natural person, or the name, registered office address, the shareholder registration number and the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal entity;
- 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 request on behalf of the shareholder;
- c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
- d) to include the request to submit for EGMS approval of one or more resolution drafts for the items on the agenda;
- e) the signature of the shareholder, legal representative or as the case may be of the conventional representative;
- f) to attach the resolution draft/drafts requested to be submitted for approval of the EGMS and as the case may be, the power of attorney based on which the conventional representative expresses the request to submit for EGMS approval one or more resolution drafts for the items on the agenda, for and on behalf of the shareholder/shareholders;

- g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, 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 by **December 4, 2023, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

Starting with **December 6, 2023** the requests to add one or more additional items on the EGMS agenda, as well as the requests to submit for approval of the EGMS resolution drafts for the items included on the EGMS agenda may be reviewed at ROMGAZ Correspondence Entry or at (<https://www.romgaz.ro/en/shareholder-meetings>).

Company shareholders may address questions and request an answer to such questions related to items on the EGMS agenda.

The application requesting an answer to the addressed questions related to the items of the EGMS agenda, shall be made in writing and it will fulfil cumulatively the following conditions:

- a) the last and first name, type of identity document, series and number of the identity document, address and, as the case may be, residence and citizenship of the shareholder if the application is made by a shareholder natural person, or the name, address of the registered office, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder is registered to obtain legal personality, if the application is made by a legal person shareholder;
- b) as the case may be, to include the first and last name, personal identification number and citizenship of the legal representative that makes the request on behalf and on account of the shareholder;
- c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
- d) to include the request to receive an answer to the addressed questions related to the items on the EGMS agenda by indicating such questions;
- e) the signature of the shareholder, of the legal representative or a the case may be of the conventional representative;
- f) as the case may be, to attach the power of attorney based on which the conventional representative files the application to receive an answer to the questions related to the EGMS agenda, on behalf and on account of the shareholders;
- g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, by any type of courier service with proof of delivery, 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 by **December 13, 2023, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

Shareholders registered on the Reference Date in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the EGMS and may vote:

- i. in person - direct vote;
- ii. through a representative with a special or general power of attorney;
- iii. by correspondence.

The special power of attorney form:

- a) will be available, in Romanian and English, as from **November 17, 2023** at ROMGAZ Correspondence Entry and on the Company's web page (<https://www.romgaz.ro/en/shareholder-meetings>);
- b) will include the shareholder identification method, the number of owned shares, as well as the voting options "for" or "against" or "abstain" for every issue to be voted upon;
- c) will be updated by the Company if new items are added on the agenda of the EGMS;
- d) will be filled in and signed by the shareholder, in three counterparts: one for the shareholder, one for the representative, and one for the Company.

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, point 20 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

If the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it gives 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) that the credit institution provides custodial services for that respective shareholder.

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders shall be transmitted/submitted in original copy, in Romanian or English the shareholder or by the credit institution, as the case may be, to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **December 16, 2023, 12:00 am** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders, may be also sent by e-mail to the company at: secretariat.aga@romgaz.ro having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **December 16, 2023, 12:00 am** (Romania Time).

The capacity as legal representative may be also proved by providing an excerpt issued by the Trade Register (or by another institution of similar authority of the resident country of the shareholder being a foreign legal person), in original or certified true copy, in case the shareholder did not provide, for whatever reason, appropriate information on his or her legal representative, to Depozitarul Central SA/participant, within 3 months from the date of his or her appointment/replacement.

Documents proving the capacity as legal representative, prepared in a foreign language other than English, will be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to EGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").

The Voting Ballot:

- a) will be available, in Romanian and English, as from **November 17, 2023** at ROMGAZ Correspondence Entry and on the Company's web page (<https://www.romgaz.ro/en/shareholder-meetings>);
- b) will provide the shareholder's identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for each issue to be voted upon;
- c) will be updated by the Company if new items are added on the agenda of the EGMS.

The Voting Ballots shall be transmitted as original copies, in Romanian or English, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at: secretariat.aga@romgaz.ro, having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later **December 16, 2023, 12:00 am** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 18, 2023".

If new items are added on the Agenda, after publishing the Convening Notice, the templates of the special power of attorney and Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page (<https://www.romgaz.ro/en/shareholder-meetings>), as from **December 6, 2023**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **December 16, 2023, 12:00 am** (Romania Time) shall not be counted for establishing the existence / non-existence of the majority of validly cast votes in the EGMS.

If the agenda is supplemented/ updated and the shareholders do not submit their updated power of attorney and/or Voting Ballots, the special power of attorney and the Voting Ballots submitted prior to supplementation/update of the agenda shall be taken into account, only for the items included in the initial agenda, also included in the supplemented/updated agenda, for which they were issued.

Shareholders access in the meeting room, authorized to attend the EGMS, is allowed based on simple proof of identity, as follows:

- a) in case of shareholders being natural persons - based on the identity document;
- b) in case of legal representative of the shareholder, legal person - based on the identity document or of documents certifying the quality as legal representative of the shareholder legal person;
- c) in case of a conventional representative, the documents provided at letters a) or b) above, together with the special or general power of attorney.

Should the statutory quorum for convening the EGMS not be met on the first date, namely **December 18, 2023** the EGMS shall be convened on **December 19, 2023 at 2:00 pm** (Romania Time), at the same venue and with the same agenda. In the event of a new convening, the **Reference Date** for identifying the shareholders entitled to attend and vote in the EGMS is the same, namely **December 7, 2023**.

The rules established in this convening notice for organizing the EGMS meeting on December 18, 2023, shall be supplemented by legal provisions applicable to public companies whose shares are traded on the securities market.

In case of conflict between the rules established in this convening notice and the legal provisions, the legal provisions applicable to public companies whose shares are traded on the securities market shall be applied.

Personal data collected by the Company directly from shareholders and/or their representatives, and indirectly from Depozitarul Central S.A. for the EGMS meeting on December 18, 2023, are processed to identify the persons entitled to exercise their rights as shareholders as regards the meeting and for establishing the resolutions adopted by the Extraordinary General Meeting of Shareholders on December 18, 2023.

Additional information on processing personal data of shareholders and shareholder's representatives, natural persons, may be found by reviewing the Information Notice on processing of personal data, on the Company's webpage (<https://www.romgaz.ro/en/shareholder-meetings>) for the Extraordinary General Meeting of Shareholders on December 18, 2023.

Additional information may be obtained from the Secretariat Office of the General Meeting of Shareholders and the Board of Directors, phone 0040 374 401643, and on the Company's web page (<https://www.romgaz.ro/en/shareholder-meetings>).

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

BOARD OF DIRECTORS

R E S O L U T I O N NO. 105/ 2023

**of the Board of Directors of Societatea Nationala de Gaze Naturale
“ROMGAZ” - SA Medias,
taken at the meeting of November 14, 2023**

The Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” - SA issues the following:

R E S O L U T I O N:

Article 1

In accordance with provisions of Article 117 (1) of Company Law NO 31/1990, republished, as subsequently amended and supplemented and of Article 13 (1) of Articles of Incorporation of Societatea Nationala de Gaze Naturale “ROMGAZ”-SA, updated, the Board of Directors decides upon the following:

- a) Approve the convening of the Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale “ROMGAZ” SA (EGMS) on December 18, 2023, 2:00 pm, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor.
- b) Establish December 19, 2023, 2:00 pm (Romania time) for the second Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale “ROMGAZ” SA, if the validity conditions for the EGMS of December 18, 2023, 2:00 pm, are not met.
- c) Establish December 7, 2023 as the „Reference Date”, namely the identification date of the shareholders entitled to participate in the EGMS of December 18, 2023 and to cast their votes during such meeting.
- d) Propose 28 May 2024 as an ex-date.
- e) Propose 29 May 2024 as the date of registration of the shareholders on whom the effects of the Extraordinary General Meeting of Shareholders' Decision will be passed.
- f) Propose 30 May 2024 as the date of payment of the shares.

g) Approve the following EGMS Agenda of December 18, 2023:

“Item 1 Approve S.N.G.N. Romgaz S.A. share capital increase in the amount of RON 3,468,801,600 by issuing 3,468,801,600 shares with a nominal value of RON 1/share

Item 2 Approve the incorporation into the S.N.G.N. Romgaz S.A. share capital of the amount of RON 3,468,801,600 representing reserves for own sources of financing

Item 3 Approve S.N.G.N. Romgaz S.A. Articles of Incorporation amendment as follows:

„Art. 6 - Share capital

(1) ROMGAZ S.A. share capital is of RON 3,854,224,000, being subscribed and paid in full.

(2) the share capital is divided into 3,854,224,000 shares, each share having a nominal value of RON 1.

(3) The Romanian State holds 2,698,230,800 shares.

(4) The rights of the Romanian State, in its capacity as shareholder of ROMGAZ S.A., are exercised through the Ministry of Energy.

(5) A total of 1,155,993,200 shares are held by natural and legal persons, Romanian and foreign, other than the Romanian State.

Art. 7 - Increase and reduction of share capital

(1) The share capital may be increased by issuing new shares or by increasing the nominal value of existing shares in exchange for new contributions in cash and/or in kind. New shares may also be released by incorporation of reserves, with the exception of statutory reserves and profits or share premiums, or by offsetting liquid and payable claims on the company against shares of the company”.

Item 4 Authorise the Chief Executive Officer, to carry out the necessary formalities for implementing the share capital increase, to draw up and sign any and all documents required for this purpose, including for the signing of the updated Articles of Incorporation, in order to comply with the disclosure requirements provided for by Law no. 31/1990 on companies, republished, as subsequently amended and supplemented.

Item 5 Approve 28 May 2024 as an ex-date

Item 6 Approve 29 May 2024 as the date of registration of the shareholders on whom the effects of the Extraordinary General Meeting of Shareholders' Decision will be passed

Item 7 Approve 30 May 2024 as the date of payment of the shares

Item 8 Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders”.

- h) Authorise Mr. Dan Dragoş Drăgan as Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” SA to sign the Convening Notice of the EGMS which will be held on December 18, 2023.

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