**SPECIAL POWER OF ATTORNEY**

**FOR LEGAL PERSON SHAREHOLDERS**

for the Extraordinary General Meeting of Shareholders of

S.N.G.N. „ROMGAZ” - S.A. on **October 20/21, 2025**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

shareholder on the Reference Date, i.e. **October 10, 2025**, of S.N.G.N. „ROMGAZ” - S.A., company managed under an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J2001000392326, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 3,854,224,000 (the “**Company**”),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_\_\_\_\_\_% of the total 3,854,224,000 shares issued by the Company, which entitles me to a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_voting rights in the Extraordinary General Meeting of Shareholders, representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total 3,854,224,000 voting rights,

**hereby appoint:**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the appointed individual being granted this power of attorney), identified with identity card/ passport series [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], no. [\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the appointed legal person being granted this power of attorney), having its registered office at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative), identified with identity card/ passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_], personal identification number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**as my representative in the Extraordinary General Meeting of Shareholders of S.N.G.N. „ROMGAZ” - S.A. (hereinafter referred to as EGMS) to be held** **on October 20, 2025, 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, or, in the event that the EGMS of S.N.G.N. “ROMGAZ” - S.A is not held at the date of the first convening, at the date of the second convening of the EGMS of S.N.G.N. „ROMGAZ” - S.A., i.e. **October 21, 2025, 1:00 pm** (Romania time) to be held at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, **to exercise the voting rights pertaining to my holdings registered in the shareholders register as at the Reference Date**, **October 10, 2025**, as follows:

The draft resolution for item 1 on the agenda:

**„Approval under the EMTN Program launched by S.N.G.N. ROMGAZ S.A., as approved by Resolution No.10/July 1, 2024 of the Extraordinary General Meeting of Shareholders (“the EMTN Program”), of one or more issuances (including any combination thereof) of unsecured, non-convertible corporate notes, governed by any applicable law and which can be issued in any form or type, with a maximum aggregate principal amount of EUR 750,000,000 inclusively (or the equivalent of this amount in any other currency), as follows:**

1. **An issuance of notes with a value between EUR 500,000,000 (or the equivalent of this amount in any other currency) and up to EUR 750,000,000 inclusive (or the equivalent of this amount in any other currency), depending on the level of the actual subscriptions and the coupon rate with a maturity between 5 and 7 years, representing the second issuance under the EMTN Program; and/or**
2. **Supplementing the inaugural issuance under the EMTN Program concluded on October 7, 2024, with additional notes in maximum amount of up to EUR 250,000,000 inclusive (or the equivalent of this amount in any other currency), an amount computed based on the nominal value of the notes issued, the notes thus issued forming a single series with the already issued notes and being fungible with them,**

**(together the “Issuances”), as well as the authorization of the Board of Directors to establish the other terms and conditions of the Issuances, including their final terms, according to market conditions and in accordance with Article 3 below”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 2 on the agenda:

**„Approval for S.N.G.N. ROMGAZ S.A. to undertake all necessary, desirable and/or appropriate actions and formalities for (i) the admission of the Issuances made under the EMTN Programme on the Luxembourg Stock Exchange and/or the Bucharest Stock Exchange and/or any other regulated market and/or trading venue in the European Union ("Listings" and each of these "Listing"), respectively (ii) conclusion of the necessary, desirable and/or appropriate contract documentation for the implementation of these operations”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 3 on the agenda:

**„Approval of the authorization of S.N.G.N. ROMGAZ S.A. Board of Directors with the possibility of subdelegating, as the case may be:**

**a) to issue any resolution and fulfil any necessary, desirable and/or appropriate legal acts and deeds for the fulfilment of the above EGMS resolutions, including, but not limited to, negotiation, establishment and approval of the terms and conditions related to the Issuances and notes under these Issuances, their form and type, any Listing and offerings related to the Issuances (adopting any resolution regarding the Issuance, Listing, notes, offerings under the Issuances shall be at the full discretion of the Board of Directors), ensuring the drafting, approval, and publication of any document necessary or desirable for the Issuances (including, but not limited to, the updated base prospectus related to the EMTN Program, a supplement to the prospectus when/if applicable), approving the type of offering(s) under the Issuances, the value of the Issuances, the issuance price in accordance with market conditions, as well as other final terms and conditions for the Issuances and offerings related to the Issuances under the EMTN Program, the contractual terms, drawn up, early redemption, interest/coupon, maturity, fees and charges, type of investors to whom any offering under the Issuances will be addressed, as well as the negotiation, approval and signing of any documents related to the Issuances, the offerings and notes related to the Issuances, any offering in the Issuance and any Listing (including the approval of the trading venue or stock exchange for a Listing), the appointment of any arrangers, dealers, bookrunners, managers or any other intermediaries in connection with the Issuances and/or any offering related to the Issuances, and the approval of any contracts with arrangers, dealers, bookrunners, managers or any other intermediaries for the Issuances, the performance of any necessary legal acts and deeds, to the extent that they comply with the relevant EGMS resolutions, as well as carrying out all actions and formalities necessary, desirable and/or appropriate for the purpose of admitting the notes related to the Issuances to trading on the Luxembourg Stock Exchange and/or the Bucharest Stock Exchange and/or any other stock exchange and/or trading venue in the European Union;**

**b) to approve any agreements and/or arrangements regarding the Issuances and notes issued under these Issuances, any offering related to the Issuances and any Listing under the EMTN Program, or any other arrangements, offering prospectuses, offering documents, any agreements for subscription, sale, agency/payment, trust, consultancy, certificates, declarations, registers, notifications, addenda and any other documents necessary, desirable and/or appropriate, to fulfil any formalities and to authorize and/or carry out any necessary, desirable and/or appropriate actions to give full effect to the Issuances, any offering related to the Issuances or Listings, to appoint a process agent, to approve and sign any documents necessary for the appointment of a process agent, to approve and sign any other contracts or documents necessary, desirable and/or appropriate in the process of implementing and carrying out the Issuances, in the Listing process and in any other necessary, desirable and/or appropriate process or procedure relating to the notes regarding the Issuances, and to authorize the representatives of S.N.G.N. ROMGAZ S.A. to sign any such documents, carry out any such formalities and perform any such actions”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 4 on the agenda:

**„The Extraordinary General Meeting of the Shareholders approves the authorization of the Chief Executive Officer, the Deputy Chief Executive Officer and the Chief Financial Officer to sign any documents, for and on behalf of S.N.G.N. ROMGAZ S.A., with full power and authority, to file, to request the publication of the resolution in the Official Gazette of Romania Part IV, to collect any documents, as well as to fulfil any necessary formalities before the Trade Register Office, as well as before any other authority, public institutions, legal entities or individuals, as well as to execute any operations in order to carry out and ensure the enforceability of the Resolutions of the EGMS”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft resolution for item 5 on the agenda:

**„Authorizes the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

This special power of attorney:

* is valid only for the EGMS it was requested for (having a single exception mentioned below), and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder;
* is also valid for the second convening of the same EGMS on **October 21, 2025, 1:00 pm** (Romania time) to be held at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, if the meeting does not meet the legal or statutory requirements for convening on **October 20, 2025, 1:00 pm** (Romania time);
* the deadline for registering the special power of attorney at the Company is **October 18, 2025, 11:00 am** (Romania time);
* is made in 3 originals: one original is for the appointing shareholder, one original is for the appointed person and one original will be submitted to the Company’s headquarters;
* shall be signed on each page and dated by the appointing shareholder;
* all the sections shall be filled in by the appointing shareholder.

Date of the special power of attorney: [\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters)

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)