

CURRENT REPORT

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

Report date: **December 10, 2021**

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

Address: **Mediaș, 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:

- **Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of December 10, 2021 (EGSM);**
- **Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of December 10, 2021 (OGSM);**

S.N.G.N. ROMGAZ S.A. brings to the attention of the investors and the capital market the decisions taken within the General Meetings of Shareholders held on December 10, 2021, respectively:

Within the **Extraordinary General Meeting of Shareholders** of S.N.G.N. ROMGAZ S.A.:

- Shareholders approved the transaction for S.N.G.N. ROMGAZ S.A. to acquire all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, company that holds 50% of the rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block.
- Shareholders approved the conclusion of the share sale and purchase agreement regarding all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, agreement to be concluded between S.N.G.N. ROMGAZ S.A., as buyer, and ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as sellers.

- Shareholders approved the extension of fixed assets rental contracts concluded between S.N.G.N. Romgaz S.A. and S.N.G.N. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L. No. 31655/April 1, 2021 and No. 31657/April 1, 2021, for a period of one year, as of January 1, 2022.

Within the **Ordinary General Meeting of Shareholders** of S.N.G.N. ROMGAZ S.A.:

- Shareholders approved the contracting of loans from one or several credit institutions in the total amount of EUR 325 million, in order to cover a part of the purchase transaction price paid by S.N.G.N. Romgaz S.A. for all the shares issued by (representing 100% of the share capital of) Exxon Mobile Exploration and Production Romania Limited, complying with the granting criteria established in the OGMS Resolution no. 12 from December 10, 2021;
- Shareholders approved the extension by 1 year, changing the granting currency and decreasing the credit limit for Credit Facility Contract No 201812070225 concluded with Banca Comerciala Romana S.A, for issuing bank guarantee letters up to the limit of RON 350 million.

The quorum conditions for the EGSM and the OGSM, joined on the second convening, were fulfilled according to the provisions of Article 15, paragraph 14 and paragraph 12 from S.N.G.N. ROMGAZ S.A. Articles of Incorporation and Article 115 and Article 112 from the Company Law no.31/1990.

Attached:

Resolution no. 11 of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of December 10, 2021

Resolution no. 12 of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of December 10, 2021

**Chief Executive Officer,
Aristotel Marius JUDE**

RESOLUTION NO. 11/December 10, 2021**of the Extraordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Mediaș, 4 Constantin Motas square, Sibiu County, Romania,
registered with the Trade Register Office attached to Sibiu Law Court under no.
J32/392/2001, fiscal code RO 14056826**

The Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A joined in the meeting, at its second convening, of December 10, 2021, 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, issues the following:

RESOLUTION**Article 1**

Approves the transaction for S.N.G.N. ROMGAZ S.A. to acquire all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, company that holds 50% of the rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

Article 2

(1) Approves conclusion of the share sale and purchase agreement regarding all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, agreement to be concluded between S.N.G.N. ROMGAZ S.A., as buyer, and ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as sellers.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

(2) The agreement shall be concluded by the Company together with receiving a corporate guarantee letter issued by Exxon Equity Holding Company in favor of ROMGAZ for guaranteeing deposit reimbursement and payment of relevant claims in compliance with above-mentioned share sale and purchase agreement.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

(3) If S.N.G.N. Romgaz S.A. acquires all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, company that owns 50% of all rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block, any disposal of:

- a) shares issued by ExxonMobil Exploration and Production Romania Limited;
- b) rights and obligations of ExxonMobil Exploration and Production Romania Limited under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block;

shall be made only upon approval of S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders.

The resolution was approved with 305,768,925 votes representing 79.3335% from the sharecapital and 98.4149% from the total votes validly casted.

Article 3

Mandates S.N.G.N. ROMGAZ S.A. Chief Executive Officer and the Chief Financial Officer to approve and sign the documents provided in the agreement mentioned at art. 2 above, necessary for finalizing the transaction and for carrying out all formalities necessary and useful for finalizing the transaction.

The resolution was approved with 305,453,950 votes representing 79.2517% from the sharecapital and 98.3135% from the total votes validly casted.

Article 4

Approves extension of fixed assets rental contracts concluded between S.N.G.N. Romgaz S.A. and S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L., No. 31655/April 1, 2021 and No. 31657/April 1, 2021, for a period of one year, as of January 1, 2022.

The resolution was approved with 310,693,847 votes representing 80.6113% from the sharecapital and 100% from the total votes validly casted.

Article 5

Mandates the Chairman and the Secretary of the meeting to sign the Extraordinary General Meeting of Shareholders Resolution.

The resolution was approved with 310,693,847 votes representing 80.6113% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on December 10, 2021, in 4 (four) copies.

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

**SECRETARY OF THE MEETING
CATALINA CARMEN CIOBANU**

RESOLUTION NO. 12/December 10, 2021**of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Mediaș, 4 Constantin Motas square, Sibiu County, Romania,
registered with the Trade Register Office attached to Sibiu Law Court under no.
J32/392/2001, fiscal code RO 14056826**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A joined in the meeting, at its second convening, of December 10, 2021, 2:00 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, issues the following:

RESOLUTION**Article 1**

Approves the contracting of loans from one or several credit institutions in the total amount of EUR 325 million, in order to cover a part of the purchase transaction price paid by S.N.G.N. Romgaz S.A. for all the shares issued by (representing 100% of the share capital of) Exxon Mobile Exploration and Production Romania Limited, complying with the following granting criteria:

- ✓ Guarantees: no guarantees;
- ✓ Granting fee: 0 (zero);
- ✓ Non-usage fee: 0 (zero);
- ✓ Prepayment fee: 0 (zero);
- ✓ Interest rate for usage in EUR: EURIBOR 3M plus margin % per year (margin % according to the best offer if two contract loans are concluded);
- ✓ Credit maturity: 5 years after the withdrawal date;
- ✓ Credit reimbursement: equal trimester installments starting with the first trimester after the first withdrawal;
- ✓ Usage period: 3 months after signing the loan contract.

The resolution was approved with 308,010,624 votes representing 79.9151% from the sharecapital and 98.1104% from the total votes validly casted.

Article 2

Mandates SNGN Romgaz SA CEO and CFO to sign the loan contract/contracts mentioned in article 1, as well as any other documents, certificates, usage requests and necessary documents according to the before mentioned contract/contracts.

The resolution was approved with 308,010,624 votes representing 79.9151% from the sharecapital and 98.1104% from the total votes validly casted.

Article 3

Approves the extension by 1 year, changing the granting currency and decreasing the credit limit for Credit Facility Contract No 201812070225 concluded with Banca Comerciala Romana S.A, for issuing bank guarantee letters up to the limit of RON 350 million.

The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.

Article 4

Mandates S.N.G.N. Romgaz S.A. CEO and CFO to sign the Addendum for extending the Credit Facility Contract No. 201812070225.

The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.

Article 5

Mandates S.N.G.N. Romgaz S.A. employees holding type I and type II signature rights in Banca Comerciala Romana for signing the issuance and amendment requests to the bank bank guarantee letters of the facility granted by Banca Comerciala Romana S.A., as well as any other documents related to the credit contract, regardless of its conclusion form, including, without limitation, addenda, withdrawal/issuance requests/guarantee letters amendments.

The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.

Article 6

Takes note of the information report on extending Gas Sales Contract No. VG32/2020 concluded with Electrocentrale Constanta S.A., by signing Addendum No. 1/2021.

The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.

Article 7

Mandates the Chairman and the Secretary of the Meeting to sign the Ordinary General Meeting of Shareholders resolution.

The resolution was approved with 310,775,347 votes representing 80.6324% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on December 10, 2021, in 4 (four) copies.

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

**SECRETARY OF THE MEETING
CATALINA CARMEN CIOBANU**