

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: **April 28, 2022**

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 Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of April 28, 2022 (OGSM)**
- **Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of 28, 2022 (EGSM)**

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 April 28, 2022, respectively:

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

- Approval of the Annual Individual Financial Statements and the Consolidated Financial Statements for the year ended on December 31, 2021;
- Approval of the distribution of S.N.G.N. Romgaz S.A. 2021 net profit;
- Approval of the total gross dividend per share distributed from 2021 net profit and from retained earnings, with total value of 3.80 RON/share;
- Establishment of "Payment Date" for July 27, 2022;
- Establishment of Record Date for July 6, 2022, namely the date for identifying the shareholders that benefit from dividends.

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

- Approval of conclusion for the Sale and Purchase Agreement regarding all Shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited to be concluded by S.N.G.N. Romgaz S.A., as Buyer, with 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 quorum conditions for both the OGSM and the EGSM have been fulfilled according to the provisions of Article 15, paragraph 12 and paragraph 14 from S.N.G.N. ROMGAZ S.A. Articles of Incorporation and Article 112, paragraph 1 and Article 115 paragraph 1 from the Company Law no.31/1990.

Attached:

Resolution no. 3 of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of April 28, 2022

Resolution no. 4 of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of April 28, 2022

**Chief Executive Officer,
Aristotel Marius JUDE**

RESOLUTION NO. 3/April 28, 2022**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 first convening, of April 28, 2022, 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**

Takes note of the Consolidated Board of Directors' Report on the activity performed in 2021.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 2

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 3

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 4

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 5

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 6

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

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 7

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

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 8

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 9

Approves the gross dividend of RON 0.18 per share, distributed from retained earnings.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 10

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.

The resolution was approved 312,727,073 votes representing 81,1388% from the sharecapital and 100% from the total votes validly casted.

Article 11

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

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 12

Approves the employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 35,777,113.

The resolution was approved with 313,293,671 votes representing 81.2858% from the sharecapital and 95.4373% from the total votes validly casted.

Article 13

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.

The resolution was approved with 305,403,995 votes representing 79.2388% from the sharecapital and 93.0339% from the total votes validly casted.

Article 14

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

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 15

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

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 16

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

The resolution was approved with 282,084,469 votes representing 73.1884% from the sharecapital and 85.9302% from the total votes validly casted.

Article 17

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.

The resolution was approved with 325,556,971 votes representing 84.4676% from the sharecapital and 99.1731% from the total votes validly casted.

Article 18

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 19

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 20

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.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

Article 21

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

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on April 28, 2022, in 4 (four) copies.

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

**SECRETARY OF THE MEETING
NICU-ROMEO SUSANU**

RESOLUTION NO. 4/April 28, 2022**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 first convening, of April 28, 2022, 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**

The decisions adopted under the paragraphs 1 and 2 of Article 2 and Article 3 of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. No. 11/10.12.2021 shall be revoked.

The resolution was approved with 326,091,850 votes representing 84.6064% from the sharecapital and 99.3360% from the total votes validly casted.

Article 2

The EGMS approves the conclusion of the Sale and Purchase Agreement regarding all Shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited to be concluded by S.N.G.N. Romgaz S.A., as Buyer, with 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 Agreement”), in the form made available to the shareholders at the headquarters of S.N.G.N. Romgaz S.A., as of the date of the convening notice of this Extraordinary General Meeting of Shareholders.

The Agreement will be concluded by S.N.G.N. Romgaz S.A. upon receiving the Sellers' Guarantee provided by Exxon Equity Holding Company in favor of S.N.G.N. Romgaz S.A. to guarantee the reimbursement of the deposit and payment of relevant claims under the Agreement.

The resolution was approved with 323,377,223 votes representing 83.9020% from the sharecapital and 98.5090% from the total votes validly casted.

Article 3

The Chief Executive Officer and the Chief Financial Officer of S.N.G.N. Romgaz S.A are authorized to sign the Agreement and the documents provided in the Agreement, required to close the purchase transaction by S.N.G.N. Romgaz S.A. of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, as well as to complete all formalities necessary and useful in closing the transaction.

The resolution was approved with 323,377,223 votes representing 83.9020% from the sharecapital and 98.5090% from the total votes validly casted.

Article 4

The Chairperson of the meeting and the Secretary of the meeting are authorized to sign the Resolution of the Extraordinary General Meeting of Shareholders.

The resolution was approved with 328,271,598 votes representing 85.1719% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on April 28, 2022, in 4 (four) copies.

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

**SECRETARY OF THE MEETING
NICU-ROMEO SUSANU**