



## 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: **March 22, 2024**

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 event to be reported:

- **Proposals for gross dividend as follows:**

**Option I - according to G.O. No. 64/2001 in force as of the date of the report**

**Gross dividend per share amounting to RON 0.3561, of which RON 0.3397/share relates to the 2023 and RON 0.0164/share to retained earnings.**

**Option II - recommended by administrative and executive management**

**Gross dividend per share amounting to RON 0.1425, of which RON 0.1359/share relates to the 2023 and RON 0.0066/share to retained earnings.**

During the meeting of March 22, 2024, the Board of Directors endorsed and submitted for approval to the Ordinary General Meeting of Shareholders on April 25 (26), 2024, the following:

(1) For Option I gross dividend of RON 0.3561/share, in consideration of the following elements:

- dividends due to the shareholders according to the 2023 profit distribution proposal amount RON 1,309,279,892.80;
- dividends due to the shareholders from retained earnings distribution proposal amount RON 63,209,273.60;
- dividends are distributed to the shareholders pro rata to their equity interest to the share capital;
- the company's share capital existing on the proposed Record Date, namely July 5, 2024, is RON 3,854,224,000, split into 3,854,224,000 ordinary, nominal, indivisible shares each having a nominal value of RON 1;

For Option II gross dividend of RON 0.1425/share, in consideration of the following elements:

- *considering the high level of investments committed by SNGN Romgaz SA in the 2024 budget approved through Ordinary General Meeting of Shareholders' decision no. 2/March 1, 2024 of RON 4.7 billion (of which RON 3.3 billion for offshore activity), to secure a sustainable development of the Company and a financially sound gearing ratio, administrative and executive management propose profit distribution rate to be 20%. A higher payout ratio would generate an increase of the Company's gearing ratio and, consequently, higher borrowing costs that would lead to lower future profits and lower cash reserves needed to fund future investments.*

- dividends due to the shareholders according to the 2023 profit distribution proposal amount RON 523,789,041.60;
- dividends due to the shareholders from retained earnings distribution proposal amount RON 25,437,878.40;
- dividends are distributed to the shareholders pro rata to their equity interest to the share capital;
- the company's share capital existing on the proposed Record Date, namely July 5, 2024, is RON 3,854,224,000, split into 3,854,224,000 ordinary, nominal, indivisible shares each having a nominal value of RON 1;

(2) The payment Term of the dividend to the shareholders, namely the payment of dividend, for both options, starting from **July 26, 2024**, in consideration of the following elements:

- the company is obliged to pay dividends within 60 days from the legally set term for filing the annual financial statements, and
- the term for filing the annual financial statements of the company is 150 days from the date the financial year closes,
- the dividend payment date established by General Meeting of Shareholders shall be a business day subsequent to the record date by maximum 15 working days, but not later than 6 months from the date of General Meeting of Shareholders for setting the dividends.

The Board of Directors also decided the following:

(1) The dividends shall be paid in RON only to the shareholders registered in the Shareholders' Register (held by SC „Depozitarul Central” SA - Central Depository) on the Record Date set by the General Meeting of Shareholders.

(2) The net value of dividends shall be calculated as follows:

- A) The gross value of the dividends due to each shareholder shall be calculated by multiplying the number of shares held on the Record Date by the value of the gross dividend per share, rounding up or down to two decimal places;
- B) the tax on dividends shall be calculated by applying the relevant tax level to the gross value of dividends calculated according to above item A), and the amount shall be rounded according to the legal provisions;
- C) the net value of the dividends is the difference between the gross value of the dividends and the relating tax on dividends.

The payment of dividends shall be made in compliance with the law.

(3) The shareholders shall be informed of the payment details prior to payment start.

According to the provisions of Article 111, par. 2, letter a) of Company Law No. 31/1990 and of Article 12 par. 4 letter b) from the Articles of Incorporation, it is under the Ordinary General Meeting of Shareholders' authority to set the dividend.

**Chief Executive Officer,**  
**Razvan POPESCU**