



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: July 1, 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: **3,854,224,000 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 July 1, 2024 (OGMS)**
- **Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of July 1, 2024 (EGMS)**
- **Approval of the 2024 rectified individual Income and Expenditure Budget of S.N.G.N. Romgaz S.A.**
- **Approval of a corporate notes issuance programme (the "Programme") and of one or more issuances and offerings of notes to be carried out under the Programme**
- **Approval of the inaugural issuance and offer of notes under the Programme, during 2024, for an amount of up to EUR 500,000,000 (or equivalent in RON or in other currency)**
- **Approval of entering into two credit facilities in the form of credit lines, in an aggregate amount of EUR 250.000.000, for the purpose of covering the working capital needs and the general needs and expenses of S.N.G.N. Romgaz S.A.**

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 and Article 115 from the Company Law no.31/1990.

Attached:

Resolution no. 9 of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on July 1, 2024

Resolution no. 10 of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on July 1, 2024

**Chief Executive Officer,
Razvan POPESCU**



RESOLUTION NO. 9/July 1, 2024

of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A.

Registered office: Medias, 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 July 1, 2024, 1:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

RESOLUTION

Article 1

Approves the 2024 rectified Income and Expenditure of S.N.G.N. Romgaz S.A. - individual.

The resolution was approved with 3,353,767,300 votes representing 87.0155% from the total number of votes exercisable and 99.7320% from the total votes validly casted.

Article 2

Approves the transfer of RON 1,097,297,572.80 from the reserves set up pursuant to O.G. No. 64/2001 Article 1, letter g) to ensure own financing sources in reserves for financing major investment or national interest projects or for financing subsidiaries carrying out such investments.

The resolution was approved with 3,418,047,461 votes representing 88.6832% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 3

Approves of the entering into a credit facility in the form of a current account credit line with Banca Transilvania S.A., in an aggregate amount of EUR 150,000,000.00, with a maturity of 36 months from the date of signing of the agreement, for the purpose of covering the working capital needs of S.N.G.N. Romgaz S.A.

The resolution was approved with 3,413,676,692 votes representing 88.5698% from the total number of votes exercisable and 99.980% from the total votes validly casted.

romgaz.ro

Societatea Națională
de Gaze Naturale
Romgaz S.A.

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Capital social: 3.854.224.000 lei
CIF: RO 14056826
Nr.ord.reg.com: J32/392/2001

Article 4

Approves of the entering into a credit facility in the form of a credit line with UniCredit Bank S.A., in an aggregate amount of EUR 100,000,000.00, with a maturity of 24 months from the date of signing of the agreement, for the purpose of covering the general needs and expenses of S.N.G.N. Romgaz S.A.

The resolution was approved with 3,414,541,692 votes representing 88.5923% from the total number of votes exercisable and 99.9807% from the total votes validly casted.

Article 5

Authorizes the Board of Directors of the S.N.G.N. Romgaz S.A, with the possibility of subdelegation, to issue any resolution and to perform any necessary, desirable and/or appropriate legal acts and deeds for the fulfillment of the above Ordinary General Meeting of Shareholders resolutions, including, but not limited to the approval of any other details and terms of the above mentioned agreements, including the applicable rates of interest, the relevant fees, the availability periods, repayment of the loans.

The resolution was approved with 3,415,199,202 votes representing 88.6093% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 6

Authorizes the CEO and CFO of S.N.G.N. Romgaz S.A, in the name and on behalf of the Company, with full power and authority, to sign the agreements mentioned at the art. 3 and art. 4 as well as any necessary, desirable and/or appropriate documents in connection with the aforementioned agreements, to submit, collect any documents, as well as to perform any necessary formalities before any other authorities, public institutions, legal or natural persons, as well as to perform any acts or operations in order to comply with and ensure the opposability of the above Ordinary General Meeting of Shareholders resolutions for the agreements mentioned at the art. 3 and art. 4.

The resolution was approved with 3,414,541,692 votes representing 88.5923% from the total number of votes exercisable and 99.9807% from the total votes validly casted.

Article 7

Takes note takes note of the Report regarding the transactions concluded by S.N.G.N. Romgaz S.A. with affiliated parties during April 23, 2024 and May 22, 2024 pursuant to art. 52, par. (3) of GEO 109/2011.

The resolution was approved with 3,415,199,202 votes representing 88.6093% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 8

Takes note of the Report on certain transactions concluded between S.N.G.N. Romgaz S.A. and other public enterprises during February - May 2024.

The resolution was approved with 3,415,199,202 votes representing 88.6093% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 9

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

The resolution was approved with 3,426,883,672 votes representing 88.9125% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on July 1, 2024, in 4 (four) copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DAN DRAGOȘ DRĂGAN**

**SECRETARY OF THE MEETING
CLAUDIU - AURELIAN POPA**



RESOLUTION NO. 10/July 1, 2024

of the Extraordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A.

Registered office: Medias, 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 July 1, 2024, 2:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

RESOLUTION

Article 1

Approves of (i) a corporate notes (the "Notes") issuance programme (the "Programme") and (ii) one or more issuances and offerings of Notes to be carried out under the Programme (the "Offerings", each an "Offering"), with the Programme having the following general characteristics:

- maximum aggregate principal amount of the Notes issued under the Programme: EUR 1,500,000,000 (or equivalent of this amount in any other currency);
- maximum initial maturity of Notes issued under the Programme: 7 years;
- the Notes will be unsecured, non-convertible, governed by any applicable law and may be issued in any form and type;
- currency of the issuance of Notes under the Programme: EUR and/or RON and/or any other currency;
- interest applicable to the Notes issued under the Programme shall be fixed or variable, or any other type of interest, depending on market conditions; Notes can also be issued with or without discount;
- coupon frequency: annual, semi-annual or quarterly or any other frequency.

The Board of Directors having full authority to determine the terms and conditions of the Programme and of any Offering, as set out in art. 4.

The resolution was approved with 3,412,590,342 votes representing 88.5417% from the total number of votes exercisable and 99.9807% from the total votes validly casted.

Article 2

Approval of the inaugural issuance and offer of notes under the Programme during 2024 for an amount of up to EUR 500,000,000 (or equivalent in RON or in other currency) ("Inaugural Offering") and the authorisation of the Board of Directors to determine the other terms and conditions of the issuance, including its final terms, depending on market conditions and in accordance with art. 4.

The resolution was approved with 3,412,590,342 votes representing 88.5417% from the total number of votes exercisable and 99.9807% from the total votes validly casted.

Article 3

Approval of the undertaking by the S.N.G.N. Romgaz S.A. of all necessary, useful and / or appropriate actions and formalities for the admission to trading of the Programme and of the Notes issued under the Programme on the Luxembourg Stock Exchange and/or on the Bucharest Stock Exchange and/or any other regulated market and/or trading venue located in the European Union (the "Listings" and each of them the "Listing").

The resolution was approved with 3,412,590,342 votes representing 88.5417% from the total number of votes exercisable and 99.9807% from the total votes validly casted.

Article 4

Authorizes of the Board of Directors of the S.N.G.N. Romgaz S.A., with the possibility of subdelegation:

- a) To issue any resolution, decision and carry out any necessary, desirable and/or appropriate acts and deeds for implementing the resolutions to be adopted by the Extraordinary General Meeting of Shareholders, including, but not limited to, establishment and approval of the terms and conditions of the Programme, the Notes and form and type thereof, any Offering, as well as any Listing (the Board of Directors shall have full discretion regarding the adoption of any decision on the Programme, the Notes, the Offerings, and the Listings), ensuring drafting, the approval and publication of the base prospectus or any supplement thereto and approving the type of Offering, the issue amount, the issuance price according to market conditions, and any other final terms and conditions of the Inaugural Offering, and any other Offerings under the Programme, the contractual terms, issuance, drawdown, early redemption, interest/coupon, maturity, fees and charges, type of investors to whom any Offering will be addressed, as well as approval of any documents related to the Programme, the Inaugural Offering, the Notes, any other Offering, and any Listing (including the approval of the venue or exchange for a Listing), appointment of any arrangers, dealers, bookrunners, managers and any other intermediaries under the Programme and/or Inaugural Offering or any Offering, and approval of any agreements with such dealers, bookrunners, managers and any other intermediaries, fulfilling any necessary legal acts and deeds, to the extent that they comply with the related resolutions of the Extraordinary General Meeting of Shareholders, as well as carrying out all necessary, desirable and/or appropriate actions and formalities for the purpose of any Listing; and
- b) To approve any agreements and/or arrangements regarding the Programme, the Notes issued under the Programme, the Inaugural Offering and any other Offering and any Listing, or any other arrangements, prospectuses, offering documents, commitments,

any agreements for subscription, sale, agency/payment, trust, certificates, affidavits, registers, notices, addenda and any other acts and/or documents necessary, useful and/or appropriate, to fulfil any formalities and to authorize and/or perform any other actions necessary to give full effect to the Programme, the Inaugural Offering, any other Offering, and any Listing, and to further empower and authorise representatives of the Company to sign any such documents, to perform any such formalities and to perform any such actions.

The resolution was approved with 3,412,590,342 votes representing 88.5417% from the total number of votes exercisable and 99.9807% from the total votes validly casted.

Article 5

Authorizes the CEO and CFO of the S.N.G.N. Romgaz S.A., in the name and on behalf of the Company, with full power and authority, to sign any documents, to submit, to request the publication of the resolutions in the Official Gazette of Romania Part IV, to collect any documents, as well as to fulfil any necessary formalities before the Trade Register, as well as before any other authority, public institutions, legal or natural persons, as well as to perform any actions in order to comply with and ensure the opposability of the Extraordinary General Meeting of Shareholders' resolutions.

The resolution was approved with 3,412,590,342 votes representing 88.5417% from the total number of votes exercisable and 99.9807% from the total votes validly casted.

Article 6

Extraordinary General Meeting of Shareholders agrees with the amendments of S.N.G.N. Romgaz S.A. - Filiala de Îmagazinare Gaze Naturale Depogaz Ploiești S.R.L. Articles of Incorporation, as follows:

- 1.1. Approve to add at Art.2.1.- Scope of activity for the following secondary activities:
 - NACE code 7211 - Research and experimental development on biotechnology;
 - NACE code 7219 - Other research and experimental development on natural sciences and engineering;
 - NACE code 7220 - Research and experimental development on social sciences and humanities;
 - NACE code 4222 - Works related to construction of telecommunications and electricity lines;
 - NACE code 4322 - Plumbing, heat and air-conditioning installation;
 - NACE code 3320 - Installation of industrial machinery and equipment and outfit;
 - NACE code 4299 - Works related to construction of other civil engineering projects not elsewhere classified;
 - NACE code 4329 - Other construction installation;
 - NACE code 4399 - Other specialised construction activities not elsewhere classified.

The resolution was approved with 3,424,932,322 votes representing 88.8619% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 7

Extraordinary General Meeting of Shareholders agrees with the approval of the updated version of the S.N.G.N. Romgaz S.A. - Filiala de Înmagazinare Gaze Naturale Depogaz Ploiești S.R.L. Articles of Incorporation to reflect the above mentioned amendments.

The resolution was approved with 3,424,932,322 votes representing 88.8619% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 8

Approves the resolution draft, attached to Report no. 22652/30.05.2024, to be signed by S.N.G.N. Romgaz S.A. legal representative.

The resolution was approved with 3,424,932,322 votes representing 88.8619% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 9

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

The resolution was approved with 3,424,932,322 votes representing 88.8619% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on July 1, 2024, in 4 (four) copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DAN DRAGOȘ DRĂGAN**

**SECRETARY OF THE MEETING
CLAUDIU - AURELIAN POPA**