

ROMGAZ

Societatea Națională de Gaze Naturale Romgaz S.A. Medias - România



CURRENT REPORT

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and CNVM Regulation no. 1/2006

Report date: March 22, 2018

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

Address: Medias, 4 Constantin I. Motas Square, Sibiu County - Romania, 551130

Phone/fax no: 004-0269-201020 / 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:

- **Proposal for gross dividend per share of RON 4.99 of which RON 4.34 related to 2017 profit and RON 0.65 related to retained earnings**

In the meeting on March 22, 2018, the Board of Directors endorsed and submitted for approval to the Ordinary General Meeting of Shareholders on April 26 (27), 2018, the following:

(1) Gross dividend of RON 4.99/share, in consideration of the following elements:

- ✓ dividends due to the shareholders according to the 2017 profit distribution proposal amount RON 1,672,733,216.00;
- ✓ dividends due to the shareholders from retained earnings distribution proposal amount RON 250,524,560;
- ✓ dividends are distributed to the shareholders proportionately to their equity interest to the share capital;
- ✓ the company's share capital is RON 385,422,400, split into 385,422,400 ordinary, nominal, indivisible shares each having a nominal value of RON 1;
- ✓ the Memorandum of the Ministry of Public Finances on: "Mandating state representatives in the General Meeting of Shareholders/Board of Directors as the case may be, in national authorities, national companies and trading companies with full or majority state-owned capital, as well as in autonomous administrations in order to take all measures for distributing a minimum 90% share from the net profit of year 2017 as dividends/payments to the state budget" approved in Government meeting on February 8, 2018.

(2) The payment Term of the dividend to the shareholders namely the payment of dividend starting from July 27, 2018, 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, and
- ✓ the dividend payment date established by General Meeting of Shareholders (GMS) shall be a business day subsequent to the registration date by maximum 15 working days, but not later than 6 months from the date of GMS for setting the dividends.

The Board of Directors decided also 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 Registration Date set by this GMS.
- (2) The net value of dividends shall be calculated as follows:
 - i. the gross value of the dividends due to each shareholder shall be calculated by multiplying the number of shares held on the Registration Date by the value of the gross dividend per share, rounding up or down by two decimal;
 - ii. the tax on dividends shall be calculated by applying the relevant tax level to the gross value of dividends calculated as per point i), the amount is rounded according to the legal provisions;
 - iii. net value of the dividends is the difference between the gross value of the dividends and the relating tax on dividends.
- (3) The payment of dividends shall be made in compliance with the law;
- (4) The shareholders shall be informed of the payment details prior making the payments.

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.

Director General
Corin Emil CINDREA



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