

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 19, 2020**

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 event to be reported:

- **Proposal for gross dividend per share of RON 1.61 out of which RON 1.39 related to 2019 profit and RON 0.22 related to retained earnings**

During the meeting of March 19, 2020, the Board of Directors endorsed and submitted for approval to the Ordinary General Meeting of Shareholders on April 22 (23), 2020, the following:

- (1) Gross dividend of **RON 1.61/share**, in consideration of the following elements:
 - dividends due to the shareholders according to the 2019 profit distribution proposal amount RON 535,737,136;
 - dividends due to the shareholders from retained earnings distribution proposal amount RON 84,792,928;
 - dividends are distributed to the shareholders pro rata 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;
- (2) The payment Term of the dividend to the shareholders, namely the payment of dividend starting from **July 24, 2020**, 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 decided also the following:

- (1) The dividends shall be paid in RON only to the shareholders registered in the Shareholders' Register (held by S.C. Depozitarul Central S.A. – Central Depository) on the Record Date set by the General Meeting Shareholders.
- (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 Record 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 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.

Chief Executive Officer
Constantin Adrian VOLANTIRU

