

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: **November 2, 2021**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:**

- **Board of Directors' endorsement of the acquisition of 100% of ExxonMobil Exploration and Production Romania Limited shares**

S.N.G.N ROMGAZ S.A. Board of Directors endorsed in the meeting of November 2, 2021 the following:

- a) the acquisition 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, company that holds 50% of the rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block (hereinafter referred to as the Transaction).
- b) signing the agreement to purchase all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, agreement to be concluded between 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 (hereinafter referred to as Share Purchase Agreement).

The Share Purchase Agreement will be signed by S.N.G.N. ROMGAZ S.A. only after:

- ✓ the approval of the Transaction and of the Share Purchase Agreement by the Extraordinary General Shareholders Meeting of S.N.G.N ROMGAZ S.A..

- ✓ the approval of the Transaction and of the Share Purchase Agreement by the competent corporate bodies of the Sellers.

The price to be paid by S.N.G.N. ROMGAZ S.A. for all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited will be USD 1,060,000,000 (one billion sixty million USD), which can be positively adjusted by maximum USD 10,000,000 (ten million USD); a negative price adjustment is not limited.

Upon signing the Share Purchase Agreement, S.N.G.N. ROMGAZ S.A. will have the obligation to pay to the Sellers an amount equal to USD 106,000,000 (one hundred six million USD) representing an advance payment/deposit.

After satisfying the conditions precedent required to complete the Transaction, as stipulated in the Share Purchase Agreement, S.N.G.N. ROMGAZ S.A. shall pay the amount representing the difference between the acquisition price and the advance payment/deposit paid upon signing the Share Purchase Agreement.

**Chief Executive Officer,
Aristotel Marius JUDE**