

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 8, 2022**

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 events to be reported:

- **Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of July 8, 2022 (OGMS);**
- **Election of one interim board member of S.N.G.N. ROMGAZ S.A. and setting the term of his mandate;**
- **Approval of the extension of the term of office for the interim board members appointed by the OGMS Resolution no. 2 of February 28, 2022, by two months after the expiration date, namely as of July 14, 2022 until September 14, 2022. At the OGMS meeting held on February 28, 2022, six interim members of S.N.G.N. ROMGAZ S.A. BoD were elected, term of office being set at four (4) months, starting with March 14, 2022.**

The quorum conditions for the OGMS have been fulfilled according to the provisions of Article 15, paragraph 12 from S.N.G.N. ROMGAZ S.A. Articles of Incorporation and of Article 112 from the Company Law no.31/1990.

Attached: Resolution no. 6 of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. on July 8, 2022

**Chief Executive Officer,
Aristotel Marius JUDE**

RESOLUTION NO. 6/July 8, 2022**of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Mediaș, 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**

On July 8, 2022, 1:00 pm (Romania time), the shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., (hereinafter referred to as “the Company” or “ROMGAZ”) have joined at the Ordinary General Meeting of Shareholders („OGMS”) of „ROMGAZ” at its first convening, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, the OGMS being opened by its Chairman, Mr. Nicolae Bogdan Simescu, as director of the company, authorised by Board of Directors Resolution No. 44 from July 8, 2022 to exercise the duties of the Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., for the Ordinary General Meeting of Shareholders on July 8, 2022.

In accordance with Article 129 of Law no. 31/1990, „ROMGAZ” shareholders appoint Mr. Nicu-Romeo Susanu as OGMS secretary.

Further to the debates, “ROMGAZ” shareholders, issues the following:

RESOLUTION**Article 1**

Mr. Metea Virgil Marius resident in Livezeni, Mures County, professional qualification engineer, is elected as interim board member of S.N.G.N. Romgaz S.A..

The resolution was approved with 286,435,173 votes representing 74.3172% from the sharecapital and 91.8879% from the total votes validly casted.

Article 2

The interim director mandate term is from July 9, 2022 to September 14, 2022.

The resolution was approved with 278,368,495 votes representing 72.2243% from the sharecapital and 89,3001% from the total votes validly casted.

Article 3

The monthly gross fixed allowance of interim board members equals twice the average over the last 12 months of the monthly gross average salary for the activity performed according to the company's main scope of activity, as categorised at class level in the statistical classification of economic activities, communicated by the National Institute of Statistics prior to appointment.

The resolution was approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% from the total votes validly casted.

Article 4

The contract of mandate to be concluded with the interim board member complies with the contract of mandate approved by article 7 of Resolution of the Ordinary General Meeting of Shareholders (OGMS) No. 2 of February 28, 2022.

The resolution was approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% from the total votes validly casted.

Article 5

Authorizes the representative of the majority shareholder, the Ministry of Energy, to sign the contract of mandate with the interim board member.

The resolution was approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% from the total votes validly casted.

Article 6

Approves extension of the term of office of interim board members appointed by OGMS Resolution No. 2 of February 28, 2022, by two months from the expiration date, namely as of July 14, 2022 until September 14, 2022.

The resolution was approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% from the total votes validly casted.

Article 7

Approves the addendum to the contract of mandate, extending the term of office of interim board members, appointed by OGMS Resolution No. 2 of February 28, 2022, according to the attachment.

The resolution was approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% from the total votes validly casted.

Article 8

Authorizes the representative of the majority shareholder, the Ministry of Energy, to sign the addenda related to extending the contract term of interim board members appointed by OGMS Resolution No. 2 of February 28, 2022.

The resolution was approved with 286,435,173 votes representing 74.3172% from the sharecapital and 87.6397% from the total votes validly casted.

Article 9

Takes note on the Report related to some transactions concluded by Romgaz with other public companies.

The resolution was approved with 326,832,758 votes representing 84.7986% from the sharecapital and 100% from the total votes validly casted.

Article 10

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 326,832,758 votes representing 84.7986% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on July 8, 2022, in 4 (four) copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
NICOLAE BOGDAN SIMESCU**

**SECRETARY OF THE MEETING
NICU-ROMEO SUSANU**

ANNEX

ADDENDUM NO _____ TO THE CONTRACT OF MANDATE NO _____

Made between:

Societatea Națională de Gaze Naturale ROMGAZ SA, a company managed in an one-tier system, having its headquarters at Medias, 4 Constantin Motas Square, Sibiu County, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, IBAN Code RO08 RNCB 0231 0195 2533 0001 opened at BCR Medias, represented by Mr. _____, as principle ("The Company"),

and

Mr/Mrs _____, born on _____ in _____, County _____, resident in _____, street _____, no. _____, building _____, apartment _____, County _____, identified by ID series _____ no. _____, issued by _____, on _____, personal identification number _____, as member of the Board of the Directors ("Board Member").

Whereas:

- The provisions of Article 64¹, paragraph 5 of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;
- The provisions of Article _____ of SNGN ROMGAZ SA Ordinary General Meeting of Shareholders Resolution no. _____, approving the extension of the interim directors' mandate for Mr./Mrs. _____ ;
- Contract of Mandate no. _____ concluded between the Company and the Board Member;

The Company and the Board Member mutually agree to the following:

Sole Article

The term of the Contract of Mandate no. _____ is extended by 2 (two) months starting with _____ until _____.

This Addendum is concluded on _____ in 2 (two) original copies, each Party declaring that it has received one copy upon signing.

The Company, by

Board Member
