



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: December 18, 2023

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: 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 December 18, 2023 (OGMS)
- Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of December 18, 2023 (EGMS)
- Approval of S.N.G.N. Romgaz S.A. share capital increase in the amount of RON 3,468,801,600 by issuing 3,468,801,600 shares with a nominal value of RON 1/share, each shareholder registered on the Registration Date being entitled to 9 pro bono shares for each share held. The total amount of share capital shall be increased from the current amount of RON 385,422,400 to RON 3,854,224,000
- Approval of May 29, 2024 as the date of registration of the shareholders on whom the effects of EGMS Decision will be passed
- Approval of May 30, 2024 as the date of payment of the bonus shares

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. 16 of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on December 18, 2023

Resolution no. 17 of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on December 18, 2023

Chief Executive Officer,
Razvan POPESCU

romgaz.ro

Societatea Națională
de Gaze Naturale
Romgaz S.A.

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Capital social: 385.422.400 lei
CIF: RO 14056826
Nr.ord.reg.com: J32/392/2001



RESOLUTION NO. 16/December 18, 2023

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 December 18, 2023, 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 procurement of legal assistance, consultancy and/or representation services in connection with operations relating to GDRs, which have Company's underlying shares and are listed on London Stock Exchange.

The resolution was approved with 341,631,331 votes representing 88.6382% from the sharecapital and 100% from the total votes validly casted.

Article 2

Approves the procurement of legal consultancy services for negotiating and concluding a new Collective Labor Agreement and legal representation in relation to Romgaz Free Trade Union, in compliance with the limits described in Report no. 44693/14.11.2023.

The resolution was approved with 341,011,225 votes representing 88.4773% from the sharecapital and 99.8185% from the total votes validly casted.

Article 3

Takes note of the Report regarding the transactions concluded by S.N.G.N. Romgaz S.A. with affiliated parties during October 17, 2023 - November 10, 2023 pursuant to art. 52 par. (3) of GEO no. 109/2011.

The resolution was approved with 342,887,396 votes representing 88.9641% from the sharecapital and 100% from the total votes validly casted.

Article 4

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 342,887,396 votes representing 88.9641% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on December 18, 2023, in 4 (four) copies.

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

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

RESOLUTION NO. 17/December 18, 2023

**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 December 18, 2023, 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:

R E S O L U T I O N

Article 1

Approves the S.N.G.N. Romgaz S.A. share capital increase in the amount of RON 3,468,801,600 by issuing 3,468,801,600 shares with a nominal value of RON 1/share, each shareholder registered on the Registration Date being entitled to 9 pro bono shares for each share held. The total amount of share capital shall be increased from the current amount of RON 385,422,400 to RON 3,854,224,000. The share capital increase shall be made to support the current activity of the Company.

The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

Article 2

Approves the incorporation into the share capital of the amount of RON 3,468,801,600 representing reserves for own sources of financing.

The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

Article 3

Approves S.N.G.N. Romgaz S.A. Articles of Incorporation amendment as follows:

„Art. 6 - Share capital

- (1) ROMGAZ S.A. share capital is of RON 3,854,224,000, being subscribed and paid in full.*
- (2) the share capital is divided into 3,854,224,000 shares, each share having a nominal value of RON 1.*

(3) *The Romanian State holds 2,698,230,800 shares.*

(4) *The rights of the Romanian State, in its capacity as shareholder of ROMGAZ S.A., are exercised through the Ministry of Energy.*

(5) *A total of 1,155,993,200 shares are held by natural and legal persons, Romanian and foreign, other than the Romanian State.*

Art. 7 - Increase and reduction of share capital

(1) The share capital may be increased by issuing new shares or by increasing the nominal value of existing shares in exchange for new contributions in cash and/or in kind. New shares may also be released by incorporation of reserves, with the exception of statutory reserves and profits or share premiums, or by offsetting liquid and payable claims on the company against shares of the company”.

The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

Article 4

Authorizes Mr. Răzvan Popescu, as Chief Executive Officer, to carry out the necessary formalities for implementing the share capital increase, to draw up and sign any and all documents required for this purpose, including for the signing of the updated Articles of Incorporation, in order to comply with the disclosure requirements provided for by Law no. 31/1990 on companies, republished, as subsequently amended and supplemented.

The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

Article 5

Approves 28 May 2024 as an ex-date.

The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

Article 6

Approves 29 May 2024 as the date of registration of the shareholders on whom the effects of the Extraordinary General Meeting of Shareholders' Decision will be passed.

The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

Article 7

Approves 30 May 2024 as the date of payment of the bonus shares.

The resolution was approved with 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

Article 8

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 344,475,776 votes representing 89.3762% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on December 18, 2023, in 4 (four) copies.

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

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