



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: September 11, 2024

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: 3,854,224,000 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 Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of September 11, 2024 (EGMS);
- Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of September 11, 2024 (OGMS);
- Approval of the delisting of global depository receipts ("GDRs") issued by The Bank of New York Mellon, admitted to listing on the standard segment of the Official List of the UK Financial Conduct Authority and admitted to trading on the London Stock Exchange's main market for financial instruments, each GDR representing 1 underlying share issued by S.N.G.N. Romgaz S.A.;
- Extension of the period of use of the Loan agreement no. 42805/September 21, 2023 concluded between S.N.G.N. Romgaz S.A. and ROMGAZ BLACK SEA LIMITED;
- Approval of the conversion into ROMGAZ BLACK SEA LIMITED shares of the debts accumulated by ROMGAZ BLACK SEA LIMITED towards S.N.G.N. Romgaz S.A. on July 31, 2024, based on the loan contracts signed between the two companies.

The quorum conditions for both the EGSM and the OGSM have been fulfilled according to the provisions of Article 15, paragraph 14 and paragraph 12 from S.N.G.N. Romgaz S.A. Articles of Incorporation and Article 115 and Article 112 from the Company Law no.31/1990.

Attached:

Resolution no. 11 of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on September 11, 2024

Resolution no. 12 of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on September 11, 2024

Chief Executive Officer,
Razvan POPESCU

romgaz.ro

Societatea Națională
de Gaze Naturale
Romgaz S.A.

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Capital social: 3.854.224.000 lei
CIF: RO 14056826
Nr.ord.reg.com: J32/392/2001



RESOLUTION NO. 11/September 11, 2024

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 September 11, 2024, 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

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. approves the delisting of global depositary receipts ("GDRs") issued by The Bank of New York Mellon ("BNYM"), admitted to listing on the standard segment of the Official List of the UK Financial Conduct Authority and admitted to trading on the London Stock Exchange's main market for financial instruments, having the following identification numbers and trading symbols, each GDR representing 1 underlying share issued by S.N.G.N. Romgaz S.A.:

- (i) ISIN for GDRs issued under Regulation S under the U.S. Securities Act: US83367U2050;
- (ii) Trading symbol for GDRs issued under Regulation S under the U.S. Securities Act, on London Stock Exchange: SNGR;
- (iii) ISIN for GDRs issued under Rule 144A under the U.S. Securities Act: US83367U1060;
- (iv) Trading symbol GDR issued under Rule 144A under the U.S. Securities Act, on London Stock Exchange: SNG1;

as well as the subsequent termination of the GDRs program of S.N.G.N. Romgaz S.A..

The resolution was approved with 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 2

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. empowers the Board of Directors of S.N.G.N. Romgaz S.A., with the possibility of sub-delegation, to:

- a) determine the details of the delisting of the GDRs and the subsequent termination of the GDRs program of S.N.G.N. Romgaz S.A., including, but not limited to, determining the period during which GDR holders will be able to convert their GDRs into shares, the relevant aspects of the sale of the underlying shares in accordance

with Regulation No 4/2013 after the delisting of the GDRs and the effective date of the delisting;

- b) terminate the contractual relations between S.N.G.N. Romgaz S.A. and BNYM on the basis of the commitment letter dated November 12, 2021 and the related deposit agreement dated November 8, 2013, respectively;
- c) undertake any action or formality necessary or useful to implement the mandate granted by this Resolution.

The resolution was approved with 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 3

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees to the amendment of the Amended and Restated Memorandum of Association of ROMGAZ BLACK SEA LIMITED:

- a) increase of authorized capital of ROMGAZ BLACK SEA LIMITED from the amount of USD 11,620,000 to the amount of USD 1,600,000,000;
 - b) conversion of shares issued by ROMGAZ BLACK SEA LIMITED into a single class of common shares, namely class A, at a par value of USD 1/share;
- pursuant to the amendment proposal presented in Annex 2 to document no. 33133/August 6, 2024.

The resolution was approved with 3,339,731,845 votes representing 86.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 4

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees with S.C. Depomureş S.A. share capital increase by RON 45,000,000, contribution in cash, by issuance of 4,500,000 new registered shares, numbered from 30,001 to 4,530,000, with a nominal value of RON 10 for each share, where the issuing price amounts to RON 10/share. The newly issued shares will be offered for subscription to the existing shareholders of the Company, pro rata to their owned shares.

The resolution was approved with 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 5

The Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. agrees with the amendment of Articles 8 and 10 of the Articles of Incorporation of S.C. Depomureş S.A. in accordance with the shareholders' subscription following the Company's share capital increase.

The resolution was approved with 3,339,731,845 votes representing 86.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 6

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 3,340,318,345 votes representing 86.67% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on September 11, 2024, in 4 (four) copies.

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

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



RESOLUTION NO. 12/September 11, 2024

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 September 11, 2024, 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:

RESOLUTION

Article 1

(1) Approves the extension of the period to make use of Loan Agreement No. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED, until May 31, 2027.

(2) S.N.G.N. ROMGAZ S.A. executive management will carry out all formalities and sign all documents/legal documents (the relationship with ROMGAZ BLACK SEA LIMITED included) required to extend the period of use of Loan Agreement No. 42805/September 21, 2023, concluded between S.N.G.N. ROMGAZ S.A. and ROMGAZ BLACK SEA LIMITED and to replenish the amount of the agreement.

The resolution was approved with 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 2

(1) Approves the conversion of the balance in amount of RON 1,627,088,676, representing debts accrued by ROMGAZ BLACK SEA LIMITED on July 31, 2024 (principal and interest) on the basis of loan agreements to S.N.G.N. ROMGAZ S.A., into ROMGAZ BLACK SEA LIMITED shares.

(2) The conversion of the amount utilized from Loan Agreement no. 42805/September 21, 2023, on July 31, 2024, and of accrued interest on that date into RBSL shares is considered a reimbursement of the contracted loan, the RON 2.1 billion limit being thus replenished, and it can be utilized until May 31, 2027, if necessary.

romgaz.ro

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(3) S.N.G.N. ROMGAZ S.A. executive management will carry out all formalities and sign all documents/legal documents (the relationship with ROMGAZ BLACK SEA LIMITED included) required to convert the RON 1,627,088,676 balance representing debts accrued on July 31, 2024 (principal and interest) based on the loan agreements by ROMGAZ BLACK SEA LIMITED to S.N.G.N. ROMGAZ S.A. into ROMGAZ BLACK SEA LIMITED shares.

The resolution was approved with 3,455,205,544 votes representing 89.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 3

Approves the subscription by S.N.G.N. ROMGAZ S.A., of shares issued by ROMGAZ BLACK SEA LIMITED and payment of relating amounts up to the limit of the authorized share capital of ROMGAZ BLACK SEA LIMITED, with the approval of S.N.G.N. ROMGAZ S.A. Board of Directors, with the possibility to sub-delegate to S.N.G.N. ROMGAZ S.A. executive management.

The resolution was approved with 3,455,205,544 votes representing 89.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 4

Approves S.N.G.N. ROMGAZ S.A. to exercise its preferential right, pro rata to the shares owned in S.C. DEPOMUREȘ S.A. share capital, that is to subscribe 1,800,000 newly issued shares having a nominal value of RON 10, amounting to a total value of RON 18,000,000, contribution in cash, and payment in full, on the subscription date, of the price of shares subscribed under the capital increase of S.C. DEPOMUREȘ S.A..

The resolution was approved with 3,454,290,694 votes representing 89.62% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 5

In consideration of Request for approval no. 28443/08.07.2024, approves legal action to be taken against Mr. Adrian Constantin Volintiru to recover the amount of RON 412,889, representing the total net amount of reimbursements of rent and/or utilities from which a number of employees have benefited without legal grounds. At the same time, the General Meeting of Shareholders approves taking legal action against Mr. Adrian Constantin Volintiru by S.N.G.N. ROMGAZ S.A. own legal department.

The resolution was approved with 3,165,919,152 votes representing 82.14% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 6

Taking into account Request for approval no. 32416/01.08.2024, approves procurement of external legal consultancy, assistance and/or representation services related to joint ventures/joint operating agreements of S.N.G.N. ROMGAZ S.A..

The resolution was approved with 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 7

Takes note of the Report regarding the transactions concluded by S.N.G.N. ROMGAZ S.A. with affiliated parties during May 23, 2024 and July 29, 2024 pursuant to art. 52, par. (3) of GEO 109/2011.

The resolution was approved with 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 8

Takes note of the Report on certain transactions concluded between S.N.G.N. ROMGAZ S.A. and other public enterprises during May - July 2024.

The resolution was approved with 3,455,205,544 votes representing 89.65% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 9

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 3,455,792,044 votes representing 89.66% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on September 11, 2024, in 4 (four) copies.

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

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