

RESOLUTION NO. 2/April 27, 2021**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

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. joined in the meeting, at its first convening, of April 27, 2021, 1:00 pm (Romania time) at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

RESOLUTION**Article 1**

Takes note of the Consolidated Board of Directors' Report on the activity performed in 2020.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 2

Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2020.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 3

Takes note of the Report of the Independent Auditor Ernst & Young Assurance Services S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2020.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 4

Approves the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2020 prepared in compliance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Order of the Ministry for Public Finances no. 2844/2016.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 5

Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2020 prepared in compliance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Order of the Ministry for Public Finances no. 2844/2016.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 6

Approves the distribution of net profit achieved by S.N.G.N. "ROMGAZ" - S.A. in 2020, as follows:

I	Indicators	YEAR 2020 Value (RON)
0	1	2
A.	Gross result of financial year	1,448,817,667.74
B.	Current income tax	210,173,830.71
B.1	Specific activities tax	46,796.00
C.	Revenue from deferred income tax	52,370,338.61
C.1	Deferred income tax	12,082,707.05
D.	Net result of financial year [A.-B.+C.], (accounting profit after profit tax deduction), including:	1,278,884,672.59
a)	Legal reserve	0.00
b)	Other reserves representing fiscal facilities provided by law (Law No. 227/2015 - Article 22)	59,409,397.67
c)	Coverage of losses in retained earnings from previous years accounting errors (in accordance with Article 1, paragraph (1), c) of GO No. 64/2001)	
c1)	Set up of own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c ¹ of GO No. 64/2001)	
d)	Other distributions as provided by special laws	
E.	Remaining net profit to be distributed (D-a-b-c-c1-d)	1,219,475,274.92
e)	Employees' participation to profit	33,848,029.00
f)	Dividends due to shareholders (approx. 50.27% of net profit to be distributed (E + e))	628,238,512.00
	-dividend/share	1.63
g)	Profit for setting up own financing sources (E-f)	591,236,762.92
	TOTAL DISTRIBUTIONS (b+f+g)	1,278,884,672.59

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 7

Approves the gross dividend of RON 1.63 per share, distributed from the net profit achieved in 2020.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 8

Approves the distribution of retained earnings representing the value of fixed asset depreciation and fixed assets and investment projects abandoned during the reporting year financed from the “expenditure quota required for development and modernization of natural gas production” source in accordance with GD No. 168/1998, as subsequently amended and supplemented, as follows:

- a. the amount of RON 61,667,584.00 as dividends;
- b. the amount of RON 58,991,474.64, for own financing sources.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 9

Approves the gross dividend of RON 0.16 per share, distributed from retained earnings.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 10

Approves the total gross dividend per share in amount of RON 1.79, out of which RON 1.63 related to the 2020 result and RON 0.16 related to retained earnings.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 11

Establishes June 30, 2021 as payment day, for payment of dividends due to shareholders.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 12

Approves the employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 33,848,029.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 13

Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2020.

The resolution was approved with 324,311,819 votes representing 84.1445% from the sharecapital and 99.3890% from the total votes validly casted.

Article 14

Approves the budgetary discharge of the Board members for the financial year 2020.

The resolution was approved with 326,108,870 votes representing 84.6108% from the sharecapital and 99.9397% from the total votes validly casted.

Article 15

Takes note of the information regarding the economic-financial inspection conducted by ANAF at S.N.G.N. ROMGAZ S.A..

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 16

Takes note of the Report on payments made to governments in 2020.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 17

Approves the Remuneration Policy of S.N.G.N. ROMGAZ S.A. directors and managers.

The resolution was approved with 324,311,819 votes representing 84.1445% from the sharecapital and 99.3890% from the total votes validly casted.

Article 18

Establishes June 8, 2021 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 19

Establishes June 7, 2021 as Ex-Date representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

Article 20

Authorises the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The resolution was approved with 326,305,700 votes representing 84.6618% from the sharecapital and 100% from the total votes validly casted.

This document was drafted on April 27, 2021, in 4 (four) copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DAN DRAGOS DRAGAN**

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