

**ROMGAZ**

Societatea Națională de Gaze Naturale Romgaz S.A. - Medias - România



## CURRENT REPORT

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and CNVM Regulation no. 1/2006

Report date: **November 16, 2017**

Company name: **Societatea Nationala de Gaze Naturale ROMGAZ S.A.**

Address: **Medias, 4 Constantin I. Motas Square, Sibiu County - Romania, 551130**

Phone/fax no: **004-0269-201020 / 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 Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of November 16, 2017 (EGMS)**

The quorum conditions for the EGMS have been fulfilled according to the provisions of Article 15, paragraph 14 from the Articles of Incorporation of S.N.G.N. ROMGAZ S.A. and Article 115, paragraph 1 from the Company Law no.31/1990.

### Attached:

**Resolution no. 8 of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. from November 16, 2017.**

**Director General,  
Virgil - Marius METEA**



**RESOLUTION NO. 8/November 16, 2017****of the Extraordinary 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 Extraordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A joined in the meeting, at its first convening, of November 16, 2017, hours 13:00 (Romania time) at the headquarters of “ROMGAZ”, located in Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, issues the following:

**RESOLUTION****Article 1**

(1) Approve to increase the share capital of SC AGRI LNG Project Company (the Company), currently of RON 168,400, with the amount of EUR 124,000, equivalent of RON 558,000, at a conventional exchange rate of 1EUR=4.5 RON, by issuing a number of 55,800 shares, numbered from 16,841 to 72,640, each with the nominal value of 10 RON, in exchange of cash contributions from each of the Company’s shareholders, pro rata with their share to the share capital of the Company.

(2) Therefore, each shareholder of the Company will contribute with the amount of EUR 31,000, representing the equivalent of RON 139,500, at a conventional exchange rate of 1EUR=4.5 RON, and will receive a number of 13,950 shares in exchange of this contribution.

(3) As a result of this capital increase, the Company’s share capital will be of RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000, representing the equivalent of RON 558,000 at a conventional exchange rate of 1EUR=4.5 RON and will be divided in 72,640 shares, with the nominal value of RON 10. Each shareholder will hold 18,160 shares, with the nominal value of 10 RON and an aggregate value of RON 181,600, out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON139,500, at a conventional exchange rate of 1 EUR=4.5 RON.

## **Article 2**

(1) Approve the amendment to the Articles of Incorporation of the Company so as to reflect in article 1.

(2) Article 7 of the Articles of Incorporation of the Company shall be amended and shall read as follows:

*„7.1. The share capital of the Company amounts to RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000 representing the equivalent of 558,000 at a conventional exchange rate of 1EUR=4.5 RON.*

*7.2. The share capital is fully subscribed and paid up in cash and it is divided in 72,640 shares with a nominal value of RON 10.*

*7.3. Shareholding structure is as follows:*

*a) ROMGAZ holds a number of 18,160 shares, numbered from 1 to 4,210 and 30,791 to 44,740, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;*

*b) GOGC holds a number of 18,160 shares, numbered from 4,211 to 8,420 and from RON 44,741 to RON 58,690, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;*

*c) SOCAR holds a number of 18,160 shares, numbered from 8,421 to 12,630 and from RON 58,691 to RON 72,640, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;*

*and*

*d) MVM holds a number of 18,160 shares, numbered from 12,631 to 30,790 each with a nominal value of 10 RON and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital.”*

## **Article 3**

Approve the consolidated version of the Articles of Incorporation of the Company including the amendments described in article 2.

**Article 4**

Approve to authorize Mr. Gabriel Văsîi, Romanian citizen, born on July 6, 1977 in Bucuresti, resident in Moinesti Street, no 2, Building 135, entrance A, 4th Floor, apartment 26, district 6, Bucharest, identified by ID series RD no 659026, issued by SCEPL S6 on September 13, 2010, personal identification number 1770706290756 and/or Mrs. Gabor Andreea- Raluca, Romanian citizen, born on November 30, 1990 resident in Anghel Salingny street, no 26, Petrosani, identified with ID series HD no 533332, issued by SPCLEP Petrosani on December 30, 2010, personal identification number 2901130204481 and/or any lawyer of Tuca Zbarcea & Associates, together or separately, with full power and authority, to represent the Company and Partners to sign, amend, submit and pick up any documents as well as to fulfil all formalities necessary at the Trade Register Office, as well as in front of any public authority, institution, legal person or natural person in order to register this resolution and to apply the amendments to this Articles of Incorporation of the Company.

**Article 5**

Establish December 7, 2017 as "The Record Date", respectively the date for identifying the shareholders who are affected by the resolution of the Extraordinary General Meeting of Shareholders.

**Article 6**

Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders.

The present Resolution was signed on November 16, 2017, in 4 (four) original copies.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
NISTORAN DORIN-LIVIU**



**SECRETARY OF THE MEETING  
STOICAN LIVIU**

