

**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 23, 2019**

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 event to be reported:

- **Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of December 23, 2019 (OGMS)**
- **Changes in the Board of Directors as a result of revocation/election of the Board of Directors members**

The quorum condition for OGMS has 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, paragraph 1 from the Company Law no. 31/1990.

In the OGMS from December 23, 2019, was approved the revocation of the following S.N.G.N. ROMGAZ S.A. Board of Directors members:

- Mrs. Stan-Olteanu Manuela-Petronela
- Mr. Havrileț Nicolae
- Mr. Parpală Caius-Mihai
- Mr. Hărăbor Tudorel
- Mr. Cîmpeanu Nicolae

Furthermore, the following persons were elected as S.N.G.N. ROMGAZ S.A. Board of Directors interim members:

- Mr. Jude Aristotel Marius
- Mrs. Stan-Olteanu Manuela-Petronela
- Mr. Hărăbor Tudorel
- Mr. Marin Marius-Dumitru
- > Mr. Botond Balazs

According to art. 64¹ from GEO 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented by Law 111/2016, the mandate term of the Board of Directors elected members, during the OGMS from December 23, 2019, was established to 4 (four) months.

Attached:

Resolution no. 11 of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. of December 23, 2019.

**Director General,
Constantin Adrian VOLINTIRU**



RESOLUTION NO. 11/December 23, 2019

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 23, 2019, 1:00 pm (Romania time) at the headquarters of “ROMGAZ”, located in Medias, 4 Constantin Motas square, Sibiu County Romania, the conference room, issues the following:

RESOLUTION

Article 1

Approves the revocation of the following Board of Directors members of Societatea Nationala de Gaze Naturale “ROMGAZ” SA.:

- Mrs. Stan Olteanu Manuela Petronela;
- Mr. Havrilet Niculae;
- Mr. Parpala Caius-Mihai;
- Mr. Harabor Tudorel;
- Mr. Cimpeanu Nicolae.

Article 2

Approves the election of the following Board of Directors interim members of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A.:

- Mr. Jude Aristotel Marius, domiciled in Medias, Sibiu county, professional qualification legal advisor;
- Mrs. Stan Olteanu Manuela Petronela, domiciled in Voluntari, Ilfov county, professional qualification legal advisor;
- Mr. Harabor Tudorel domiciled in Barlad, Vaslui county, professional qualification economist;
- Mr. Marin Marius-Dumitru, domiciled in Deva, Hunedoara county, professional qualification economist;
- Mr. Botond Balazs, domiciled in Medias, Sibiu county, professional qualification legal advisor.

Article 3

The mandate term of the Board of Directors members is established to 4 (four) months, in accordance with GEO 109/2011 on corporate governance of public enterprises, Art. 64¹ as subsequently amended and supplemented by Law 111/2016, for interim directors appointed in accordance with item 2 above.

Article 4

The monthly gross fixed allowance of the nonexecutive members of the Board is equal to two times the average of the last 12 months of the monthly gross average salary for the activity performed in compliance with the main business activity of the company, at the class level compliant with the activities classification in the national economy, communicated by the National Institute of Statistics prior to their appointment, in compliance with Article 37, paragraph (1) of GEO no 109/2011.

Article 5


Approves the mandate contract draft to be concluded with the newly elected members of the Board of Directors in accordance with the proposal of the shareholder, the Romanian State, through the Ministry of Economy, Energy and Business Environment.

Article 6

The representative of the majority shareholder, the Romanian State acting through the Ministry of Economy, Energy and Business Environment, is mandated to sign the mandate contracts with the members of S.N.G.N. ROMGAZ S.A. Board of Directors.

The present Resolution was signed on December 23, 2019, in 4 (four) original copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
STAN OLTEANU MANUELA PETRONELA**

 23. 12. 2019

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

