

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: **March 11, 2021**

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 March 11, 2021 (OGMS);**
- **Changes in the Company's management as a result of electing the Board of Directors members by cumulative voting in the OGMS meeting on March 11, 2021**

The quorum conditions for the OGMS have been fulfilled according to the provisions of Article 15, paragraph 12 from S.N.G.N. ROMGAZ S.A. Articles of Incorporation and Article 112, paragraph 1 from the Company Law no.31/1990.

As a result of exercising the cumulative voting in the OGMS meeting, the following persons were elected as members of S.N.G.N. ROMGAZ S.A. Board of Directors:

- Mr. Jude Aristotel Marius
- Mr. Simescu Nicolae Bogdan
- Mrs. Stan Olteanu Manuela Petronela
- Mr. Dan Dragoș Drăgan
- Mr. George Sergiu Niculescu
- Mr. Botond Balazs
- Mr. Gheorghe Silvian Sorici

Furthermore, in the OGMS meeting, the mandate term for the interim Board of Directors members appointed in accordance with Article 2 from OGMS Decision no. 1/March 11, 2021 was established at 4 (four) months.

The following Board of Directors members are considered revoked: Mr. Ciobanu Romeo Cristian, Mr. Petrus Antonius Maria Jansen and Mr. Marin Marius-Dumitru.

Attached: Resolution no. 1 of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. on March 11, 2021

**Chief Executive Officer,
Aristotel Marius JUDE**

RESOLUTION NO. 1/March 11, 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 March 11, 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 notification on the status of transferring assets to Filiala de Înmagazinare Gaze Naturale DEPOGAZ Ploiești S.R.L..

The resolution was approved with 325,238,133 votes representing 84.3849% from the sharecapital and 99.9947% from the total votes validly casted.

Article 2

Approve election of board members by means of the cumulative voting method:

- Mr. Jude Aristotel Marius, 338,593,076 cumulated votes casted;
- Mr. Simescu Nicolae Bogdan, 307,491,205 cumulated votes casted;
- Mrs. Stan Olteanu Manuela Petronela, 294,122,013 cumulated votes casted;
- Mr. Dan Dragoș Drăgan, 293,505,580 cumulated votes casted;
- Mr. George Sergiu Niculescu, 280,261,125 cumulated votes casted;
- Mr. Botond Balazs, 267,934,508 cumulated votes casted;
- Mr. Gheorghe Silvian Sorici, 262,451,515 cumulated votes casted.

Article 3

The mandate term of board members is established as follows:

- a) for 4 (four) months, in accordance with the provisions of Art. 64¹ GEO no. 109/2011 on corporate governance of public enterprises, as amended from time to time and approved by Law no. 111/2016, for interim board members appointed in accordance with Art. 2 above;
- b) equal with the remaining period of the mandate approved by OGMS Resolution no. 8 of July 6, 2018, Art. 2, for board members reconfirmed in compliance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, Art. 32 par. (8), as amended from time to time and approved by Law no. 111/2016.

The resolution was approved with 287,128,187 votes representing 74.4970% from the sharecapital and 88.2778% from the total votes validly casted.

Article 4

Establishes the fixed gross monthly remuneration of non-executive BoD members, equal two times the average over the past 12 months of the gross average monthly salary, for the activity performed according to the main business scope registered by the company, at class level according to the activity classification in the national economy, communicated by the National Statistics Institute prior to the appointment, in compliance with Art. 37 of GEO no. 109/2011.

The resolution was approved with 288,290,752 votes representing 74.7987% from the sharecapital and 88.6352% from the total votes validly casted.

Article 5

Approves the mandate contract draft to be concluded with the board members elected by means of the cumulative voting method as proposed by the shareholder, the Romanian State, acting through the Ministry of Energy.

The resolution was approved with 300,018,481 votes representing 77.8415% from the sharecapital and 92.2409% from the total votes validly casted.

Article 6

Authorises the representative of the shareholder, the Romanian State, acting through the Ministry of Energy, to sign the mandate contracts with the members of S.N.G.N. Romgaz S.A. Board of Directors.

The resolution was approved with 300,018,481 votes representing 77.8415% from the sharecapital and 92.2409% from the total votes validly casted.

Article 7

Authorises the Chairman of the meeting and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders.

The resolution was approved with 325,255,397 votes representing 84.3893% from the sharecapital and 100% from the total votes validly casted.

The present Resolution was signed on March 11, 2021, in 4 (four) original copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
SIMESCU NICOLAE BOGDAN**

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