

**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 22, 2022**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:**

- **Decisions of the Board of Directors regarding the acquisition of 100% of the shares of ExxonMobil Exploration and Production Romania Limited**

Considering the fact that between the date of the Extraordinary General Shareholders Meeting of S.N.G.N. ROMGAZ S.A. dated 10.12.2021 and 18.03.2022, S.N.G.N. ROMGAZ S.A. negotiated with the sellers the adjustment of certain clauses in the sale-purchase agreement of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, especially in the sense of covering in favor of S.N.G.N. ROMGAZ S.A. of certain tax risks, the Board of Directors of the S.N.G.N. ROMGAZ S.A. adopted in the meeting of March 22, 2022 the following decisions:

- a) assessed that the decisions passed under art. 2 para. (1) and (2) and art. 3 of the Resolution of the Extraordinary General Shareholders Meeting of S.N.G.N. ROMGAZ S.A. no. 11 / 10.12.2021 did not produce effects, therefore the Board of Directors of the S.N.G.N. ROMGAZ S.A. shall propose their revocation to the Extraordinary General Shareholders Meeting;
- b) endorsed the conclusion of the sale-purchase agreement of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited to be concluded by S.N.G.N. ROMGAZ SA, as Buyer, with ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as Sellers in the form presented to the Board of Directors and which will be made available to the shareholders at the Company's headquarters on the date of convening the Extraordinary General Shareholders Meeting (hereinafter referred to as the Sale-Purchase Agreement).

The Sale-Purchase Agreement shall be concluded by S.N.G.N. ROMGAZ S.A. after the approval of the Extraordinary General Shareholders Meeting of S.N.G.N. ROMGAZ S.A. convened for 28.04.2022, simultaneously with receiving a corporate guarantee letter issued by Exxon Equity Holding Company in favor of S.N.G.N. ROMGAZ S.A. for guaranteeing deposit reimbursement and payment of relevant claims in compliance with the Sale-Purchase Agreement mentioned under point b) above.

- c) endorsed the empowerment of S.N.G.N. ROMGAZ S.A. Chief Executive Officer and Chief Financial Officer to sign the Sale-Purchase Agreement mentioned under point b) above and the documents provided in the Sale-Purchase Agreement mentioned under point b) above required for the completion of transaction for the acquisition by S.N.G.N. ROMGAZ S.A. of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, as well as for the fulfilment of all necessary and useful formalities for the completion of the transaction.

The acquisition price to be paid by S.N.G.N. ROMGAZ S.A. for all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited will remain the same and will be USD 1,060,000,000 (one billion sixty million USD), which can be positively adjusted by maximum USD 10,000,000 (ten million USD), while a negative price adjustment is not limited.

Upon signing the Sale-Purchase Agreement, S.N.G.N. ROMGAZ S.A. will have the obligation to pay to the Sellers an amount equal to USD 106,000,000 (one hundred six million USD) representing an advance payment/deposit.

After satisfying the conditions precedent required to complete the transaction, as stipulated in the Sale-Purchase Agreement, S.N.G.N. ROMGAZ S.A. shall pay the amount representing the difference between the acquisition price and the advance payment/deposit paid upon signing the Sale-Purchase Agreement.

Company's management estimates that the completion of the transaction will occur in the second quarter of the current year.

**Chief Executive Officer,  
Aristotel Marius JUDE**