



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: **April 11, 2024**

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 April 11, 2024 (OGMS)**
- **Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. of April 11, 2024 (EGMS)**

The quorum conditions for both the OGSM and the EGSM have been fulfilled according to the provisions of Article 15, paragraph 12 and paragraph 14 from S.N.G.N. Romgaz S.A. Articles of Incorporation and Article 112 and Article 115 from the Company Law no.31/1990.

Attached:

Resolution no. 4 of the Ordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on April 11, 2024

Resolution no. 5 of the Extraordinary General Meeting of Shareholders of S.N.G.N. Romgaz S.A. on April 11, 2024

**Chief Executive Officer,
Razvan POPESCU**



RESOLUTION NO. 4/April 11, 2024

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**

On April 11, 2024, 1:00 pm (Romania time), the shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A., have joined at the Ordinary General Meeting of Shareholders („OGMS”) at its first convening, at the SNGN Romgaz SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, the OGMS being opened by its Chairman, Mr. Botond Balazs, as director of the company, authorised by Board of Directors Resolution no. 25 from April 10, 2024 to exercise the duties of the Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A., for the Ordinary General Meeting of Shareholders on April 11, 2024.

In accordance with article 129 of Law no. 31/1990, SNGN Romgaz SA shareholders appoint Mr. Claudiu-Aurelian Popa as OGMS secretary.

Further to the debates, SNGN Romgaz SA shareholders, issues the following:

RESOLUTION

Article 1

Considering Request for Approval no. 10053/08.03.2024, SNGN Romgaz SA OGMS approves the procurement of legal assistance, consultancy and/or external representation services of SNGN Romgaz SA required in case of acquisition of share package/assets/ in case of a business transfer from a company active in the field of electricity and natural gas supply with the scope of diversifying the company’s existing portfolio.

The resolution was approved with 326,564,321 votes representing 84.7290% from the total number of votes exercisable and 99.0835% from the total votes validly casted.

Article 2

Authorizes the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The resolution was approved with 333,679,541 votes representing 86.5751% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on April 11, 2024, in 4 (four) copies.

**CHAIRMAN OF THE MEETING
BOTOND BALAZS**

**SECRETARY OF THE MEETING
CLAUDIU - AURELIAN POPA**

RESOLUTION NO. 5/April 11, 2024

**of the Extraordinary 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**

On April 11, 2024, 2:00 pm (Romania time), the shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A., have joined at the Extraordinary General Meeting of Shareholders („EGMS”) at its first convening, at the S.N.G.N. Romgaz S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, the EGMS being opened by its Chairman, Mr. Botond Balazs, as director of the company, authorised by Board of Directors Resolution no. 25 from April 10, 2024 to exercise the duties of the Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A., for the Extraordinary General Meeting of Shareholders on April 11, 2024.

In accordance with article 129 of Law no. 31/1990, S.N.G.N. Romgaz S.A. shareholders appoint Mr. Claudiu-Aurelian Popa as OGMS secretary.

Further to the debates, S.N.G.N. Romgaz S.A. shareholders, issues the following:

RESOLUTION

Article 1

S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders agrees with the proposals to amend M-I Petrogas Services Romania S.R.L. Articles of Incorporation as follows:

1.1. Approve exclusion from the scope of activity of the Company, of the following secondary activities, as follows:

- Exclusion of NACE Code 2829 - Manufacture of other machines and equipment for general use n.e.c;
- Exclusion of NACE Code 3250 - Manufacture of medical and dental devices and instruments;
- Exclusion of NACE Code 6491 - Financial leasing;
- Exclusion of NACE Code 7111 - Architectural activities;
- Exclusion of NACE Code 7211 - Research-development in biotechnology;
- Exclusion of NACE Code 7220 - Research-development in social sciences and humanities;
- Exclusion of NACE Code 8129 - Other cleaning activities.

- 1.2. Approve the amendment of Article 12.5 of the Company's Articles of Incorporation as follows:
“12.5. In all cases, meetings shall be convened by the General Manager, the Board of Directors or the Statutory Auditor/Auditor by any of the following alternative means: sending a registered letter, fax to the last residence/headquarters of each Shareholder, as well as by letter sent electronically (email), at least ten (10) days before the date of the General Meeting”.
- 1.3. Approve introduction of a new article in the Articles of Incorporation of the Company and the amendment of the Articles of Incorporation accordingly, as follows:
“12.10. General Meetings of the Shareholders of the Company may also be held by remote means of communication, including but not limited to one of the following: a) conference call or b) video call, provided that such remote means of communication meet the technical conditions necessary for the identification of the presence of the Shareholders and the uninterrupted transmission of the debates”.
- 1.4. Approve the updated version of the Articles of Incorporation of the Company, to reflect the amendments approved by the Company's shareholders.

The resolution was approved with 345,537,456 votes representing 89.6517% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 2

S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders approves the voting exercise of S.N.G.N. Romgaz S.A. legal representative at M-I Petrogas Extraordinary General Meeting of Shareholders according to Art. 1 above.

The resolution was approved with 345,537,456 votes representing 89.6517% from the total number of votes exercisable and 100% from the total votes validly casted.

Article 3

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

The resolution was approved with 345,537,456 votes representing 89.6517% from the total number of votes exercisable and 100% from the total votes validly casted.

This document was drafted on April 11, 2024, in 4 (four) copies.

**CHAIRMAN OF THE MEETING
BOTOND BALAZS**

**SECRETARY OF THE MEETING
CLAUDIU - AURELIAN POPA**