

# ROMGAZ



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

## 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: **November 13, 2018**

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:*

- **Request from the Ministry of Energy on behalf of the Romanian State, as the major shareholder of S.N.G.N. Romgaz S.A., for supplementing the agenda of the Ordinary General Meeting of Shareholder on December 6 (7), 2018**

According with the provisions of A.S.F. Regulation no. 5/2018 art. 234, paragraph 1 letter b), S.N.G.N. ROMGAZ S.A. informs the market about the request received on November 13, 2018 from the Romanian State as shareholder of S.N.G.N. ROMGAZ S.A. (owning 70.0071% of the share capital), represented by the Ministry of Energy, to supplement the agenda of the Ordinary General Meeting of Shareholders convened on December 6 (7), 2018.

The request for supplementing the agenda refers to:

- I. the distribution of **RON 716,885,664** as additional dividends, in compliance with art. II and art. III of GEO 29/2017, to the company's shareholders, according to their participation in the company's share capital;
- II. approval of the gross additional dividend per share of **RON 1.86**, gross additional dividends to be distributed from the company's reserves, representing own sources of finance as well as to the establishment of the Record Date, ex Date and Payment Date concerning this corporate event.

Following the above mentioned request, S.N.G.N. Romgaz S.A. Board of Directors will adjourne in the immediate period, in order to analyze and decide upon the request.

**Annexed: The request of the Ministry of Energy on behalf of the Romanian State, registered on no. 34901/November 13, 2018.**

**Chief Executive Officer,  
Constantin Adrian VOLINTIRU**



Capital social: 385.422.400 lei

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/2001

RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș

RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



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**THE MINISTRY OF ENERGY**

**Minister's Office**

**Ministry Registration Number: 104328/AA/November 13, 2018**

**To:**

**The Board of Directors of Societatea Nationala de Gaze Naturale "Romgaz"- S.A.**

**Mr. Nistoran Dorin-Liviu, Chairman of the Board of Directors**

Considering:

- SNGN Romgaz SA Ordinary General Meeting of Shareholders Convening Notice for December 6, 2018, at 2 pm (first convening) and December 7, 2018 (second convening) respectively;
- Company Law 31/1990, republished, as subsequently amended and supplemented;
- Law 24/2017 on issuers of financial instruments and market operations;
- Government Emergency Ordinance No. 29/2017 on adopting some fiscal-budgetary measures;

The Ministry of Energy, representing the Romanian State as shareholder of S.N.G.N. Romgaz S.A., owning 269,823,080 shares, representing 70.01% of the share capital, requests under the provisions of art. 117<sup>1</sup> of Companies Law No. 31/1990 republished, as subsequently amended and supplemented, to include new items on the agenda of the Ordinary General Meeting of Shareholders, as follows:

- “- Approval to distribute the total amount of RON 716,885,664 as additional dividends, in compliance with art. II and art. III of GEO 29/2017, to the company's shareholders, according to their participation in the company's share capital;*
- *Approval of the additional gross dividend per share of 1.86 RON/share. Additional gross dividends are to be distributed from the company's reserves, representing own financing sources;*
- *Establish December 21, 2018 as Record Date, that is the date to determine the shareholders eligible to receive additional dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders;*
- *Establish December 20, 2018 as "Ex Date", representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution;*
- *Establish December 28, 2018 as Payment Date, which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain.”*

We propose the following resolution drafts:

- “- Approve the distribution of the total amount of RON 716,885,664 as additional dividends, in compliance with art. II and art. III of GEO 29/2017, to the company’s shareholders, according to their participation in the company’s share capital;*
- Approve the additional gross dividend per share of 1.86 RON/share. Additional gross dividends are to be distributed from the company’s reserves, representing own financing sources;*
- Establish December 21, 2018 as Record Date, that is the date to determine the shareholders eligible to receive additional dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders;*
- Establish December 20, 2018 as “Ex Date”, representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution;*
- Establish December 28, 2018 as Payment Date, which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain.”*

Best regards,

**Anton Anton**

**MINISTER OF ENERGY**