

RESOLUTION NO. 6/April 22, 2020

**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 April 22, 2020, 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 Consolidated Board of Directors' Report on the activity performed in 2019.

Article 2

Takes note of the Report of the Independent Auditor Ernst & Young Assurance Service S.R.L. on the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2019.

Article 3

Takes note of the Report of the Independent Auditor Ernst & Young Assurance Service S.R.L. on the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2019.

Article 4

Approves the Annual Individual Financial Statements of S.N.G.N. ROMGAZ S.A. for the year ended on December 31, 2019 prepared in compliance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Order of the Ministry for Public Finances no. 2844/2016.

Article 5

Approves the Consolidated Financial Statements of S.N.G.N. ROMGAZ S.A. Group for the year ended on December 31, 2019 prepared in compliance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Order of the Ministry for Public Finances no. 2844/2016.

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Article 6

Approves the distribution of net profit achieved by S.N.G.N. "ROMGAZ" - S.A. in 2019, as follows:

I	Indicators	YEAR 2019 Value (RON)
0	1	2
A.	Gross result of financial year	1 224 268 884,00
B.	Current income tax	286 025 447,00
B.1	Specific activities tax	46 796,00
C.	Revenue from deferred income tax	118 163 586,00
C.1	Deferred income tax	9 953 605,00
D.	Net result of financial year [A-B-B1+C-C.1], (accounting profit after profit tax deduction), including:	1 046 406 622,00
a)	Legal reserve	.00
b)	Other reserves representing fiscal facilities provided by law (Law No. 227/2015-Article 22)	12 247 662,00
c)	Coverage of losses in retained earnings from previous years accounting errors (in accordance with Article 1, paragraph (1), c) of GO No. 64/2001)	.00
c1)	Set up of own financing sources for co-financed projects from external loans (in accordance with Article 1, paragraph (1), c ¹ of GO No. 64/2001)	.00
d)	Other distributions as provided by special laws	.00
E.	Remaining net profit to be distributed (D-a-b+c-c1-d)	1 034 158 960,00
e)	Employees' participation to profit	31 524 733,00
f)	Dividends due to shareholders (approx. 50.27% of net profit to be distributed (E + e))	535 737 136,00
	-dividend/share	1,39
g)	Profit for setting up own financing sources(E-f)	498 421 824,00
	TOTAL DISTRIBUTIONS (b+f+g)	1 046 406 622,00

Article 7

Approves the gross dividend of RON 1.39 per share, distributed from the net profit achieved in 2019.

Article 8

Approves the distribution of retained earnings representing the value of fixed asset depreciation and fixed assets and investment projects abandoned during the reporting year financed from the "expenditure quota required for development and modernization of natural gas production" source in accordance with GD No. 168/1998, as subsequently amended and supplemented, as follows:

- a. the amount of RON 84,792,928.00 as dividends;
- b. the amount of RON 82,207,785.98, for own financing sources.

Article 9

Approves the gross dividend of RON 0.22 per share, distributed from retained earnings.

Article 10

Approves the total gross dividend per share in amount of RON 1.61, out of which RON 1.39 related to the 2019 result and RON 0.22 related to retained earnings.

Article 11

Establishes July 24, 2020 as payment day, for payment of dividends due to shareholders.

Article 12

Approves the employees' participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 31,524,733.

Article 13

Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2019.

Article 14

Approves the budgetary discharge of the Board members for the financial year 2019.

Article 15

Approves the maximum limit of the insured amount related to the professional liability insurance of Board members, in amount of Euro 100,000,000.

Article 16

Establishes July 3, 2020 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

Article 17

Establishes July 2, 2020 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.

Article 18

Authorises the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The present Resolution was signed on April 22, 2020, in 4 (four) original copies.

**CHAIRMAN OF THE MEETING
STAN-OLTEANU MANUELA-PETRONELA**

M. 22.04.2020

SECRETARY OF THE MEETING

BOTOND BALAZS

