

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: **February 11, 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:**

- **Supplemented Agenda for the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. convened on February 28, 2022, 1:00 PM (Romania time)**

Considering the request made by 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, the Board of Directors approved the supplement of the agenda of the Ordinary General Meeting of Shareholders convened on February 28, 2022 (OGMS) by adding five (5) new items.

The new items on the OGMS agenda refer to the election of 7 (seven) interim members of S.N.G.N. ROMGAZ S.A. Board of Directors and establishment of their mandate term.

The supporting documents for new items on the agenda may be reviewed at ROMGAZ Correspondence Entry, as well as on the Company's website www.romgaz.ro, *Investors Section – General Meeting of Shareholders.*

The Supplement to the Convening Notice of the OGMS is to be published in the Official Gazette of Romania Part IV and in at least one widely-spread Romanian newspaper.

Attached: Supplement to the Convening Notice of the OGMS on February 28, 2022

**Chief Executive Officer,
Aristotel Marius JUDE**

**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on February 28, 2022**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., with the registered office in Mediaș, 4 Constantin Motas Square, Sibiu county, registered with the Trade Register Office of Sibiu Law Court under number J32/392/2001, fiscal registration number RO 14056826, considering the request to supplement the agenda of the Ordinary General Meeting of Shareholders (OGMS) on February 28, 2022 made by the shareholder the Romanian State, represented by the Ministry of Energy, by letter no. 10972/VDP from February 8, 2022, registered at S.N.G.N. ROMGAZ S.A. under no. 5035 from February 8, 2022, the provisions of art. 92, par. 3 of Law No. 24/2017 on issuers of financial instruments and market operations, the provisions of art. 189 of Regulation No. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, the provisions of art. 117¹ of Company Law No. 31/1990, the agenda of the Ordinary General Meeting of Shareholders on February 28, 2022, initially published in the Official Gazette – Part IV-a, No. 391 of January 26, 2022, in "Jurnalul National" daily newspaper No. 1061 of January 26, 2022 and on the company's website (www.romgaz.ro) starting from January 26, 2022, will be supplemented as follows:

- **Selection of 7 (seven) interim members of the Board of Directors;**
- **Setting the duration of interim members' mandate to a period of 4 (four) months pursuant to the provisions of article 64¹, paragraph (5) of the GEO No. 109/2011 on corporate governance of public enterprises, beginning with March 14, 2022;**
- **Setting the fixed monthly gross allowance of non-executive interim members of the Board of Directors pursuant to the provisions of article 37, paragraph (2) of GEO No. 109/2011 on corporate governance of public enterprises;**
- **Approval of the form of the mandate contract to be concluded with the interim members of the Board of Directors;**
- **Mandating the representative of the majority shareholder, namely the Ministry of Energy, to sign the mandate contracts with the interim members of the Board of Directors.**

Therefore, following supplementation, the agenda of the Ordinary General Meeting of Shareholders on February 28, 2022, 1:00 pm (Romania time) that will take place at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, where only shareholders who are registered on February 17, 2022 ("Reference Date") in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, may attend and cast their vote, shall be the following:

AGENDA

- Item 1 Approval of Romgaz Individual Income and Expenditure Budget for 2022**
- Item 2 Presentation of Romgaz Group Consolidated Income and Expenditure Budget for 2022**
- Item 3 Ratification/Approval of Contracts on Transferring Gas Quantities covered by the Gas Sale and Purchase Agreement No. 8/2016, as modified and supplemented by subsequent Addenda, concluded with Compania Municipala Termoenergetica Bucuresti and S.C. Vest-Energo S.A.**
- Item 4 Selection of 7 (seven) interim members of the Board of Directors**
- Item 5 Setting the duration of interim members' mandate to a period of 4 (four) months pursuant to the provisions of article 64¹, paragraph (5) of the GEO No. 109/2011 on corporate governance of public enterprises, beginning with March 14, 2022**
- Item 6 Setting the fixed monthly gross allowance of non-executive interim members of the Board of Directors pursuant to the provisions of article 37, paragraph (2) of GEO No. 109/2011 on corporate governance of public enterprises**
- Item 7 Approval of the form of the mandate contract to be concluded with the interim members of the Board of Directors**
- Item 8 Mandating the representative of the majority shareholder, namely the Ministry of Energy, to sign the mandate contracts with the interim members of the Board of Directors**
- Item 9 Mandating the Chairman and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders**

The initial list comprising information on the last names, first names, places of residence and professional qualifications of the persons proposed for a director position shall be available to shareholders at **Romgaz Registry Desk** as well as on Company's website (<https://www.romgaz.ro/en/shareholder-meetings>), starting with **February 16, 2022**, and can be consulted and supplemented with candidate proposals. Company shareholders can obtain, upon request, copies of the List containing information on the last names, first names, places of residence and professional qualifications of the persons proposed for a director position.

The proposal for candidates to elect S.N.G.N. „ROMGAZ” – S.A. Board members, has to be made in writing by shareholders and it has to fulfil cumulatively the following conditions:

- a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the proposal is filed by one shareholder acting as natural person or the name, registered office address, the shareholder registration number and the name of the institution/public authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal person;
- b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the proposal on behalf of the shareholder;

- c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative, natural persons, or name, registration number of the shareholder and the name of the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative legal persons, who files the proposal on behalf and on account of the shareholder;
- d) to indicate for each candidate the first and last name, residence and professional experience;
- e) to be accompanied by the candidate's CV in Romanian or English;
- f) to provide, for each of the proposed candidates, a letter of consent for processing personal data in accordance with the consent letter form published on the Company's website (<https://www.romgaz.ro/en/shareholder-meetings>);
- g) to send it in Romanian or English at Romgaz Correspondence Entry by any type of courier service with proof of delivery, or by e-mail with incorporated extended electronic signature, in accordance with Law no. 455/2001 on the electronic signature, at secretariat.aga@romgaz.ro by until **February 22, 2022, 3:00 pm** (Romania time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 28, 2022".

Starting with **February 22, 2022, 3:30 pm** the final list with information on the first and last name, residence and professional experience of the persons proposed for the director position, may be reviewed at ROMGAZ Correspondence Entry or by accessing the company's webpage (<https://www.romgaz.ro/en/shareholder-meetings>).

To ensure the confidentiality of the vote for electing Board members, the vote will be casted by each shareholder/shareholder representative by distinct voting ballots and as the case may be based on special power of attorney or by a general power of attorney.

The voting ballot for the vote by correspondence for item 4 of the agenda for the election of Board members may be obtained in Romanian and in English starting with **February 22, 2022, 3:30 pm** from ROMGAZ Correspondence Entry and from the company's webpage (<https://www.romgaz.ro/en/shareholder-meetings>).

The special power of attorney for item 4 of the agenda for the election of Board members may be obtained in Romanian and in English starting with **February 22, 2022, 3:30 pm**, from ROMGAZ Correspondence Entry and from the company's webpage (<https://www.romgaz.ro/en/shareholder-meetings>) and it will be filled in by the shareholder in three copies: one for the shareholders, one for the representative and one for the Company.

The voting ballot for the vote by correspondence for the rest of the items of the agenda, as updated, will be available in Romanian and English, starting with **February 16, 2022** at ROMGAZ Correspondence Entry and from the company's webpage (<https://www.romgaz.ro/en/shareholder-meetings>).

The special power of attorney for the rest of the items of the agenda, as updated, will be available in Romanian and English, starting with **February 16, 2022** from ROMGAZ Correspondence Entry and from the company's webpage (<https://www.romgaz.ro/en/shareholder-meetings>).

The general power of attorney will be awarded by the shareholder acting as client, only to an agent as it is defined under Art. 2, Par. 1, point 20 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

If the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it gives an affidavit, signed by the credit institution's legal representative, stating:

- a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
- b) that the credit institution provides custodial services for that respective shareholder.

The Voting Ballots for the vote by correspondence shall be transmitted as original copies, in Romanian or English, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at: secretariat.aga@romgaz.ro, having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **February 26, 2022, 11:00 am** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 28, 2022".

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders shall be transmitted/submitted in original copy, in Romanian or English by the shareholder or by the credit institution, as the case may be, to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **February 26, 2022, 11:00 am** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 28, 2022".

ROMGAZ correspondence entry is open every working day, as well as on Saturday February 26, 2022, between 07:30 am – 3:30 pm (Romania time).

The voting ballots/special or general powers of attorney that are not received at ROMGAZ Entry Desk or by e-mail until **February 26, 2022, 11:00 am** (Romania time), will not be taken into consideration for establishing if there is or not a majority of the valid casted votes in the OGMS.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DAN DRAGOS DRAGAN**