

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, Article 234, paragraph 1, letters v) and i)

Report date: **May 03, 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:

- **Substantial acquisition of assets by signing of the Share Sale and Purchase Agreement regarding all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, whose value exceeds 10% of 2021 net revenue**

According to Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and A.S.F. Regulation no. 5/2018 regarding Issuers of Financial Instruments and Market Operations, Article 234 paragraph (1) letters v) and i), S.N.G.N. ROMGAZ S.A. brings to the attention of the investors and the capital market the event representing the signing of the Share Sale and Purchase Agreement regarding all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited by S.N.G.N. ROMGAZ S.A., as Buyer and 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.

We mention that the signing of the sale-purchase agreement of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited was approved by the Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. No. 4 of April 28, 2022.

Party to the Agreement	<u>Buyer</u> <ul style="list-style-type: none"> • S.N.G.N. ROMGAZ S.A. <u>Sellers</u> <ul style="list-style-type: none"> • 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
No. and date of Agreement	Contract No. 38145 / May 3, 2022
Acquisition Date	Upon fulfilment of the suspensive conditions necessary for the completion of the transaction as they are regulated by the contract, but not later than 12 months from the signing
Scope of Agreement	Sale - purchase of all shares issued by ExxonMobil Exploration and Production Romania Limited, a company operating under the laws of the Commonwealth of Bahamas
Asset Description	100% of the shares issued by ExxonMobil Exploration and Production Romania Limited, a company that owns 50% of the acquired rights and obligations under the Petroleum Concession Agreement for the East Area, the Deep Water Zone of XIX Neptun.
Payment Amount (VAT exclusive)	The purchase price to be paid by S.N.G.N. ROMGAZ S.A. shall be USD 1,060,000,000 (one billion sixty billion USD), which can be adjusted positively with a maximum value of up to USD 10,000,000 (ten million USD), while the negative adjustment is not limited
Terms and Methods of Payment	<p>Upon signing the contract, S.N.G.N. ROMGAZ S.A. pays to the Sellers an amount equal to USD 106,000,000 (one hundred and six million USD), representing an advance/deposit.</p> <p>After fulfilling the suspensive conditions necessary to complete the transaction, as they are regulated in the contract, S.N.G.N. ROMGAZ S.A. shall pay the amount representing the difference between the purchase price and the advance/deposit paid upon signing the contract.</p>
Description of the Asset Transaction	The sale and purchase of all share capital issued by ExxonMobil Exploration and Production Romania Limited, a company operating under the laws of the Commonwealth of the Bahamas, which operates

	through its Romanian branch, ExxonMobil Exploration and Production Romania Limited Nassau (Bahamas) Bucharest Branch, Romania.
Source of Funding	Partly credit, partly own sources.
Purpose or anticipated use of the assets acquired	Increase in natural gas production, revenue and Romgaz Group profit
Estimated changes in the issuer's business as a result of the use of applicable assets	Increase in natural gas production, revenue and Romgaz Group profit
Issued Guarantees	Corporate guarantee letter issued by Exxon Equity Holding Company in favor of S.N.G.N. ROMGAZ S.A. to guarantee deposit reimbursement and payment of relevant claims in compliance with above-mentioned Share Purchase Agreement

**Chief Executive Officer,
Aristotel Marius JUDE**

**Chief Financial Officer
Razvan POPESCU**