

# I<sup>st</sup> HALF YEAR REPORT ECONOMIC- FINANCIAL ACTIVITY OF ROMGAZ GROUP AS OF JUNE 30, 2019 (JANUARY 1, 2019 - JUNE 30, 2019)

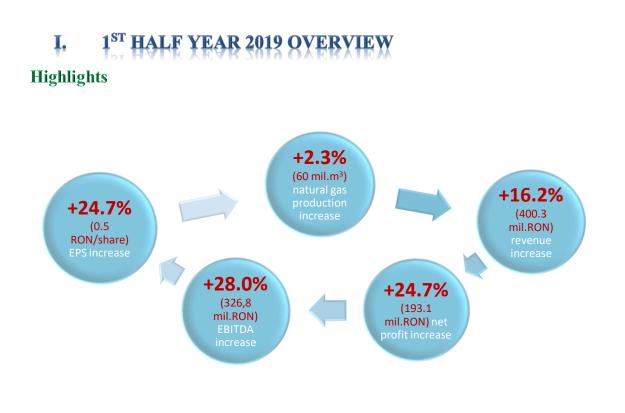


# SUMMARY

| IDENTIFICATION DETAILS ON REPORT AND ISSUER                        |
|--|
| I. 1 <sup>st</sup> Half Year 2019 Overview                         |
| Highlights4  |
| 1.1. Romgaz Group Performances4                                    |
| 1.2. Significant Events  |
| II. Romgaz GROUP OVERVIEW  |
| III. REVIEW OF THE COMPANY'S BUSINESS17                            |
| 3.1. Operational Results17   |
| 3.2. Consolidated Financial Results                                |
| 3.3. Prices and tariffs  |
| 3.4. Investments   |
| 3.5. Litigations   |
| 3.6. Legal documents concluded under Article 52 of GEO no.109/2011 |
| 3.7. Main risks and uncertainties for H II 2019                    |
| IV. Consolidated financial-accounting information                  |
| 4.1. Interim Statement of Consolidated Financial Position          |
| 4.2. Interim Statement of Consolidated Comprehensive Income        |
| 4.3. Statement of Consolidated Cash Flows                          |
| V. Performance of Director Agreements and of Mandate Contracts     |
| Signatures:  |

# **IDENTIFICATION DETAILS ON REPORT AND ISSUER**

| Report based on  | Law no. 24/2017 on issuers of financial instruments<br>and market operations (Article 65) and ASF (Financial<br>Supervisory Authority) Regulation no.5/2018 on<br>issuers of financial instruments and market operations<br>(Annex 14) for the six-months period ended on June<br>30, 2019 (HI of financial year 2019) |
|--|--|
| Report Date  | August 14, 2019  |
| Name of the Company                                    | Societatea Națională de Gaze Naturale "ROMGAZ"<br>SA   |
| Headquarters   | Mediaş, 4 Constantin I. Motaş Square, code 551130,<br>Sibiu County   |
| Telephone/fax number                                   | 0040 374 401020 / 0040 269 846901  |
| Web/E-mail   | www.romgaz.ro / secretariat@romgaz.ro  |
| Fiscal Code  | RO 14056826  |
| Legal Entity Identifier (LEI)                          | 2549009R7KJ38D9RW354   |
| Regulated market where the company's shares are traded | Bucharest Stock Exchange (shares) and London Stock<br>Exchange (GDRs)  |
| Subscribed and paid in share capital                   | RON 385,422,400  |
| Shares main characteristics                            | 385,422,400 shares each with a nominal value of<br>RON 1<br>nominative, ordinary, indivisible shares, issued<br>dematerialised and free tradable since November 12,<br>2013 as SNG – for shares and SNGR – for GDRs  |



# 1.1. Romgaz Group Performances<sup>1</sup>

Operational and financial performances of Romgaz Group achieved in HI 2019 continued to be high, confirming the established trend.

In the first 6 months of 2019 the national gas consumption recorded a 3% decrease, while Romgaz deliveries remained similar to the previous year having a sub-unitary variation. As a result, Romgaz *share* on the gas deliveries market reached **46.3%**, by one percent higher than the share held in the previous period (45.3%).

*Natural gas production* reached 2,700 million  $m^3$ , higher by 59.5 million  $m^3$  than the production recorded during the similar period of the previous year (+2.3%) and higher by 8.8 million  $m^3$  than the production schedule (+0.3%).

*Romgaz electricity production* of 171.66 TWh decreased as compared to the similar period of 2018 (466.22 TWh). This production placed Romgaz at a market share of  $0.64\%^2$ .

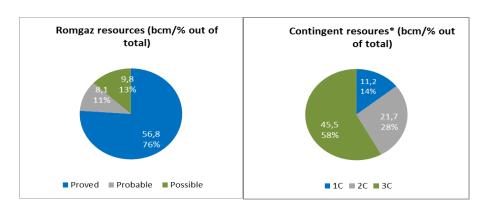
*The margins of the main profitability indicators*: net profit (33.9%), EBIT (39.2%) and EBITDA (51.9%) confirm a high profitability of Romgaz Group activity.

The American company DeGolyer&MacNaughton performed in HI 2018 an external audit of Romgaz *natural gas reserves and contingent resources*, the final report being sent to Romgaz on May 31, 2018.

The results of the report confirm the evaluation of gas resources and reserves performed by Romgaz with the reference date on December 31, 2017, and confirm an average 78% annual reserves replacement ratio for years 2013- 2017, value above the target of 70%.

<sup>&</sup>lt;sup>1</sup> **Romgaz Group** consists of SNGN Romgaz SA ("the Company"/"Romgaz") as parent company, Filiala de Înmagazinare Gaze Naturale Depogaz Ploiești SRL ("Depogaz"), is the subsidiary owned 100% by Romgaz, and its associates SC Depomures SA (40% of the share capital) and SC Agri LNG Project Company SRL (25% of the share capital)

<sup>&</sup>lt;sup>2</sup> Source: CNTEE Transelectrica SA



\*1C contingent resources include proved developed reserves whose exploitation program is beyond December 31, 2042, this date being the end of the effective licence terms.

|            |            |            |            |  |            | *mil       | lion RON* |
|------------|------------|------------|------------|--|------------|------------|-----------|
| Q2<br>2018 | Q1<br>2019 | Q2<br>2019 | ΔQ2<br>(%) | Main indicators                              | HI<br>2018 | HI<br>2019 | Δ HI (%)  |
| 992.2      | 1,713.1    | 1,161.7    | 17.1       | Revenue                                      | 2,474.5    | 2,874.8    | 16.2      |
| 1,040.6    | 1,683.1    | 1,229.4    | 18.1       | Income                                       | 2,446.9    | 2,912.5    | 19.0      |
| 671.7      | 1,042.7    | 719.6      | 7.1        | Expenses                                     | 1,517.7    | 1,762.3    | 16.1      |
| 0.20       | 1.4        | (0.2)      | -          | Share of the associates' result              | 0.98       | 1.2        | 19.4      |
| 369.0      | 641.8      | 509.6      | 38.1       | Gross Profit                                 | 930.2      | 1,151.3    | 23.8      |
| 52.3       | 99.9       | 75.5       | 44.5       | Profit Tax                                   | 147.3      | 175.4      | 19.1      |
| 316.8      | 541.8      | 434.1      | 37.0       | Net Profit                                   | 782.8      | 975.9      | 24.7      |
| 354.1      | 630.8      | 496.7      | 40.2       | EBIT   | 904.0      | 1,127.4    | 24.7      |
| 459.9      | 894.0      | 598.9      | 30.2       | EBITDA                                       | 1,166.1    | 1,492.9    | 28.0      |
| 0.8        | 1.4        | 1.1        | 37.0       | Earnings per share**) (RON)                  | 2.0        | 2.5        | 24.7      |
| 31.9       | 31.6       | 37.4       | 17.0       | Net Profit Rate (% from Revenue)             | 31.6       | 33.9       | 7.3       |
| 35.7       | 36.8       | 42.8       | 19.8       | EBIT Ratio (% from Revenue)                  | 36.5       | 39.2       | 7.4       |
| 46.4       | 52.2       | 51.6       | 11.2       | EBITDA Ratio (% from Revenue)                | 47.1       | 51.9       | 10.2      |
| 6,132      | 6,162      | 6,171      | 0.6        | Number of employees at the end of the period | 6,132      | 6,171      | 0.6       |

#### **Relevant Financial Results (consolidated)**

\*) EPS is calculated based on the individual results of SNGN ROMGAZ SA

The figures above are rounded. Therefore, small differences may result upon reconciliation.

Note: income and expenses do not include in-house works capitalized as non-current assets.

Confirming the trend, the Group recorded in Q2 2019 an increase of the main indicators compared to the similar period of 2018, as follows: revenue +17.1%, EBIT +40.2%, EBITDA +30.2%, the profitability margins have also remained at significant values.

Summary of the Group's main indicators for HI 2019:

✤ Total Income, higher by RON 465.5 million, rising by 19.0% while total expenses recorded an increase of 16.1%.

Gross result of HI 2019 is higher by 23.8% as compared to the previous year further to the following influential factors:

• 16.18% higher revenue as compared to HI 2018 further to an increase of gas sales, both from internal production and from gas purchased for resale (+20.83%);

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- the positive effect triggered by the increased revenue reflected on the profit was affected by the increased additional income tax (+65.6% representing an increase of RON 174.7 million) and by the 2% contribution of electricity and gas licence titleholders from the revenue recorded from activities that relate to the licences granted by ANRE (RON 41.85 million)
- Net profit is by RON 193 million higher than the profit for the previous period due to increased income and influenced by the rise of expenses due to the above mentioned causes (+24.7%);
- Labour productivity increased by 15.44% compared to the previous period, from RON 403.54 thousand revenue/employee in HI 2018 to RON 465.85 thousand revenue/employee in HI 2019;
- ♦ Net profit margins, EBIT and EBITDA are higher compared to HI 2018 as a consequence of a higher revenue;
- Seps of **RON 2.5** by 24.7% higher than in HI 2018.

| Q2<br>2018 | Q1<br>2019 | Q2<br>2019 | ΔQ2<br>(%) | Main Indicators  | HI<br>2018 | HI<br>2019 | Δ HI<br>(%) |
|------------|------------|------------|------------|--|------------|------------|-------------|
| 1,276.2    | 1,430.0    | 1,269.8    | -0.5       | Gas Produced (million m <sup>3</sup> )                         | 2,640      | 2,700      | 2.3         |
| 91         | 103        | 81         | -3.0       | Petroleum Royalty (million m <sup>3</sup> )                    | 192        | 193        | 0.5         |
| 1,850      | 4,934      | 4,321      | 133.5      | Condensate Production (tonnes)                                 | 3,485      | 9,255      | 165.6       |
| 178.9      | 170.8      | 0.8        | -99.6      | Electricity delivered (GWh)                                    | 466.2      | 171.6      | -63.2       |
| 20.3       | 884.9      | 39.8       | 96.1       | Invoiced UGS gas withdrawal services (million m <sup>3</sup> ) | 1,118.6    | 924.7      | -17.3       |
| 733.9      | 37.8       | 1,009.8    | 37.6       | Invoiced UGS gas injection services (million m <sup>3</sup> )  | 751.6      | 1,047.6    | 39.4        |

#### **Operational Results**

Note: the information is not consolidated, namely contains transactions between Romgaz and Depogaz.

*Gas production* was in the parameters expected when preparing the 2019 production schedule; the achieved level represents 100.33% of the schedule.

Romgaz produced 2,700 million  $m^3$  natural gas during the first half of 2019, 59.5 million  $m^3$  (2.3%) more than the volume produced in the same period of the previous year.

The high production recorded in HI 2019 was triggered by:

- ✓ maximum production from Caragele field by finalising investments to extend production infrastructure and connecting the wells to this infrastructure;
- ✓ continued rehabilitation projects on the main mature gas fields that led to arresting the production decline on such fields;
- $\checkmark$  well workover operations that reactivated a series of wells with significant flow rates;
- $\checkmark$  relocation of compressor units to optimise production from some gas fields;
- $\checkmark$  streaming into production new commercial discoveries.

The *electricity production* decline, as shown in the table below, is closely related to the investments made at CTE Iernut, works that restrict using the old energy units. Therefore, CTE Iernut did not produce electricity in Q2 2019 due to:

- the works performed at the outer electric station;
- the works performed at the main water cooling circuits, such works are in connection with the existing power plant;

• works performed at the existing cooling circuit (hydro-technical dam, cooling water pumps, cooling towers, mixing chambers etc.) these will be also used for the new investment; such works had to be performed only when the power plant was shut down.

\*MWh\*

|    | 2018    | 2019    | Ratio     |
|----|---------|---------|-----------|
| 1  | 2       | 3       | 4=3/2x100 |
| Q1 | 287,287 | 170,894 | -40.51%   |
| Q2 | 178,933 | 773     | -99.57%   |
| HI | 466,221 | 171,667 | -63.18%   |

# 1.2. Significant Events

#### March 29, 2019

The Romanian Government issues GEO no. 19/2019<sup>3</sup> amending favourably GEO no. 114/2018<sup>4</sup>, namely the gas sale price capping at 68 RON/MWh for the period May 1, 2019 – February 28, 2022 is limited to gas deliveries to "households' suppliers and heat producers, only for the natural gas quantity used to produce heat for consumption in cogeneration plants and in power plants".

GEO no.114/2018 enforced a price capping on gas deliveries to "final eligible suppliers and clients" stating that "for ensuring the total household consumption, during such period the producer has to sell gas, under ANRE regulated conditions, to suppliers prevalently from the current production and/or from storages".

#### April 1, 2019

Enforcement of the new storage tariffs approved by ANRE Order no.44/2019.

#### May 7, 2019

Romgaz celebrated 110 years from the first natural gas discovery in Romania. Natural gas history began in Romania in 1909, in Sarmasel, while drilling at over 300 meter depth for potash salts, natural gas burst out freely. This phenomenon marked the beginning of an industry, age-old nowadays.

#### June 26, 2019

Further to casting the cumulative vote, the company's shareholders appointed the following persons as members of the Board of Directors, issuing Resolution no.6:

- 🖉 Stan-Olteanu Manuela-Petronela
- 🗷 Havrileț Niculae
- ∠ Ciobanu Romeo-Cristian
- 🖉 Parpală Caius-Mihai
- 🖉 Hărăbor Tudorel
- 🗷 Cîmpeanu Nicolae

<sup>&</sup>lt;sup>3</sup> Emergency Ordinance issued by the Romanian Government no.19 of March 29, 2019 amending and supplementing certain pieces of legislation

<sup>&</sup>lt;sup>4</sup> Government Emergency Ordinance no.114 of December 28, 2018 on establishing certain measures related to public investments and fiscal-budgetary measures, amending and supplementing pieces of legislation and prorogation of terms

#### 

Mr. Ciobanu Romeo Cristian and Mr. Jansen Petrus Antonius Maria continue their mandate as directors as they were selected further to a selection process in 2018 and appointed directors for a 4-years mandate by OGMS Resolution no.8 of July 6, 2018. Therefore, their mandate is carried on forward. All other directors, acting as interim directors, are appointed for a 4-months period.

# **II. ROMGAZ GROUP OVERVIEW**

#### Romgaz Group undertakes business in the following segments:

- $\infty$  natural gas exploration and production;
- ► UGS activity;
- >>> natural gas supply;
- > special well operations and services;
- >>> maintenance and transportation services;
- > electricity generation and supply;
- 🖎 natural gas distribution.

#### Shareholding Structure

On June 30, 2019, SNGN Romgaz SA shareholding structure was the following:

|                                   | Number of shares | %        |
|-----------------------------------|------------------|----------|
| The Romanian State <sup>5</sup>   | 269,823,080      | 70.0071  |
| Free float – total, out of which: | 115,599,320      | 29.9929  |
| *legal persons                    | 97,655,717       | 25.3373  |
| *natural persons                  | 17,943,603       | 4.6556   |
| Total                             | 385,422,400      | 100.0000 |



## **Company Organization**

The structural organization of Romgaz is specific for organizations of a hierarchy-functional type, with six hierarchical levels from the company's shareholders to the execution personnel.

<u>Until March 31, 2018</u> the Company had seven branches established both on the basis of activities performed and of territoriality (natural gas production branches), as follows:

- Medias Production Branch
- Targu Mureş Production Branch
- Ploiesti Storage Branch
- SIRCOSS Branch for Well Workover, Recompletions and Special Well Operations
- STTM Technological Transport and Maintenance Branch
- SPEE Iernut Power Generation Branch
- Bratislava Branch

<sup>&</sup>lt;sup>5</sup> The Romanian State through the Ministry of Energy

<u>As of April 1, 2018</u> Ploiesti Storage Branch ceased its activity and *SNGN Romgaz SA – Filiala de Înmagazinare Gaze Naturale Depogaz Ploiești SRL* became operational, managing the natural gas underground storage activity.

Therefore, subject to EC Directive No. 73/2009 implemented by Law 123/2012 Electricity and Natural Gas Law, (art. 141), the storage activity is unbundled from SNGN Romgaz SA and performed by a storage operator, a subsidiary where SNGN Romgaz SA is sole associate.

The company's subscribed and paid in share capital is RON 66,056,160 split into 6,605,616 shares with a nominal value of RON 10/share, owned entirely by Romgaz.

The Subsidiary took over operation of the underground storages licensed by SNGN Romgaz SA, the operation of assets that contribute to performing the activities and the entire personnel that performs storage activities.

Information on the Subsidiary may be found at: <u>https://www.depogazploiesti.ro</u>.

#### **Company Management**

#### **Board of Directors**

The company is governed by a **Board of Directors** composed of 7 members, having on *June 30*, *2019* the following structure:

| Item<br>no. | Name                               | Position in the Board | Status                       | Professional<br>Qualification | Institution of<br>Employment   |
|-------------|------------------------------------|-----------------------|------------------------------|-------------------------------|--|
| 1           | Stan-Olteanu Manuela-<br>Petronela | chairman              | non-executive                | legal adviser                 | General Secretariat of the Government  |
| 2           | Havrileț Niculae                   | member                | non-executive                | engineer                      | Ministry of Energy   |
| 3           | Ciobanu Romeo-Cristian             | member                | non-executive<br>independent | PhD engineer                  | Universitatea Tehnică<br>Iași  |
| 4           | Parpală Caius-Mihai                | member                | non-executive                | engineer                      | ANAR - Administrația<br>Bazinală de Ape Mureș –<br>Sistemul de Gospodărire<br>al Apelor Arad |
| 5           | Hărăbor Tudorel                    | member                | non-executive                | economist                     |  |
| 6           | Cîmpeanu Nicolae                   | member                | non-executive                | economist                     | OMV Petrom Global Solutions S.R.L.   |
| 7           | Jansen Petrus Antonius<br>Maria    | member                | non-executive<br>independent | economist                     | London School of<br>Business and Finance   |

During January 1 – June 26, 2019 the Board of Directors had the following members:

| Item<br>No. | Name                           | Position in the<br>Board | Status <sup>*)</sup>             | Professional Qualification | Institution of<br>Employment                 |
|-------------|--------------------------------|--------------------------|----------------------------------|----------------------------|--|
| 1           | Nistoran Dorin<br>Liviu        | chairman/member**)       | non-executive<br>independent     | engineer                   | Evolio                                       |
| 2           | Volintiru Adrian<br>Constantin | member                   | executive<br>non-<br>independent | economist                  | SNGN Romgaz SA                               |
| 3           | Ungur Ramona                   | member/chairman***)      | non-executive<br>independent     | economist                  |  |
| 4           | Grigorescu Remus               | member                   | non-executive<br>independent     | PhD in economics           | Universitatea<br>"Constantin<br>Brâncoveanu" |
| 5           | Ciobanu Romeo<br>Cristian      | member                   | non-executive<br>independent     | PhD engineer               | Universitatea Tehnică<br>Iași                |

| 6 | Jude Aristotel<br>Marius        | member | non-executive<br>non-<br>independent | MBA in Law<br>legal adviser | SNGN Romgaz SA                           |
|---|---------------------------------|--------|--------------------------------------|-----------------------------|--|
| 7 | Jansen Petrus<br>Antonius Maria | member | non-executive independent            | economist                   | London School of<br>Business and Finance |

\*) - members of the Board of Directors submitted the statement of independence in compliance with the provisions of Romgaz Corporate Governance Code.

\*\*) – chairman until May 14, 2019.

\*\*\*) – chairman as of May 15, 2019.

The *directors CVs* can be found on the company's webpage at: <u>http://www.romgaz.ro/en/consiliu-administratie</u>

#### Upper management

Volintiru Adrian Constantin – Chief Executive Officer (CEO)

The Board of Directors decided by Resolution no.29 of June 14, 2018 to appoint Mr. Volintiru Adrian Constantin as Chief Executive Officer of the company for a four-months period.

The Board of Directors appointed by Resolution no. 45 of October 1<sup>st</sup>, 2018 Mr. Volintiru Adrian Constantin as Chief Executive Officer of the Company for a 4 year mandate.

Bobar Andrei – Chief Financial Officer (CFO)

The Board of Directors appointed Mr. Bobar Andrei by Resolution no. 30 of November 2, 2017 as chief financial officer.

The Board of Directors appointed Mr. Bobar Andrei by Resolution no. 39 of August 28, 2018 as chief financial officer for a limited period, from August 28, 2018 until November 2<sup>nd</sup>, 2021.

Other persons discharging managerial responsibilities:

| Name                         | Position                           |
|------------------------------|------------------------------------|
| <b>ROMGAZ - headquarters</b> |                                    |
| Paraschiv Nelu               | Deputy Director General            |
| Rotar Dumitru Gheorghe       | Deputy Director General            |
| Sânpetrean Anca Mariana      | Financial Director                 |
| Trânbițaș Gabriela           | Accounting Director                |
| Dediu Mihaela Carmen         | Exploration-Appraisal Director     |
| -                            | Production Director                |
| Boiarciuc Adrian             | Information Technology Director    |
| Lupa Leonard Ionuț           | Procurement Director               |
| Chertes Viorel Claudiu       | Director for Technical Regulations |
| Ciolpan Vasile               | Energy Trade Director              |
| Endre Ioo                    | Legal Department Director          |
| Stan Ioan                    | Human Resources Director           |
| Cindrea Corin Emil           | HQSE Director                      |
| Stancu Lucian Adrian         | Corporate Management Director      |
| Mediaș Branch                |                                    |
| Tătaru Argentina             | Director                           |
| Achimeț Teodora Magdalena    | Economic Director                  |
| -                            | Production Director                |
| Man Ioan Mihai               | Technical Director                 |
| Târgu Mureș Branch           |                                    |
| Roiban Claudiu               | Director                           |
| Papoi Ilona                  | Economic Director                  |

| -                               | Production Director            |
|---------------------------------|--------------------------------|
| <b>Baciu Marius Tiberiu</b>     | Technical Director             |
| Iernut Branch                   |                                |
| Balazs Bela <sup>*)</sup>       | Director                       |
| Oros Cristina Monica            | Economic Director              |
| Oprea Maria Aurica              | Trading Director               |
| Bircea Angela                   | Technical Director             |
| SIRCOSS                         |                                |
| Dobrescu Dumitru                | Director                       |
| Bordeu Viorica                  | Economic Director              |
| Gheorghiu Sorin                 | Technical Director             |
| STTM                            |                                |
| Cătană Cristian Victor          | Director                       |
| Ilinca Cristian Alexandru       | Economic Director              |
| <b>Cioban Cristian Augustin</b> | Operation-Development Director |

\*) has management competences, is not appointed director of the branch,

The members of the upper management, except the chief executive officer and the chief financial officer are employees of the company, having an individual labour contract for an indefinite period.

The management and operating personnel are employed, promoted and dismissed by the chief executive officer based on the competences delegated to him by the Board of Directors.

The Board of Directors and the upper management of Depogaz Subsidiary is provided on its website, namely: <u>https://www.depogazploiesti.ro/ro/despre-noi/conducere</u>

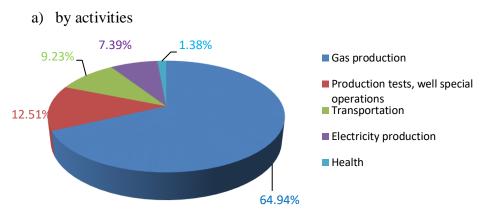
### Human Resources

On June 30, 2019 Romgaz Group had 6,171 employees and SNGN Romgaz SA 5,658 employees. As of April 1, 2018 504 employees terminated the labour agreement with the company passing over to Depogaz.

The table below shows the evolution of the employees' number during January 1, 2016 – June 30, 2019:

| Description   | 2016  | 2017  | 2018            |                   | HI 2019         |                   |  |
|---|-------|-------|-----------------|-------------------|-----------------|-------------------|--|
|   |       |       | Romgaz<br>Group | SNGN<br>Romgaz SA | Romgaz<br>Group | SNGN<br>Romgaz SA |  |
| 1   | 2     | 3     | 5               |                   | 6               | 6                 |  |
| Employees at the beginning of the period                                  | 6,356 | 6,246 | 6,198           | 6,198             | 6,214           | 5,688             |  |
| Newly hired employees   | 168   | 233   | 286             | 241               | 83              | 68                |  |
| Employees who terminated their<br>labour relationship with the<br>company | 278   | 281   | 270             | 751               | 126             | 98                |  |
| Employees at the end of the period  | 6,246 | 6,198 | 6,214           | 5,688             | 6,171           | 5,658             |  |

The structure of *SNGN Romgaz SA* employees at the end of the reporting period is shown below:



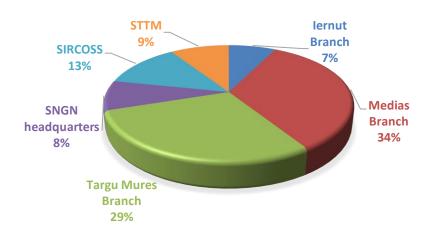
#### b) by level of education

| • | university        | 24.09%; |
|---|-------------------|---------|
| • | secondary school  | 28.05%; |
| ٠ | foreman school    | 3.04%;  |
| ٠ | vocational school | 33.99%; |
|   | * 1 11 1 1        | 10.020/ |

- middle school 10.83%;
- c) by age

| • | under 30 years | 4.10%;  |
|---|----------------|---------|
| • | 30-40 years    | 13.79%; |
| • | 40-50 years    | 34.99%; |
| • | 50-60 years    | 38.03%; |
| • | over 60 years  | 9.08%;  |

d) by headquarters and branches



# e) by categories

| Entity             | Workers | Foremen | Office | Total |
|--------------------|---------|---------|--------|-------|
| 1                  | 2       | 3       | 4      | 5     |
| Headquarters       | 39      |         | 432    | 471   |
| Mediaș Branch      | 1,478   | 88      | 336    | 1,902 |
| Targu-Mureş Branch | 1,309   | 50      | 278    | 1,637 |
| SIRCOSS            | 510     | 52      | 146    | 708   |
| STTM               | 394     | 21      | 107    | 522   |
| Iernut Branch      | 269     | 41      | 108    | 418   |
| TOTAL              | 3,999   | 252     | 1,407  | 5,658 |

#### Romgaz on the stock exchange

As of November 12, 2013, the company's shares have been traded on the regulated market governed by BVB (Bucharest Stock Exchange) – under the symbol "*SNG*" and on the regulated market governed by LSE (London Stock Exchange), as GDRs issued by the Bank of New York Mellon – under the symbol "*SNGR*".

Romgaz is considered an attractive company for the investors as regards the dividend distribution to shareholders and the company's stability.

Romgaz is among the most significant local issuers and is also included in the BVB indices, as follows:

- 2<sup>nd</sup> place by market capitalization in the top of Premium local issuers on BVB on June 30, 2019 (RON 12,410.6 million, namely Euro 2,621.0 million);
- 4<sup>th</sup> place by trading value in HI 2019 in the top of local issuers on BVB main segment (RON 448.3 million);
- Weights of 10.35% and 10.13% in the BET index (top 13 issuers) and namely in the BET-XT (BET Extended), 28.28% in the BET-NG index (energy and utilities) and 10.353% in the BET-TR index (BET Total Return);

Performance of Romgaz shares between listing and June 30, 2019 in relation to BET index, is shown below:



The next table presents the evolution of the closing price as well as the company's market capitalization on the last day of HI of 2017, 2018 and 2019.

|   | June 30<br>2017 | June 30<br>2018 | June 30,<br>2019 |
|---|-----------------|-----------------|------------------|
| Number of shares                                | 385,422,400     | 385,422,400     | 385,422,400      |
| Closing price (RON)                             | 30.75           | 37.35           | 32.20            |
| Market capitalization<br>*mil. RON<br>*mil. EUR | 11,852<br>2,603 | 14,396<br>3,088 | 12,411<br>2,621  |

Romgaz shares trading price in HI 2019 had a similar evolution to the one recorded in the previous periods, recording a significant decrease at the beginning of the year (minimum of 27.35 RON/share on January 14, 2019) followed by a visible increase in February – after publishing the Preliminary Results for 2018; March – after publishing the dividend proposal for 2018 and additional dividends according to GEO no.114/2018; and in May – before the exdata for the 2018 dividends (maximum of 35.10 RON/share on May 28). Therefore, at the end of the first six months, the share price was RON 32.2, by 17.5% higher than recorded in the first trading day of the year.

On LSE, GDRs were traded at prices comparable to those of the shares traded on BVB, recording an increase of 10.7% in the reviewed period due to RON-USD exchange rate 1.4% increase. The minimum GDR price (7 USD) was also recorded on January 14, and the maximum price (8.05 USD) on the date previous to the ex-date for 2018 dividends.

# **III. REVIEW OF THE COMPANY'S BUSINESS**

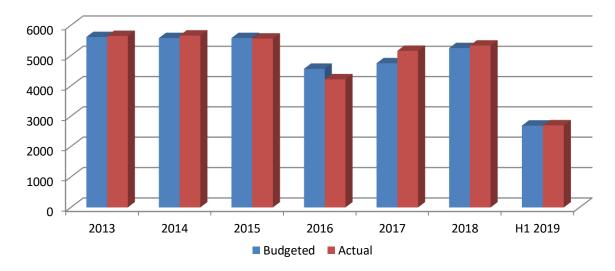
# **3.1. Operational Results**

The 154 commercial fields, located in the Transylvanian Basin, Moldova, Muntenia and Oltenia, are operated by Medias and Targu Mures branches; 80% of Romgaz total production is achieved by 30 mature reservoirs being in an advanced state of depletion, these have been producing for more than 30 years.

A retrospective analysis on the natural gas volumes produced during 2013-2019 is shown below:

| Specifications                 | 2013  | 2014  | 2015  | 2016  | 2017  | 2018  | HI 2019 |
|--------------------------------|-------|-------|-------|-------|-------|-------|---------|
| 1                              | 2     | 3     | 4     | 5     | 6     | 7     | 8       |
| Budgeted (mil.m <sup>3</sup> ) | 5,615 | 5,581 | 5,581 | 4,567 | 4,750 | 5,250 | 2,691   |
| Actual (mil.m <sup>3</sup> )   | 5,651 | 5,664 | 5,563 | 4,219 | 5,158 | 5,333 | 2,700   |
| Differences (Actual-Budgeted)  | +36   | +83   | -18   | -348  | +408  | +83   | +9      |
| Actual                         | 100.6 | 101.5 | 99.7  | 92.4  | 108.6 | 101.6 | 100.3   |

The chart below shows the evolution of gas volumes produced during 2013 - 2019 and in HI 2019, budgeted vs actual:



Analysis of the production data shows that the produced gas volumes were almost equal or exceeded the expected gas volume. We may say that the natural decline of the gas reservoirs was mitigated in this period, recording a value of approximately 1.4 % for the period 2013 - 2019.

Following factors positively influenced the achievement of this production:

- sustained investment efforts for the extension/modernisation of the surface facilities:
  - commissioning a new gathering pipeline and a new gas delivery panel for Caragele field in Muntenia, at the end of 2018, such investment led to a gas production increase of 93%, a 207% increase of condensate production following a maximum flow rate production, compared to the same reporting period of 2018;
  - o streaming into production new commercial discoveries;
- increase productivity of some gas fields by relocating compression units to decrease gathering pressure;

- performing workover for 85 wells with a production potential on June 30, 2019 of more than 573 thousand m<sup>3</sup>/day, recording a cumulative of 45,5 million m<sup>3</sup>;
- optimising production by applying modern methods to perform water removal from wells, by implementing minimum invasive technologies, by installing pressure and flow rate metring devices in the well.

The table below shows the gas quantities produced, delivered, injected/withdrawn in/from the underground storage during January – June 2019 compared to the similar period of years 2017 and 2018 (million  $m^3$ ):

| Item<br>No. | Specifications  | HI<br>2017 | HI<br>2018 | HI<br>2019 | Ratios       |
|-------------|---|------------|------------|------------|--------------|
| 0           | 1   | 2          | 3          | 4          | 5=4/3x100    |
| 1.          | Gross production – total, out of which:                                       | 2,559.4    | 2,640.3    | 2,699.8    | 102.3%       |
| 1.1.        | *own gas  | 2,474.6    | 2,553.5    | 2,699.8    | 105.7%       |
| 1.2.        | * Schlumberger joint operations (100%)  | 84.8       | 86.8       | 0.0        | -            |
| 2.          | Fuel consumed in operations   | 36.9       | 42.9       | 42.8       | 99.8%        |
| 3.          | Net own gas production (11.22.)   | 2,437.7    | 2,510.6    | 2,657.0    | 105.8%       |
| 4.          | Own gas stored in UGS   | 77.6       | 88.8       | 140.8      | 158,6%       |
| 5.          | Own gas withdrawn from UGS  | 497.0      | 297.3      | 199.9      | 67.2%        |
| 5.1.        | *gas cushion  | 0.0        | 6.9        | 0.0        | -            |
| 6.          | Difference from conversion to Gross Calorific Value                           | -6.6       | 1.6        | 2.2        | 137.5%       |
| 7.          | Delivered own gas (34.+56.)   | 2,863.7    | 2,715.5    | 2,713.9    | <b>99.9%</b> |
| 8.1.        | Gas sold in UGS   | 0.0        | 8.1        | 0.0        | -            |
| 8.2.        | Gas delivered to CTE Iernut and Cojocna                                       | 268.1      | 130.1      | 50.5       | 38.8%        |
| 9.          | Own gas delivered to the market (7.+8.18.2.)                                  | 2,595.6    | 2,595.5    | 2,663.4    | 102.6%       |
| 10.         | <b>Gas from joint operations</b> <sup>*)</sup> – <b>total</b> , out of which: | 85.7       | 91.9       | 75.0       | 81.6%        |
|             | *Schlumberger (50%)   | 42.4       | 43.4       | 0          | -            |
|             | *Raffles Energy (37.5%)   | 0.1        | 0.01       | 0          | -            |
|             | *Amromco (50%)  | 43.2       | 48.5       | 75.0       | 154.6%       |
| 11.         | Gas acquisitions from domestic production                                     | 23.2       | 5.3        | 3.9        | 73.6%        |
| 12.         | Traded domestic gas (9.+10.+11.)  | 2,704.5    | 2,692.7    | 2,742.3    | 101.8%       |
| 13.         | Gas delivered from domestic production (8.2.+12.)                             | 2,972.6    | 2,822.8    | 2,792.8    | <b>98.9%</b> |
| 14.         | Delivered import gas  | 25.7       | 82.5       | 53.0       | 64.2%        |
| 15.         | Gas delivered to Iernut and Cojocna and other sources (including imbalances)  | 17.7       | 6.9        | 1.6        | 23.2%        |
| 16.         | Total delivered (13.+14.+15.)   | 3,016.0    | 2,912.2    | 2,847.4    | 97.8%        |
|             |   |            |            |            |              |
| *           | Invoiced UGS gas withdrawal services**)                                       | 1,198.8    | 1,118.6    | 924.7      | 82.7%        |
| *           | Invoiced UGS gas injection services <sup>**)</sup>                            | 601.5      | 751.6      | 1,047.6    | 139.4%       |

Notice: this information is not consolidated, namely it also includes the transactions between Romgaz and Depogaz.

\*) The joint operating agreement with Schlumberger terminated on 30.11.2018; as regards Amromco the produced gas is reflected in Romgaz revenue pro rata with the participating interest held in the partnership.

\*\*) – including gas injection/withdrawal services of Romgaz.

*Gas traded* by Romgaz in HI 2019, representing deliveries to customers, CET Iernut consumption and fuel consumed in operations decreased by 2.2% as compared to the same period of the previous year.

As a consequence of the sustained effort to improve the sales strategy, Romgaz share representing deliveries reported to Romania's total consumption increased from 45.26% to 46.30%.

## **3.2.** Consolidated Financial Results

The Group's income originates from natural gas production and delivery (production and delivery of own gas, gas from joint operations, sales of import gas or of gas purchased from other internal producers), from provision of underground storage services, electricity generation and supply (since February 1, 2013) and other field related services. \*DON 1

|             |                                 |                       |                       | *RON      | thousand*             |
|-------------|---------------------------------|-----------------------|-----------------------|-----------|-----------------------|
| Item<br>no. | Specifications                  | HI<br>2017 (restated) | HI<br>2018 (restated) | HI 2019   | Ratios<br>(2019/2018) |
| 0           | 1                               | 2                     | 3                     | 4         | 5=4/3x100             |
| 1           | Income – total, out of which:   | 2,327,146             | 2,446,938             | 2,912,464 | 119.02%               |
|             | *operating income               | 2,316,302             | 2,418,719             | 2,885,994 | 119.32%               |
|             | *financial income               | 10,844                | 28,219                | 26,470    | 93.80%                |
| 2           | Revenue                         | 2,392,217             | 2,474,507             | 2,874,787 | 116.18%               |
| 3           | Expenses - total, out of which: | 1,270,760             | 1,517,722             | 1,762,295 | 116.11%               |
|             | *operating expenses             | 1,261,473             | 1,494,084             | 1,744,804 | 116.78%               |
|             | *financial expenses             | 9,287                 | 23,638                | 17,491    | 74.00%                |
| 4           | Share of associates' result     | 532                   | 976                   | 1165      | 119.36%               |
| 5           | Profit before tax               | 1,056,915             | 930,192               | 1,151,334 | 123.77%               |
| 6           | Income tax expense              | 169,459               | 147,348               | 175,425   | 119.05%               |
| 7           | Profit for the period           | 887,456               | 782,844               | 975,909   | 124.66%               |

Note: income and expenditures do not include the production of fixed assets.

The total income for HI 2019 was higher by 19.02% than the income for the similar period of 2018.

#### **Economic-Financial Results**

The table below shows a comparison between the consolidated financial results (thousand RON):

| Description                 | HI 2017<br>(restated) | HI 2018<br>(restated) | HI 2019   | Ratios<br>(2019/2018) |
|-----------------------------|-----------------------|-----------------------|-----------|-----------------------|
| 1                           | 2                     | 3                     | 4         | 5=4/3x100             |
| Operating result            | 1,054,829             | 924,635               | 1,141,190 | 123.42%               |
| Financial result            | 1,557                 | 4,581                 | 8,979     | 196.01%               |
| Share of associates' result | 532                   | 976                   | 1,165     | 119.36%               |
| Profit before tax           | 1,056,915             | 930,192               | 1,151,334 | 123.77%               |
| Income tax expense          | 169,459               | 147,348               | 175,425   | 119.05%               |
| Profit for the period       | 887,456               | 782,844               | 975,909   | 124.66%               |

The net result achieved in HI 2019 is RON 975,909 thousand, higher by 24.66% than the profit achieved in the similar period of 2018.

## **3.3. Prices and tariffs**

The regulatory framework for *natural gas production*, transmission, *distribution*, *supply and* storage, organization and operation of the gas sector, market access as well as criteria and procedures for granting authorizations and/or licenses in the natural gas sector are set by Law No. 123/2012, which provides in Chapter XII "Prices and Tariffs", Article 179 for the following:

 $\gg$  activities in the regulated market comprise the following:

o supply of natural gas to non-household customers at regulated price and under framework agreements until December 31, 2014, unless there is a significant

1.10

difference between the domestic gas price and the import price that might endanger market stability, in such case the term is extended until December 31, 2015;

- natural gas supply to household customers at regulated price and under framework agreements until June 30, 2022;
- natural gas last resort supply;
- natural gas transmission;
- natural gas transmission through upstream supply pipelines, in accordance with the provisions of license validity conditions;
- underground gas storage;
- o natural gas storage in pipelines;
- o natural gas, bio-gas/bio-methane distribution;
- o related activities performed by licensed operators;
- o activities associated to the operation of LNG terminal;
- >>> prices and tariffs on the regulated market are set by ANRE, based on methodologies approved and published by the authority.

Romgaz operates both on the regulated market performing underground gas storage and distribution activities, and on the free market performing gas production and supply activities.

#### Underground gas storage

The storage tariffs applied during the two compared periods were approved by the ANRE Order no.58 of March 27, 2015 (January 1, 2017 - March 31, 2018) and by ANRE Order no.58 of March 29, 2018 (April 1, 2018- March 31, 2019) and by ANRE Order no.44 of March 29, 2019 (as of April 1, 2019).

| Tariff Component   | Unit                  | Tariffs<br>(01.01.2017-<br>31.03.2018) | Tariffs<br>(01.04.2018-<br>31.03.2019) | Tariffs (as of 01.04.2019) |
|--|-----------------------|--|--|----------------------------|
| Volumetric component related to gas <i>injection</i>       | RON/MWh               | 2.37                                   | 1.68                                   | 1.90                       |
| Fixed component related to storage <i>capacity booking</i> | RON/MWh storage cycle | 13.68                                  | 9.90                                   | 9.98                       |
| Volumetric component related to gas withdrawal             | RON/MWh               | 1.87                                   | 1.67                                   | 1.61                       |

The storage tariffs applied are shown in the table below:

#### Natural Gas Distribution

*Distribution tariffs and final regulated prices* applied in HI 2018 were approved by Order no. 89 of September 28, 2017 on establishing the regulated tariffs for distribution services and approving the prices for the regulated gas supply performed by SNGN "Romgaz" - S.A. Medias and those applied in HI 2019 were approved by Order no. 85 of April 25, 2018.

The applied prices and tariffs are presented in the table below:

| Specifications  | HI 2018 | H I 2019 |
|---|---------|----------|
| Distributions tariffs (RON/MWh):                          |         |          |
| *B1 consumption up to 23.25 MWh                           | 52.70   | 52.75    |
| *B2 annual consumption between 23.26 and 116.28 MWh       | 47.91   | 47.96    |
| *B3 annual consumption between 116.29 and 1,116.78 MWh    | 47.01   | 47.07    |
| *B4 annual consumption between 1,116.79 and 11,627.78 MWh | 46.21   | 46.26    |

*Final regulated prices for natural gas supply* to household customers who did not exercise their eligibility right in HI 2018 are those approved by ANRE Order no.89 of September 28, 2017 (01.10.2017-09.01.2018), Order no.1 of January 8, 2018 (10.01-31.03.2018), Order no.62 of March 29, 2018 (01-04.04.2018) and Order no.88 of April 25, 2018 (01.05-31.07.2018), and the prices for HI 2019 are those approved by Order no.146 of August 19, 2018 (01.08.2018-30.06.2019), according to the table below:

| Specification                                       | 01.10.2017-<br>09.01.2018 | 10.01-<br>31.03.2018 | 01.04-<br>30.04.2018 | 01.05-<br>31.07.2018 | 01.08.2018-<br>30.06.2019 |
|---|---------------------------|----------------------|----------------------|----------------------|---------------------------|
| Final regulated prices (RON/MWH):                   |                           |                      |                      |                      |                           |
| *B1 consumption up to 23.25 MWh                     | 119.10                    | 134.97               | 134.91               | 134.96               | 152.23                    |
| *B2 annual consumption between 23.26 and 116.28 MWh | 114.31                    | 130.18               | 130.12               | 130.17               | 147.44                    |

#### **3.4. Investments**

*Investments* play an important part in maintaining the production decline, which is achieved through discovery of new reserves and enhancement of the current recovery rate by means of rehabilitation, development and modernization of existing facilities.

During HI 2019, *Romgaz Group* made investments in amount of RON 428.6 million, the achievements being by 35.5% (RON 236.1 million) lower than those recorded in HI 2018 and represents approximately 61% of the scheduled investments.

During 2016-June 30, 2019, *the Company* made investments in amount of approx. *RON 2.84 billion*, as follows:

| F             | Period    | 2016    | 2017    | 2018      | HI 2019 | Total     |
|---------------|-----------|---------|---------|-----------|---------|-----------|
| Value<br>RON) | (thousand | 497,716 | 781,768 | 1,150,349 | 414,157 | 2,843,990 |

Note: 2016, 2017 and H1 2018 were not restated to reflect the accounting policy change described in Note 10 of the Financial Statements.

For 2019, Romgaz scheduled investments of *RON 1,245.00 million* out of which the investments scheduled for H1 amount *RON 704.84 million*, out of which *RON 414.16 million* was achieved, representing:

- 58.76% of the investments scheduled for H1 2019;
- 33.30% of the total 2019 Investment Program;
- 63.45% as compared to the level of achievements recorded for H1 2018.

Investments were financed exclusively from own sources.

In terms of physical achievements, during the reviewed period, the objectives commenced in the prior year were completed, preparatory activities (design, acquisition of land use rights, approvals, permits, agreements, authorisation, acquisitions) for the new objectives were carried out, and upgrade and capitalizable repairs at the operating wells were performed.

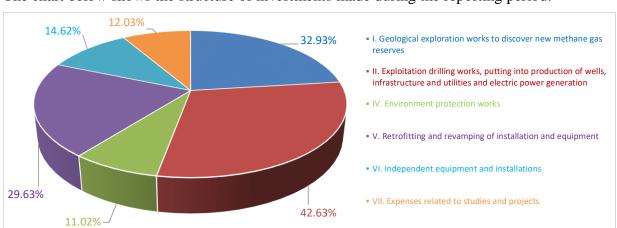
These physical achievements ensure the recording of H2 results, in terms of value.

The table below shows a comparison the similar period of 2018 split into main investment categories:

|   |         | * thousar | nd RON*   |
|---|---------|-----------|-----------|
| Investment Categories   | HI 2018 | HI 2019   | %         |
| 1   | 2       | 3         | 4=3/2x100 |
| I. Geological exploration works to discover new methane gas reserves  | 161,618 | 123,213   | 76.24     |
| II. Exploitation drilling works, putting into production of wells, infrastructure and utilities and electric power generation | 391,106 | 188,746   | 42.26     |
| III. Maintaining the UGS capacity   | 2,980   | 0         | -         |
| IV. Environment protection works  | 592     | 736       | 124.32    |
| V. Retrofitting and revamping of installation and equipment   | 74,587  | 79,390    | 106.44    |
| VI. Independent equipment and installations   | 21,619  | 20,338    | 94.07     |
| VII. Expenses related to studies and projects   | 239     | 1,734     | 725.52    |
| TOTAL   | 652,741 | 414,157   | 63.45     |

The table below presents the situation of the achievements split by main chapters, in relation to the 2019 Investment Program:

|   |               | * thousan | d RON *   |
|---|---------------|-----------|-----------|
| Investment Categories   | 2019 Schedule | HI 2019   | %         |
| 1   | 2             | 3         | 4=3/2x100 |
| I. Geological exploration works to discover new methane gas reserves  | 374,165       | 123,213   | 32.93     |
| II. Exploitation drilling works, putting into production of<br>wells, infrastructure and utilities and electric power<br>generation | 442,713       | 188,746   | 42.63     |
| III. Maintaining the UGS capacity   | 0             | 0         | -         |
| IV. Environment protection works  | 6,677         | 736       | 11.02     |
| V. Retrofitting and revamping of installation and equipment   | 267,946       | 79,390    | 29.63     |
| VI. Independent equipment and installations   | 139,082       | 20,338    | 14.62     |
| VII. Expenses related to studies and projects   | 14,417        | 1,734     | 12.03     |
| TOTAL   | 1,245,000     | 414,157   | 33.30     |



The chart below shows the structure of investments made during the reporting period:

A synthesis of outcomes shows that, to a large extent, investments were completed or are in progress of being completed:

| Item<br>No. | Main physical objectives                                   | Planned   | Results  |
|-------------|--|---|--|
| 1.          | Exploratory drilling                                       | 27 wells  | <ul> <li>completed: 3 wells</li> <li>in progress: 5 wells</li> <li>works contract: 3 wells</li> <li>procurement in progress for drilling: 14 wells</li> <li>drafting tender documentation: 22 wells</li> </ul>   |
| 2.          | Drilling design  | -   | 13 wells – under<br>design or<br>procurement in<br>progress  |
| 3.          | Production drilling  | 3 wells   | - wells completed at<br>the end of 2018 but<br>recorded for 2019   |
| 4.          | Construction of surface facilities (SF) – gas wells        | construction of 21 surface<br>facilities for putting into<br>operation 26 gas wells | <ul> <li>4 SF completed for<br/>putting into</li> <li>production 6 wells</li> <li>5 SF in progress<br/>for putting into</li> <li>production 7 wells</li> <li>15 SF for which<br/>approvals for</li> <li>construction are</li> <li>pending for putting</li> <li>into production of</li> <li>22 wells</li> <li>16 SF under design<br/>for putting into</li> <li>production of 16</li> <li>wells</li> </ul> |
| 5.          | Well capitalizable repairs, modernization and reactivation | approx. 160 wells<br>correlated with the annual<br>plan agreed with NAMR            | - workover at 84<br>wells, in-house<br>works performed by<br>SIRCOSS   |
| 6.          | Electricity generation                                     | Continuing works at CTE<br>Iernut   | The contract is ongoing  |
| 7.          | Joint operations   | Raffles Energy SRL:   |  |

| <ul> <li>retesting Well 1 Voitinel<br/>with gas flowing in a G2P<br/>plant</li> <li><u>Lukoil:</u></li> <li>preparing and<br/>performance of drilling 1<br/>exploration well Trinity 1X<br/>in 30EX Trident Block</li> </ul> | -drilling to begin in<br>Q3 2019   |
|--|--|
| Amromco:<br>- drilling 5 wells<br>-acquisition of 3D seismic<br>in Zatreni and Bibesti<br>blocks<br>-workovers at 6 well   | -completion of<br>drilling of well<br>Bibesti 214<br>commenced in 2018<br>- drilling of Zatreni<br>100   |
| -works and surface<br>facilities for wells planned<br>for drilling<br>-design and obtaining<br>permits   | -completion of<br>workovers for 2<br>wells<br>-works and surface<br>facilities completed<br>for 2 wells<br>-abandonment of 2<br>wells<br>-permits and<br>approvals for drilling<br>of well Balta Alba<br>122, installing a<br>compressor at wells<br>214 and 213 Bibesti |
| Slovakia:<br>- budget approved only for<br>the first 4 months of the<br>year   | - decision to<br>keep/renounce block<br>Svidnik to be taken<br>during the following<br>period  |

During the reviewed period, investments amounting RON 209,974 thousand were commissioned.

#### **Development of CTE Iernut**

One of Romgaz main strategic directions specified in the 2015-2025 Development Strategy is to consolidate the company's position on the energy supply markets. In the field of power generation, Romgaz planned to "make the activity more efficient by making investments aiming to increase Iernut power plant conversion efficiency at minimum 55%, to comply with environmental requirements (NOX, CO<sub>2</sub> emissions) and to increase operational safety".

Consequently, a special important objective is "The development of CTE Iernut by means of constructing a new thermal power plant with combined-cycle gas turbine", with completion deadline in Q1 2020.

During the reporting period the following pieces of equipment were delivered: main units of the steam turbines, excitation transformers, oil system for power electrical installations and lubrication, recirculation pumps, condensate pumps for TA13 and TA23, water supply pumps for CR21 and CR22, steel valves  $< \emptyset 4$ ", condensers for units TA13 and TA23, washing systems

with condensate balls for TA13 and TA23, water supply pump for CR11 and CR12, static excitation system Ex 2100 TA13 and TA23, gas station heater 11, 12, 21 and 22.

Construction works were executed at the electric building and control room, equipment and machinery hall, water treatment station, cooling water pumping station, foundation and overall structure of the equipment, technical facilities.

Below is an overview of the investment completion stage:

| ltem<br>no. | Stage of works                         | Investment   |
|-------------|--|--|
| 1           | Completed works                        | <ul> <li>Electric building</li> <li>Water treatment station</li> <li>Cooling water pumping station (concrete steel structure for station building)</li> <li>Erection of overhead cranes</li> <li>Transformers Block 11,5/220 kV (4 pieces)</li> <li>Transformers Block 11,5/110 kV (2 pieces)</li> <li>Layout of lighting cables and sockets</li> </ul>                              |
| 2           | over 90% completion<br>degree          | <ul> <li>Turbine hall (TR) building</li> <li>TR equipment</li> <li>Erection and adjustment of HRSG pumping system</li> <li>Cooling water circuit</li> <li>Finishing of water demineralisation building</li> <li>Installing switchboards and instruments in electric building</li> <li>Installing switchboards and instruments in demineralization station</li> </ul>                 |
| 3           | Over 80% completion degree             | <ul> <li>Heat recovery steam generator (HRSG)</li> <li>Erection of gas turbine (TG)</li> <li>Assembly of main pipe rack (mettalic structure) to auxiliary thermal-mechanical pieces of equipment</li> </ul>  |
| 4.          | different completion<br>degrees (<80%) | <ul> <li>Auxiliary boiler and and compressed air station</li> <li>Siphoning basin</li> <li>Natural gas compressor station</li> <li>Erection of steam turbines</li> <li>Installation of steam pipes and equipment, connecting circuits to HRSG, TG and TA</li> <li>Installation of firefighting system</li> <li>Installation of lighting and socket system in machine hall</li> </ul> |

In HI 2019, *Depogaz Subsidiary* had an approved investment program in amount of RON 53.59 million of which it spent RON 14.48 million, representing 27%:

| Item<br>no. | Specifications  | Schedule | Achieved |
|-------------|---|----------|----------|
| 1.          | UGS-related activities  | 27.39    | 1.94     |
| 2.          | Environment protection and improvement  | 0        | 0        |
| 3.          | Retrofitting and revamping of installation and equipment                                | 23.05    | 12.45    |
| 4.          | Independent equipment and installations   | 1.42     | 0.93     |
| 5.          | Expenses related to consultancy, studies and projects, soft, licenses and patents, etc. | 1.70     | 0        |
| *           | TOTAL   | 53.59    | 14.48    |

Investments were financed exclusively from own sources.

During the reporting period, fixed assets in amount of RON 4.7 million were commissioned.

### **3.5. Litigations**

The summarized breakdown of litigations involving Romgaz shows the following:

- numărul total de litigii este de 416 (excluding labour-related litigations with no financial claims, specific performance obligations, cases where the company is a seized third party, etc.) out of which:
  - $\gg$  356 cases where Romgaz is plaintiff;
  - > 53 cases where Romgaz is defendant;
  - >>> 7 cases where Romgaz is plaintiff claiming damages/injured party;
- ill the total value of the files where Romgaz is plaintiff amounts to RON 2,092,903,177.61;
- the total value of the files where Romgaz is defendant amounts RON 406,618,224.24 and EUR 73,200.

# 3.6. Legal documents concluded under Article 52 of GEO no.109/2011

Below are the legal documents concluded by the company between 1<sup>st</sup> of January and 30 June 2019 under the terms of the Art. 52 par. (1) and par. (6) of the GEO No. 109/2011 of 30 November 2011 on corporate governance of public companies, as amended under Law 111/2016:

| No.            | Contracting Party                                | Legal document<br>(no. and date)                                      | Scope of contract   | Total estimated<br>value, including<br>VAT (RON) | Payment terms and methods  | Recipro-<br>cal<br>receiva-<br>bles | Established securities   | Penalties       |
|----------------|--|---|---|--|--|-------------------------------------|--------------------------|-----------------|
| 0              | 1  | 2   | 3   | 4  | 5  | 6                                   | 7                        | 8               |
| 1              | Depogaz Ploiești<br>SRL <sup>6</sup>             | Addendum no.<br>1/February 01,<br>2019 to Contract<br>no. 4/2018      | Amendment of Contract<br>no.4/2018 (Supply of<br>underground gas storage<br>services) | 69,191,512.91*)                                  | Payment within 15 calendar<br>days from the date of issue<br>of the invoice                                  | -                                   | -                        | See Note **)    |
| Notă           |  |   |   |  |  |                                     |                          |                 |
| date  <br>**)_ | until the full payment of Addendum no. 1/2019 re | the invoice, including<br>educes the price of Cor                     | the payment day.<br>htract no.4/2018 by 4,454,064                                     | .69 RON, VAT inclu                               | able for every day of delay, start<br>ided. As such, the total price of 0<br>Storage Schedule, namely, the ' | Contract no.4                       | 4/2018 becomes 69,191,51 |                 |
| 2              | Depogaz Ploiești<br>SRL                          | Addendum<br>no.9/January 30,<br>2019 to Gas Sales<br>Contract 12/2018 | Gas Sale-Purchase on<br>Competitive Market<br>(February 1, 2019-March<br>31, 2019)    | 3,045,924.00                                     | Settlement invoice due<br>within 90 days from the<br>invoice date  | -                                   | -                        | 0.10%/day       |
|                |  |   | tends the validity of Gas Sales   |  | etween February 01, 2019-Mar   |                                     |                          |                 |
|                |  |   | 18 between May 1, 2018-Mar  | ch 31, 2019 becomes                              | RON 14,722,134.80, VAT incl  | uded, an inci                       | ease of RON 3,045,924.00 | ), VAT included |
|                | mpared to the previously                         | · •   |   |  |  |                                     |                          | 0.40-1.41       |
| 3              | SC C.E.T. Govora<br>SA                           | Gas Sales<br>Contract no. 5/<br>January 30, 2019                      | Gas Sale-Purchase on<br>Competitive Market<br>(February 01, 2019-March<br>31, 2019)   | 22,702,372.56                                    | Advance payment,<br>settlement invoice due<br>within 30 days from the<br>invoice date                        | -                                   | -                        | 0.10%/day       |
| Note           | Gas Sales Contract no.                           | 5/2019 sent to SC C.E   | E.T. Govora SA on February 1  | 1, 2019.   |  |                                     |                          |                 |
| 4              | SC Electrocentrale<br>Galați SA                  | Addendum no.<br>3/January 30,<br>2019 to Gas Sales                    | Gas Sale-Purchase on<br>Competitive Market<br>(February 01, 2019-                     | 15,218,672.00                                    | Advance payment,<br>settlement invoice due<br>within 30 days from the  | -                                   | -                        | 0.10%/ day      |

<sup>6</sup> SNGN Romgaz SA – Filiala de Înmagazinare Gaze Naturale Depogaz Ploiești SRL

| Addendum no. 3/2019 modi  | fies the quantity and e  | stends the validity of Gas Sale  | s Contract no. 38/2   | 2018 between February 02, 201  | 9-February     | 28, 2019, implicitly  | modifying the contrac    |
|---|--|--|-----------------------|--|----------------|-----------------------|--------------------------|
| 3,045,924.00, VAT included  | l, as compared to the pr   |  |                       | ebruary 02, 2019 becomes RO  | N 47,190,1     | 52.10, VAT include    | ed, an increase of RON   |
|   | Contract no.326L/<br>January 23, 2019                                  |  |                       | Payment within 15 calendar<br>days from the invoice date   | No             | See Note *)           | See Note ** <sup>)</sup> |
| period.   | •  |  |                       | monthly estimated invoice for  | •              | -                     |                          |
| unpaid amount. The penalty issuance date until the full pa  | is equal to the default i ayment of the invoice, i                     | nterest due for delayed paymen   | t of budget liability | generates the obligation to pay<br>y, applicable for every day of definition of the security provided in the complete<br>p February 12, 2019 | elay, starting |                       |                          |
|   | Contract no.327L/<br>Janaury 23, 2019                                  | Supply of monthly<br>transportation services at<br>NTS exit points (February<br>02-March 1,2019) |                       | Payment within 15 calendar<br>days from the invoice date   | No             | See Note *)           | See Note **)             |
| Note:<br><sup>*)</sup> – see point 5.<br><sup>**)</sup> – see point 5.<br>SNGN Romgaz SA received | a copy of the contract   | signed by SNTGN Transgaz SA  | A representatives o   | n February 12, 2019  |                |                       |                          |
| 7 SC Electrocentrale<br>Constanța SA  | Addendum no.<br>4/January 30,<br>2019 to Gas Sales<br>Contract 30/2018 | Gas Sale-Purchase on<br>Competitive Market<br>(perioada February 1,<br>2019- March 31, 2019)     | 1                     |  | -              | -                     | 0.10%/ day               |
| As such, the total price of Ga  | ies the quantity and ext<br>as Sales Contract no.30                    | ends the validity of Gas Sales (<br>2018 between October 03, 201                                 | 8-March 31, 2019      | 8 between February 01, 2019-1<br>becomes RON 85,152,323.27, V<br>8 was sent by SC Electrocentral   | VAT includ     | ed, an increase of RO | ON 34,269,001.20, VAT    |
| 8 SC Termoficare<br>Oradea SA   | Addendum<br>no.3/February 27,<br>2019 to Gas Sales<br>Contract 31/2018 | Gas Sale-Purchase on<br>Competitive Market<br>(March 01, 2019-March<br>31, 2019)                 | 47,727.92             | Advance payment,<br>settlement invoice due<br>within 30 days from the<br>invoice date  | -              | -                     | 0.10%/ day               |
| 31/2018 between October 01  | fies the quantity for Mail, 2018-October 01, 201                       | arch 2019 provided in Contrac  | 87, VAT included,     | icitly modifying the contract p<br>an increase of RON 47,727.92  |                |                       |                          |
| 9 SC Electrocentrale<br>Constanța SA  | Addendum<br>no.5/January 21,   | Payment schedule for the outstanding debts   | 32,833,009.70         | 30-day payment installments  | -              | _                     | 0.05%/ day               |

|  | 2019 to Payment<br>Schedule<br>Convention<br>1/2018 | registered on January 21,<br>2019 (September 30, 2018-<br>September 30, 2019)                    |              |  |             |                        |                      |
|--|---|--|--------------|--|-------------|------------------------|----------------------|
|  |   | bt on September 10, 2018 and   |              |  | nber 30, 20 | 19. As such, the total | l value of the Payme |
|  |   | 833,009.70, representing the ou  |              |  |             |                        |                      |
|  |   | e Convention no. 1/2018 was se   |              |  |             |                        |                      |
| 10 SNTGN Transgaz SA                                     | Contract no.380L/<br>February 20, 2019              | Supply of monthly<br>transportation services at<br>NTS entry points (March<br>01-April 01, 2019) | 303,420.25   | Payment within 15 calendar<br>days from the invoice date | No          | See Note *)            | See Note **          |
| Note:  |   | 1 / /  |              |  |             |                        |                      |
| $(*)^{(*)}$ – see point 5.<br>$(*)^{(*)}$ – see point 5. |   |  |              |  |             |                        |                      |
|  |   | signed by SNTGN Transgaz SA  |              |  |             |                        |                      |
| 11 SNTGN Transgaz SA                                     | Contract no.381L/<br>February 20, 2019              | Supply of monthly<br>transportation services at<br>NTS exit points (March<br>01-April 01, 2019)  | 2,214,462.43 | Payment within 15 calendar<br>days from the invoice date | No          | See Note *)            | See Note **)         |
| Note:  |   |  |              |  |             |                        |                      |
| $^{(*)}$ – see point 5.                                  |   |  |              |  |             |                        |                      |
| $^{**)}$ – see point 5.                                  | 6.4   |  | <i>, ,</i>   | N 1 21 2010  |             |                        |                      |
| 12 SNTGN Romgaz SA received a                            |   | signed by SNTGN Transgaz SA<br>Supply of monthly   |              | Payment within 15 calendar                               | No          | See Note *)            | See Note **          |
|  | March 20, 2019                                      | transportation services at<br>NTS entry points (April<br>01-May 01, 2019)                        | 652,509.55   | days from the invoice date                               | NO          | Sec Note               | See Note             |
| Note:  |   |  |              |  |             |                        |                      |
| (*) – see point 5.                                       |   |  |              |  |             |                        |                      |
| **) – see point 5.                                       | converties  | signed by SNTGN Transgaz SA  |              | n April 12, 2010   |             |                        |                      |
| 13 SNTGN Transgaz SA                                     |   | Supply of monthly  |              |  | No          | See Note *)            | See Note **          |
| 15 Sivi Oiv Huisgaz Siv                                  | March 20, 2019                                      | transportation services at<br>NTS exit points (April 01-<br>May 01, 2019)                        | 1,052,012.00 | days from the invoice date                               | 110         | See Note               | See Note             |
| Note:  |   |  |              |  |             |                        |                      |
| (s) – see point 5.                                       |   |  |              |  |             |                        |                      |
| (*) – see point 5.                                       |   |  |              | n April 12, 2019.  |             |                        |                      |

| 14                                  | Depogaz Ploiești<br>SRL   | Contract<br>no.287/April 1,<br>2019   | Supply of underground gas<br>storage services (April 01,<br>2019-March 31.03, 2020)  | 22,300,100.33        | Payment within 15 calendar days from the invoice date                    | - | See Note *) | See Note **) |
|-------------------------------------|---|---|--|----------------------|--|---|-------------|--------------|
| ** <sup>)</sup> _<br>inpai<br>ssuai | The parties agreed not to<br>Unfulfillment of invoic<br>id amount. The penalty in<br>nce date until the full pa | e payment obligation<br>is equal to the default<br>yment of the invoice,      | interest due for delayed paymer including the payment day.   | t of budget liabilit | generates the obligation to pay a<br>y, applicable for every day of de   |   |             |              |
| SNGI<br>15                          | N Romgaz SA received<br>Depogaz Ploiești<br>SRL   | a copy of the contract<br>Contract<br>no.288/April 1,<br>2019                 | signed by DEPOGAZ Ploiești<br>Supply of underground gas<br>storage services (April 01,<br>2019-March 31, 2020)                         |                      | May 5, 2019.<br>Payment within 15 calendar<br>days from the invoice date | - | See Note *) | See Note **) |
| **) _                               | ee point 14.<br>see point14.  |   | signed by DEPOGAZ Ploiești   | representatives on   | May 2 2019   |   |             |              |
| 16.                                 | Depogaz Ploiești<br>SRL   | Addendum<br>no.11/April 25,<br>2019 to Gas Sales<br>Contract 12/2018          | Gas Sale-Purchase on<br>Competitive Market (May<br>01, 2019-March 31, 2020)  |                      | Settlement invoice due<br>within 90 days from the<br>invoice date        | - | -           | 0.10%/ day   |
| he to                               |   | fies the quantity and ex<br>ontract no. 12/2018 be                            |  |                      | etween May 01, 2019-March 31<br>N 30,729,435.70, VAT included            |   |             |              |
|                                     | SC Electrocentrale<br>București SA  | Gas Sales<br>Framework<br>Contract no. 72/<br>April 24.2019*)                 | Gas Sale-Purchase **)<br>(May 01, 2019-March 31,<br>2020)  | 530,419,696.72       | Settlement invoice due<br>within 15 days from the<br>invoice date        | - | -           | See Note *** |
| <*) _<br><**) _                     | Gas Sale-Purchase Con<br>– equal to the default int   | ontract concluded betw<br>tract for heat production<br>rerest due for delayed | veen gas producers and final, el<br>on in co-generation and thermal<br>payment of budget liability.<br>19 was sent by SC Electrocentre | power plants for h   |  |   |             |              |
| 18                                  | SC Electrocentrale<br>Constanța SA  | Gas Sales<br>Framework<br>Contract no. 73/<br>April 24, 2019*)                | Gas Sale-Purchase ** <sup>)</sup><br>(May 01, 2019-March 31,<br>2020)  | 66,570,626.07        | Settlement invoice due<br>within 15 days from the<br>invoice date        | - | -           | See Note *** |
| :*) _                               | ee point.17.<br>see point.17.<br>– see point.17.<br>Sales Framework Contra                                      |   |  |                      |  |   |             |              |

| 19                  | SC Termoficare<br>Oradea SA   | Gas Sales<br>Framework<br>Contract no. 74/<br>April 24,2019*)        | Gas Sale-Purchase ** <sup>)</sup><br>(May 01, 2019-March 31,<br>2020)  | 78,547,521.16                      | Settlement invoice due<br>within 15 days from the<br>invoice date                     | -            | -                      | See Note ***         |
|---------------------|-------------------------------|--|--|------------------------------------|---|--------------|------------------------|----------------------|
|                     | ee point.17.<br>see point.17. | 1  |  |                                    |   |              |                        |                      |
|                     | - see point.17.               |  |  |                                    |   |              |                        |                      |
| 20                  | SC TermoCalor<br>Confort SA   | Addendum no.<br>2/April 24, 2019<br>to Gas Sales<br>Contract 24/2018 | Gas Sale-Purchase on<br>Competitive Market (May<br>01, 2019-September 30,<br>2019)   | -                                  | Settlement invoice due<br>within 30 days from the<br>invoice date                     | -            | -                      | 0.10%/ day           |
|                     |                               |  | ales Contract no.24/2018 in acceleration of RON 48,390,096.98,   |                                    | MR Order no. 52/2019. The pr  | ice of Gas S | Sales Contract no.24/2 | 2018 between May 01, |
| 2019-<br>21         | SNTGN Transgaz SA             |  | Supply of monthly<br>transportation services at<br>NTS entry points (May 01-<br>June 01, 2019)   | 977,913.32                         | Payment within 15 calendar<br>days from the invoice date                              | No           | See Note *)            | See Note **)         |
| **) - :             | ee point 5.<br>see point 5.   |  | signed by SNTGN Transgaz SA<br>Supply of monthly<br>transportation services at<br>NTS exit points (May 01-<br>June 01, 2019)                   | representatives of<br>4,260,595.79 | n May 22, 2019.<br>Payment within 15 calendar<br>days from the invoice date           | No           | See Note *)            | See Note **)         |
| ** <sup>)</sup> – : | ee point 5.<br>see point 5.   | copy of the contract   | signed by SNTGN Transgaz SA  | representatives or                 | n May 22, 2019.   |              |                        |                      |
| 23                  | SC Termoficare<br>Oradea SA   | Addendum<br>no.4/May 16,<br>2019 to Gas Sales<br>Contract 31/2018    | Gas sale-purchase for non-<br>household consumption<br>and internal gas sale-<br>purchase storage purposes<br>(May 16, 2019-March 31,<br>2020) | 1,981,476.50                       | Advance payment,<br>settlement invoice due<br>within 30 days from the<br>invoice date | -            | -                      | 0.10%/ day           |
| 2019-               | March 31, 2020, implic        | itly modifying the co  | ales Contract in accordance wit<br>ontract price. As such, the tota<br>1,981,476.50, VAT included, a   | l price of Gas Sa                  | les Contract no. 31/2018 betw   |              |                        |                      |

| 24  | SC ENGIE România<br>SA   | Gas Sales<br>Framework   | Gas Sale-Purchase for<br>Household Consumption  | 674,465,021.81   | Payment within 15 calendar days from the invoice date  | -                 | Bank letter of guarantee | See Note **)              |
|---|--|--|---|--|--|-------------------|--------------------------|---------------------------|
|   |  | Contract no. 49/<br>April 24, 2019*)   | (May 1, 2019-March 31, 2020)  |  |  |                   |                          |                           |
|   | ee point 17.   |  |   |  |  |                   |                          |                           |
|   |  |  | ayment of budget liability.   |  |  |                   |                          |                           |
|   |  |  | 19 was sent by SC ENGIE Ror   |  |  |                   | D 114 C                  |                           |
| 25  | SC E.ON Gaz  | Gas Sales  | Gas Sale-Purchase for   | 531,508,825.88   | Payment within 15 calendar   | -                 | Bank letter of           | See Note **)              |
|   | Furnizare SA   | Framework<br>Contract no.50/   | Household Consumption<br>(May 1, 2019-March 31,   |  | days from the invoice date   |                   | guarantee                |                           |
|   |  | April 24, 2019*)   | (Way 1, 2019-Watch 31, 2020)  |  |  |                   |                          |                           |
| *) – s  | ee point 17.   | April 24, 2017   | 2020)   |  |  |                   |                          |                           |
|   | 1  | est due for delayed pa   | ayment of budget liability.   |  |  |                   |                          |                           |
|   |  |  | 19 was sent by SC E.ON Gaz F  | Romania SA on May  | y 27, 2019.  |                   |                          |                           |
| 26  | SC Complex   | Addendum   | Gas Sale-Purchase for ETP   | -  | Advance payment,   | -                 | -                        | 0.10%/ day                |
|   | Energetic Hunedoara  | no.2/April 24,   | and non-household   |  | settlement invoice due   |                   |                          |                           |
|   | SA   | 2019 to Gas Sales  | consumption (May 01,  |  | within 30 days from the  |                   |                          |                           |
|   |  | Contract 26/2018   | 2019-October 01, 2019)  |  | invoice date   |                   |                          |                           |
|   | ndum no $2/2010$ modifie   | s the scope of Ges S   | alas Contract no. 26/2018 in a  | and an an with NTA   | $MD = 0.1 \dots 50/0010$ The set   | 60 0              | -1 - 0                   | hater Marin               |
|   |  |  |   |  | MR Order no.52/2019. The price   | ce of Gas S       | ales Contract no.26/2018 | between May 0.            |
| 2019-   | -October 10, 2019, remai   | ns unchanged at the v  | value of RON 50,366,367.15, V   | AT included.   | Mik Order no.52/2019. The prio   | ce of Gas S       | ales Contract no.26/2018 | s between May 0.          |
| 2019.<br>Adde   | -October 10, 2019, remai<br>endum no.2/2019 was sen  | ns unchanged at the v<br>t by SC Complex End   | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May  | /AT included.<br>27, 2019.   | -  |                   |                          | ·                         |
| 2019-   | -October 10, 2019, remai   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly   | AT included.   | Payment within 15 calendar   | ve of Gas S<br>No | See Note *)              | See Note **)              |
| 2019.<br>Adde   | -October 10, 2019, remai<br>endum no.2/2019 was sen  | ns unchanged at the v<br>t by SC Complex End   | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at   | /AT included.<br>27, 2019.   | -  |                   |                          | ·                         |
| 2019.<br>Adde   | -October 10, 2019, remai<br>endum no.2/2019 was sen  | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-   | /AT included.<br>27, 2019.   | Payment within 15 calendar   |                   |                          | ·                         |
| 2019-<br>Adde<br>27   | -October 10, 2019, remai<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at   | /AT included.<br>27, 2019.   | Payment within 15 calendar   |                   |                          | ·                         |
| 2019<br>Adde<br>27<br>Note:   | -October 10, 2019, remai<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-   | /AT included.<br>27, 2019.   | Payment within 15 calendar   |                   |                          | ·                         |
| 2019<br>Adde<br>27<br>Note:   | -October 10, 2019, remai<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-   | /AT included.<br>27, 2019.   | Payment within 15 calendar   |                   |                          | ·                         |
| 2019.<br>Adde<br>27<br>Note:<br>* <sup>*)</sup> – s<br>** <sup>*)</sup> –   | -October 10, 2019, remai<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)   | /AT included.<br>27, 2019.<br>931,770.00   | Payment within 15 calendar<br>days from the invoice date   |                   |                          |                           |
| 2019-<br>Adde<br>27<br>Note:<br>* <sup>1)</sup> – s<br>** <sup>1)</sup> – s<br>SNG  | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.<br>N Romgaz SA received a  | ns unchanged at the w<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S   | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o  | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.   | No                | See Note *)              | See Note **)              |
| 2019<br>Adde<br>27<br>Note:<br>* <sup>*)</sup> – s<br>** <sup>*)</sup> –  | -October 10, 2019, remai<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly  | /AT included.<br>27, 2019.<br>931,770.00   | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar                               |                   |                          |                           |
| 2019-<br>Adde<br>27<br>Note:<br>* <sup>*)</sup> – s<br>** <sup>*)</sup> –<br>SNG  | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.<br>N Romgaz SA received a  | ns unchanged at the w<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at  | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o  | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.   | No                | See Note *)              | See Note ** <sup>)</sup>  |
| 2019-<br>Adde<br>27<br>Note:<br>* <sup>1)</sup> – s<br>** <sup>1)</sup> – s<br>SNG  | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.<br>N Romgaz SA received a  | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at<br>NTS exit points (June 01-   | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o  | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar                               | No                | See Note *)              | See Note **)              |
| 2019-<br>Adde<br>27<br>Note:<br>** <sup>)</sup> – s<br>** <sup>)</sup> –<br>SNGI<br>28  | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>eee point 5.<br>see point 5.<br>N Romgaz SA received a<br>SNTGN Transgaz SA   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at  | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o  | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar                               | No                | See Note *)              | See Note **)              |
| 2019-<br>Adde<br>27<br>Note:<br>** <sup>)</sup> - s<br>** <sup>)</sup> -<br>SNG<br>28   | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>eee point 5.<br>see point 5.<br>N Romgaz SA received a<br>SNTGN Transgaz SA   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at<br>NTS exit points (June 01-   | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o  | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar                               | No                | See Note *)              | See Note ** <sup>)</sup>  |
| 2019-<br>Adde<br>27<br>Note:<br>*' - s<br>**' -<br>SNG<br>28<br>Note:<br>*' - s   | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>N Romgaz SA received a<br>SNTGN Transgaz SA<br>see point 5.   | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at<br>NTS exit points (June 01-   | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o  | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar                               | No                | See Note *)              | See Note **)              |
| 2019-<br>Adde<br>27<br>Note:<br>**) - s<br>***) -<br>28<br>Note:<br>** - s<br>***) -<br>*** -                                   | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>N Romgaz SA received a<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.<br>see point 5.           | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at<br>NTS exit points (June 01-   | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o<br>2,366,910.00                        | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar<br>days from the invoice date | No                | See Note *)              | See Note **)              |
| 2019-<br>Adde<br>27<br>Note:<br>**) - s<br>***) -<br>28<br>Note:<br>** - s<br>***) -  | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>N Romgaz SA received a<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.<br>see point 5.           | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019  | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at<br>NTS exit points (June 01-<br>July 01, 2019)                               | /AT included.<br>27, 2019.<br>931,770.00<br>A representatives o<br>2,366,910.00                        | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar<br>days from the invoice date | No                | See Note *)              | See Note **)              |
| 2019-<br>Adde<br>27<br>Note:<br>$*^{-} - s$<br>$**^{-} - s$<br>SNGI<br>28<br>Note:<br>$*^{-} - s$<br>$**^{-} - s$<br>SNGI<br>28 | -October 10, 2019, remain<br>endum no.2/2019 was sen<br>SNTGN Transgaz SA<br>see point 5.<br>N Romgaz SA received a<br>SNTGN Transgaz SA<br>see point 5.<br>see point 5.<br>N Romgaz SA received a | ns unchanged at the v<br>t by SC Complex End<br>Contract no.546L/<br>May 22, 2019<br>a copy of the contract<br>Contract no.547L/<br>May 22, 2019 | value of RON 50,366,367.15, V<br>ergetic Hunedoara SA on May<br>Supply of monthly<br>transportation services at<br>NTS entry points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S<br>Supply of monthly<br>transportation services at<br>NTS exit points (June 01-<br>July 01, 2019)<br>signed by SNTGN Transgaz S | VAT included.<br>27, 2019.<br>931,770.00<br>A representatives o<br>2,366,910.00<br>A representatives o | Payment within 15 calendar<br>days from the invoice date<br>n June 12, 2019.<br>Payment within 15 calendar<br>days from the invoice date | No                | See Note *) See Note *)  | See Note **) See Note **) |

|  | no.287/April 01,<br>2019  | underground gas storage services  |   |  |   |  |  |
|--|---|---|---|--|---|--|--|
|  | difies Contract no.287  | 7/2019 in terms of reviewing the becomes RON 81,675,650.00, V   |   |  |   |  |  |
| (**) – The parties agreed not to<br>(***) – Unfulfillment of invoid<br>(npaid amount. The penalty is<br>ssuance date until the full pay  | ce payment obligation<br>s equal to the default i<br>yment of the invoice, i  | ns within 15 calendar days from<br>nterest due for delayed payment<br>including the payment day.<br>Im signed by DEPOGAZ Ploiest  | of budget liability   | y, applicable for every day of c   |   |  |  |
| 30 SC Electrocentrale<br>București SA  | Addendum <sup>*)</sup><br>no.12/May 31,<br>2019 to Contract<br>no.9/2016  | Gas Sale-Purchase for<br>Non-Household<br>Consumption (May 01-<br>October 01, 2019)   | 15,818,005.29   | see Note **)   | -   | -  | See Note ***   |
| As such, the total price of Con<br>s compared to the previously  | tract no. 9/2016 betwee<br>reported value.  | difies the scope, the contract pri<br>een August 01, 2016-March 30, 2<br>n the invoice date for the equiva  | 2020 becomes RO   | N 1,678,629,869.85, VAT inc  | uded, an inc                                  | rease of RON 15,818,   | 005.29, VAT included   |
| As such, the total price of Con<br>s compared to the previously<br>**) – the settlement invoice i<br>deptember 30, 2019), for gas<br>0 days from the invoice date,<br>**) – equal to the default inte  | tract no. 9/2016 betwee<br>reported value.<br>is due in 15 days from<br>withdrawal services a<br>, for the equivalent va<br>erest due for delayed p                                       | een August 01, 2016-March 30, 2<br>n the invoice date for the equiva-<br>and for gas transportation service<br>lue of internal gas withdrawn an<br>payment of budget liability/day.<br>Supply of quarterly<br>transportation services at<br>NTS exit points (perioada                             | 2020 becomes RO<br>lent value of gas<br>es to the delivery<br>id delivered in the                   | N 1,678,629,869.85, VAT inc<br>storage services and services<br>point (between November 01,  | uded, an inc                                  | rease of RON 15,818,<br>ansportation to the st                             | 005.29, VAT include<br>corages (June 01, 2019                          |
| s compared to the previously<br>(**) – the settlement invoice i<br>September 30, 2019), for gas<br>00 days from the invoice date,<br>(***) – equal to the default integration<br>31 SNTGN Transgaz SA<br>Note:<br>(*) – see point 5.<br>(**) – see point 5.                      | atract no. 9/2016 betwee<br>reported value.<br>is due in 15 days from<br>withdrawal services a<br>, for the equivalent va<br>erest due for delayed p<br>Contract no.202T/<br>June 7, 2019 | een August 01, 2016-March 30, 2<br>n the invoice date for the equiva<br>and for gas transportation service<br>lue of internal gas withdrawn an<br>bayment of budget liability/day.<br>Supply of quarterly<br>transportation services at<br>NTS exit points (perioada<br>July 01-October 01, 2019) | 2020 becomes RO<br>dent value of gas<br>es to the delivery j<br>id delivered in the<br>9,174,424.00 | N 1,678,629,869.85, VAT inc<br>storage services and services a<br>point (between November 01,<br>respective month.<br>Payment within 15 calendar<br>days from the invoice date | uded, an inc<br>for the gas tr<br>2019- Marcl | rease of RON 15,818,<br>ransportation to the st<br>n 30, 2020). The settle | 005.29, VAT included<br>corages (June 01, 2019<br>ement invoice is due |
| As such, the total price of Con<br>s compared to the previously<br>**) – the settlement invoice i<br>deptember 30, 2019), for gas<br>0 days from the invoice date,<br>**) – equal to the default inte<br>31 SNTGN Transgaz SA<br>Vote:<br>*) – see point 5.<br>*) – see point 5. | atract no. 9/2016 betwee<br>reported value.<br>is due in 15 days from<br>withdrawal services a<br>, for the equivalent va<br>erest due for delayed p<br>Contract no.202T/<br>June 7, 2019 | een August 01, 2016-March 30, 2<br>n the invoice date for the equiva-<br>and for gas transportation service<br>lue of internal gas withdrawn an<br>payment of budget liability/day.<br>Supply of quarterly<br>transportation services at<br>NTS exit points (perioada                             | 2020 becomes RO<br>dent value of gas<br>es to the delivery j<br>id delivered in the<br>9,174,424.00 | N 1,678,629,869.85, VAT inc<br>storage services and services a<br>point (between November 01,<br>respective month.<br>Payment within 15 calendar<br>days from the invoice date | uded, an inc<br>for the gas tr<br>2019- Marcl | rease of RON 15,818,<br>ransportation to the st<br>n 30, 2020). The settle | 005.29, VAT included<br>corages (June 01, 2019<br>ement invoice is due |

| 33               | SC Modern Calor SA  | Gas Sales<br>Framework<br>Contract no. 77/<br>June 26, 2019*) | Gas Sale-Purchase ** <sup>)</sup><br>(October 01, 2019-March<br>31, 2020) | 8,926,567.36 | Settlement invoice due<br>within 15 days from the<br>invoice date | <br>See Note *** |
|------------------|---|---|---|--------------|---|------------------|
| ***) _<br>***) _ |   | t no. 77/2019 was se  | nt by SC Modern Calor SA on J   | uly 9, 2019. |   |                  |
| 34               | SC CET Govora SA  | Gas Sales<br>Framework<br>Contract no. 79/<br>June 26, 2019*) | Gas Sale-Purchase ** <sup>)</sup><br>(October 01, 2019-March<br>31, 2020) | 1,894,835.75 | Settlement invoice due within 15 days from the invoice date       | <br>See Note *** |
| **)_<br>***)_    | ee point.17.<br>see point.17.<br>– see point.17.<br>Sales Framework Contrac | t no. 79/2019 was se  | nt by SC CET Govora SA on Ju  | ly 18, 2019. |   |                  |

## 3.7. Main risks and uncertainties for H II 2019

#### **Operational risks**:

- full/partial non-performance of gas production schedule due to the influence of several factors reducing the production capacity, such as:
  - high pressures in the National Transmission System (NTS) which negatively impact the operational results of the gas reservoirs;
  - o operation of gas drying stations at pressures exceeding the nominal pressure;
  - o operation of compressors outside the established operation framework;
  - not-including new gas wells into production/exploitation according to the annual production schedule;
  - defaults occurred during operation of dehydration stations, of compressors and of compression boosters;
- In non-compliance with schedule of works related to new production facilities (commissioning, technological facilities, wells, collecting pipelines);
- non-performance of maintenance works on time and within planned parameters (dehydration stations, compression stations);
- increase of production costs as a result of local and national regulations;
- electricity supply, landslides –pipeline rupture);
- lack of materials and spare parts for performing maintenance works at the company's main production facilities (wells, gas drying stations, compressor station);
- non-compliance with environment protection legal requirements when performing the company's main activities (drilling of wells, maintenance works, etc.).

#### Investment risks:

- A non-performance of the Investment Program in terms of physical investments and relating budget, in case unforeseen situations occur during the implementation of the Program;
- A defective or delayed performance of investment works due to non-compliance with tender books, technical specifications of projects and performance schedules;

#### Commercial risks:

- 1. Decrease of market demand because of several specific factors such as:
  - a. Modification of the energy mix, negatively influencing the gas demand due to:
    - i. political, legislative reasons, such as: legislation favourable for renewable energy or environment legislation too permissive with carbon (encourages coal consumption);
    - ii. market and climate reasons such as: favourable price for alternative fuels (wood, coal), climate condition favourable for electricity production using hydro and/or wind/solar power and unfavourable for gas consumption in mild winters;
  - b. Macroeconomic environment (decrease of macroeconomic indicators) that can impact household and non-household gas consumption, such as:

- i. decrease of GDP;
- ii. economic industrial, sectorial decrease/limited growth;
- iii. demographic, migration, social indices;
- 2. For clients, alternative supply options at favourable price conditions (especially import), due several factors:
  - a. petroleum products price decrease;
  - b. price decrease for gas delivered in the region due to decrease in demand or regional offer increase;
  - c. political or geo-strategic causes;
  - d. alternative gas supply sources for Europe and the region;
- 3. Misevaluation of sources availability and/or "short" sale strategies without covering the sources existing by the time of delivery (over sale);
- 4. Market price evolution at an unpredicted level and failure to take the required insurance measures. Factors:
  - a. market price decrease at an unpredictable level due to free market mechanisms (supply/demand) - risk for contract annulment in case of contracts without take-orpay terms;
  - b. market price increase at an unpredicted level due to free market mechanisms (supply/demand) risk of sale below the market price without having insurance instruments appropriate for the "mark-to-market" mechanism.

The effects of commercial risk materialisation are the drop in sold gas volumes with direct consequences in reducing the company's profitability.

# **IV. CONSOLIDATED FINANCIAL-ACCOUNTING INFORMATION**

# 4.1. Interim Statement of Consolidated Financial Position

The table below presents a summary of the consolidated financial position as of June 30, 2019 in comparison with December 31, 2018:

| INDICATOR                     | December 31, 2018<br>(thousand RON) | June 30, 2019<br>(thousand RON) | Variation<br>(%) |
|-------------------------------|-------------------------------------|---------------------------------|------------------|
| 1                             | 2                                   | 3                               | 4=(3-2)/2x100    |
| ASSETS                        |                                     |                                 |                  |
| Non-current assets            |                                     |                                 |                  |
| Property, plant and equipment | 6,279,748                           | 6,228,202                       | -0.82            |
| Other intangible assets       | 4,970                               | 8,798                           | 77.02            |
| Investments in associates     | 23,298                              | 24,463                          | 5.00             |
| Deferred tax assets           | 127,491                             | 136,761                         | 7.27             |
| Other financial investments   | 9,812                               | 5,366                           | -45.31           |
| Right of use assets           | -                                   | 8,226                           | n/a              |
| TOTAL NON-CURRENTASSETS       | 6,445,319                           | 6,411,816                       | -0.52            |
| Current assets                |                                     |                                 |                  |
| Inventories                   | 245,992                             | 235,924                         | -4.09            |
| Trade and other receivables   | 826,046                             | 583,086                         | -29.41           |
| Contract cost                 | 583                                 | 124                             | -78.73           |
| Other financial assets        | 881,245                             | 279,294                         | -68.31           |
| Other assets                  | 168,878                             | 168,804                         | -0.04            |
| Cash and cash equivalents     | 566,836                             | 586,595                         | 3.49             |
| TOTAL CURRENT ASSETS          | 2,689,580                           | 1,853,827                       | -31.07           |
| TOTAL ASSETS                  | 9,134,899                           | 8,265,643                       | -9.52            |
| EQUITY AND LIABILITIES        | , ,                                 | , ,                             |                  |
| Equity                        |                                     |                                 |                  |
| Share capital                 | 385,422                             | 385,422                         | 0                |
| Reserves                      | 1,824,999                           | 1,567,683                       | -14.10           |
| Retained earnings             | 5,458,196                           | 5,084,210                       | -6.85            |
| TOTAL EQUITY                  | 7,668,617                           | 7,037,315                       | -8.23            |
| Non-current liabilities       | , ,                                 | , ,                             |                  |
| Retirement benefit obligation | 139,254                             | 134,770                         | -3.22            |
| Deferred revenue              | 21,128                              | 21,182                          | 0.26             |
| Lease liability               | -                                   | 7,871                           | n/a              |
| Provisions                    | 510,114                             | 510,116                         | 0.00             |
| Total non-current liabilities | 670,496                             | 673,939                         | 0.51             |
| Current liabilities           |                                     |                                 |                  |
| Trade and other payables      | 186,702                             | 139,380                         | -25.35           |
| Contract liabilities          | 46,381                              | 19,597                          | -57.75           |
| Current tax liabilities       | 68,001                              | 65,597                          | -3.54            |
| Deferred revenue              | 8,442                               | 2,074                           | -75.43           |
| Provisions                    | 93,645                              | 43,507                          | -53.54           |
| Lease liability               | -                                   | 519                             | n/a              |
| Other liabilities             | 392,615                             | 283,715                         | -27.74           |
| Total current liabilities     | 795,786                             | 554,389                         | -30.33           |
| TOTAL LIABILITIES             | 1,466,282                           | 1,228,328                       | -16.23           |
| TOTAL EQUITY AND LIABILITIES  | 9,134,899                           | 8,265,643                       | -10.23           |

## Non-current assets

During the reported period, the total non-current assets recorded decrease of 0.52%, i.e. RON 33.5 million, from RON 6,445.3 million on December 31, 2018 to RON 6,411.8 million on June 30, 2019.

The 77.02% increase of Other Intangible assets in HI 2019 is due to the developments of the Company's IT systems.

In HI 2019, in terms of Other Financial Investments the Group recorded a RON 4.5 million loss in connection with the evaluation of the investment in Electrocentrale Bucuresti, which was fully adjusted.

Investments in associates are recorded in the financial statements by equity method, which requires that the investment is initially recognized as cost and subsequently adjusted based on the changes that occur after the acquisition in the apportioned shares held by the Group in the associate's net assets in which the investment was made. The profit or loss of the Group includes its share in the profit or loss of the associate.

In 2019, International Financial Reporting Standard 16 "Leases" entered into force and replaced International Accounting Standard 17 "Leases" (IAS 17). According to the new standard, the lessee accounts financial lease contracts and operating lease (rents) contracts in the same manner. As such, the lessee records a "right of use" asset of a lease contract simultaneously with the recognition of a lease liability. The Group has no financial leases. The "right of use" assets derive from lease contracts concluded by the Group; previously, these contracts were reported in form of rent-related expenses. More information in connection with the implementation of IFRS 16 is shown in the financial statements attached to this report.

## Current assets

# Inventories

Inventories decreased by 4.09% at the end of HI 2019 as compared to December 31, 2018 due to a stock reduction for spare parts and consumables. On June 30, 2019, the value of the gas stock recorded an increase by 3% as compared with December 31, 2018, due to an increase of 58.6% of gas in storages in 2019 as compared to HI 2018.

# Trade receivables and other receivables

As compared to December 31, 2018, Trade receivables decreased by 29.41 % due to the seasonal characteristic of the Group's activity, deliveries during summer season being lower than deliveries during winter season.

# Cash and cash equivalents. Other financial assets

On June 30, 2019, cash, cash equivalents and other financial assets amounted RON 865.9 million, as compared to RON 1,448.1 million at the end of 2018, the decrease being due to dividend payment to shareholders during HI 2019.

# EQUITY AND RESERVES

The Group's equity decreased by 8.23% due to distribution of 2018 profit to shareholders.

# NON-CURRENT LIABILITIES

On June 30, 2019, Non-current liabilities recorded an insignificant increase of 0.51%, as compared to December 31, 2018.

# CURRENT LIABILITIES

Current liabilities decreased by RON 241.4 million, from RON 795.8 million as recorded on December 31, 2018 to RON 554.4 million, amount recorded on June 30, 2019.

# Trade payables and other payables

As compared to December 31, 2018, in HI 2019 trade liabilities decreased by 25.35% due to a reduction of procurements for Iernut power plant as the significant pieces of equipment were delivered during 2018.

# Contract liabilities

On June 30, 2019, advance payments collected in connection with future deliveries decreased by 57.75% as compared to December 31, 2018 given the seasonal characteristic of the Group's activity.

# Deferred revenue

The Deferred revenue decrease is due to a reduction of interest collectible from investments in state bonds as a result of reducing such investments because of payment of dividends for 2018.

# Other liabilities

Other liabilities decreased by 27.74% due to the following factors:

- reduction of the Group's petroleum royalty-related liability (RON 55.4 million reduction because of a production decrease of 13% in Q2 2019 as compared to Q4 2018);
- payment of Group's liability following the termination of the partnership with Schlumberger in 2018 (RON 22.5 million);
- reduction of VAT-related liability by RON 35.3 million due to lower sales recorded in June 2019 as compared to December 2018.

# Provisions

Short-term provisions decreased by 53.54% as compared to December, 31, 2018. This reduction is due to the reversal of provision for payment of green-house gas emission certificates (RON 40.1 million) because of their purchase in 2019, but also to releasing to income of the provision for employee's participation to profit following the GMS approval to pay of RON 28.7 million.

# 4.2. Interim Statement of Consolidated Comprehensive Income

The synthesis of the Group's profit and loss account of the for the period January 1 - June 30, 2019 as compared to the similar period of 2018 is shown below:

| Description   | HI 2018<br>(restated) (RON<br>thousand) | HI 2019<br>(RON<br>thousand) | Differences<br>(RON<br>thousand) | Variation<br>(%) |
|---|---|------------------------------|----------------------------------|------------------|
| 1   | 2                                       | 3                            | 4=3-2                            | 5=4/2x100        |
| Revenue   | 2,474,507                               | 2,874,787                    | 400,280                          | 16.18            |
| Cost of commodities sold                                    | (102,775)                               | (89,952)                     | (12,823)                         | -12.48           |
| Investment income   | 26,192                                  | 23,904                       | (2,288)<br>(19,707)              | -8.74<br>-43.15  |
| Other gains and losses                                      | (45,674)                                | (25,967)                     |                                  |                  |
| Impairment losses on trade receivables                      | (18,947)                                | (29,948)                     | 11,001                           | 58.06            |
| Changes in inventory of finished goods and work in progress | (65,371)                                | (9,023)                      | (56,348)                         | -86.20           |
| Raw materials and consumables used                          | (34,917)                                | (40,358)                     | 5,441                            | 15.58            |
| Depreciation, amortization and impairment expenses          | (262,073)                               | (365,475)                    | 103,402                          | 39.46            |

| Description                   | HI 2018<br>(restated) (RON<br>thousand) | HI 2019<br>(RON<br>thousand) | Differences<br>(RON<br>thousand) | Variation<br>(%) |
|-------------------------------|---|------------------------------|----------------------------------|------------------|
| Employee benefit expense      | (285,630)                               | (307,909)                    | 22,279                           | 7.80             |
| Finance cost                  | (14,697)                                | (11,139)                     | (3,558)                          | -24.21           |
| Exploration expenses          | (112,507)                               | (24,476)                     | (88,031)                         | -78.24           |
| Share of profit of associates | 976                                     | 1,165                        | 189                              | 19.36            |
| Other expenses                | (633,312)                               | (864,224)                    | 230,912                          | 36.46            |
| Other income                  | 4,420                                   | 19,949                       | 15,529                           | 351.33           |
| Profit before tax             | 930,192                                 | 1,151,334                    | 221,142                          | 23.77            |
| Income tax expense            | (147,348)                               | (175,425)                    | 28,077                           | 19.05            |
| Profit for the period         | 782,844                                 | 975,909                      | 193,065                          | 24.66            |

# Revenue

The Group's revenue increased in the first half of 2019 by 16.18% (RON 400.28 million) as compared to the same period of the previous year.

The consolidated revenue from gas sales during HI 2019 was RON 2,526.3 million, increasing by 20.83% as compared to HI 2018, this increase balanced the decrease by 12.51% of revenues from gas storage services and the decrease by 53.3% of electricity revenues.

# Cost of Commodities Sold

The cost of commodities sold decreased by 12.48% as compared to HI 2018, mainly due to decreased import and internal gas quantities purchased for resale, as well as due to decreasing costs related to the electricity market imbalances, from RON 19.1 million in HI 2018 to RON 10.7 million in HI 2019, taking into account the significant low electricity production.

# Investment Income

The investment income represents income from investing the Group's available cash in bank deposits or state bonds.

# Impairment losses on trade receivables

The net impairment loss on trade receivables is generated mainly by the allowance for doubtful debts recorded for one of the Group's Clients (RON 23.7 million) due to payment delays.

# Other Gains and Losses

Net losses reduced due to receiving a favourable decision on the litigation with ANAF. During December 2016-April 2017, there was a partial fiscal inspection to review the VAT for the period between December 2010 – June 2011, and to review the income tax for the period between January 2010-December 2011. The scope of the inspection were the deductions granted by Romgaz to interruptible consumers for the delivery of internal gas between years 2010-2011. This category was established by the transmission system operator, TRANSGAZ. The notice of assessment set additional payment obligations in amount of RON 15,284 thousand, as well as late payment penalties of RON 3,129 thousand. In HI 2019, the court ruled in favour of Romgaz so that the adjustment of RON 18.4 million was reduced by releasing to income.

# Changes in Inventory of finished goods and work in progress

In HI 2019 and 2018 gas volumes, Romgaz property, withdrawn from UGSs were higher than those injected, therefore generating a negative change in inventory (loss).

As compared to the similar period of previous year, the decrease is generated by a higher gas quantity withdrawn, namely by 59.1 million m<sup>3</sup> than the one injected; in HI 2019 the withdrawn gas quantity was by 208.5 million m<sup>3</sup> higher than the injected gas.

# Depreciation, amortization and impairment

Depreciation, amortization and impairment expenses increased by 39.46% as compared to HI 2018 due to incurring higher net expenses from the impairment of fixed assets and exploration assets, further to abandoning investment projects in exploration and production wells. These net expenses offset the losses on disposal of fixed assets which were not fully depreciated or the losses on the abandonment of some investment projects.

# Exploration expenses

Exploration expenses recorded in HI 2019 of RON 24.5 million decreased by 78.24% compared to the similar period of previous year. The decrease is due to reducing exploration expenses (seismic surveys) by RON 49.3 million.

Exploration expenses also include the cost of abandoned investments in exploration wells. In HI 2019 the cost of these investments was RON 23.04 million as compared to RON 61.8 million in HI 2018. These costs are mostly offset by the net income from impairment adjustments.

# Other Expenses

Other Expenses recorded an increase by 36.46% as compared to HI 2018. The increase by RON 230.9 million is mainly due to:

- the increase by RON 181.2 million of expenses with taxes and duties, approximately RON 174.7 million related to the additional income tax.
- in HI 2019 the Company recorded expenses associated to the 2% contribution of electricity and gas licence titleholders from the revenue recorded from activities that relate to the licences granted by ANRE (RON 41.9 million)

# Other Income

Other income increased by 351% in HI 2019 as compared to the same period of 2018 due to the increase of income from damages, fines and penalties recorded for amounts that were not collected according to contractual terms. Most of these penalties are uncollected on June 30, 2019, therefore the Group recorded impairment adjustments. The effect of this income is insignificant.

The table below shows the breakdown on segments of the interim consolidated comprehensive income for January – June 2019, respectively January - June 2018:

|                          |  |         |             |                     | RON tho                         | usand     |
|--------------------------|--|---------|-------------|---------------------|---------------------------------|-----------|
| Description              | Gas<br>production<br>and<br>deliveries | UGS     | Electricity | Other<br>activities | Consolidatio<br>n<br>Adjustment | TOTAL     |
| 1                        | 2                                      | 3       | 4           |                     | 5                               | 6         |
| Revenue                  |  |         |             |                     |                                 |           |
| *H I 2018                | 2,257,866                              | 197,679 | 145,153     | 129,450             | (255,641)                       | 2,474,507 |
| *H I 2019                | 2,731,205                              | 194,193 | 87,962      | 139,700             | (278,273)                       | 2,874,787 |
| Cost of commodities sold |  |         |             |                     |                                 |           |
| *H I 2018                | (85,707)                               | (142)   | (19,143)    | (288)               | 2,505                           | (102,775) |
| *H I 2019                | (78,792)                               | (1)     | (10,721)    | (438)               | -                               | (89,952)  |
| Investment income        |  |         |             |                     |                                 |           |
| *H I 2018                | 39                                     | 217     | 2           | 25,934              | -                               | 26,192    |
| *H I 2019                | 67                                     | 255     | 10          | 23,572              | -                               | 23,904    |
| Other gains and losses   |  |         |             |                     |                                 |           |
| *H I 2018                | (40,459)                               | 2,967   | (2,043)     | (6,139)             | -                               | (45,674)  |

DON the original

| Description   | Gas<br>production<br>and<br>deliveries | UGS       | Electricity | Other<br>activities | Consolidatio<br>n<br>Adjustment | TOTAL              |
|---|--|-----------|-------------|---------------------|---------------------------------|--------------------|
| 1   | 2                                      | 3         | 4           |                     | 5                               | 6                  |
| *H I 2019   | (40,710)                               | -         | (681)       | 15,424              | -                               | (25,967)           |
| Impairment losses on trade receivables                |  |           |             |                     |                                 |                    |
| *H I 2018   | (18,951)                               | -         | 4           | _                   | -                               | (18,947)           |
| *H I 2019   | (29,937)                               | -         | -           | (11)                | -                               | (29,948)           |
| Changes in inventory of<br>finished goods and work in |  |           |             |                     |                                 |                    |
| progress<br>*H I 2018                                 | (45,054)                               | (21,606)  | 46          | 1,243               |                                 | (65,371)           |
| *H I 2019   | (45,054)<br>(9,724)                    | (21,000)  | 40          | 693                 | -                               | (9,023)            |
| Raw materials and                                     | (9,724)                                | -         | 0           | 093                 | -                               | (9,023)            |
| consumables used                                      |  |           |             |                     |                                 |                    |
| *H I 2018   | (25,485)                               | (10,523)  | (613)       | (5,747)             | 7,451                           | (34,917)           |
| *H I 2019   | (28,168)                               | (14,239)  | (513)       | (5,775)             | 8,337                           | (40,358)           |
| Depreciation, amortization<br>and impairment expenses |  |           |             |                     |                                 |                    |
| *H I 2018   | (198,852)                              | (50,053)  | (3,531)     | (9,637)             | -                               | (262,073)          |
| *H I 2019   | (300,985)                              | (49,025)  | (6,846)     | (8,619)             | -                               | (365,475)          |
| Employees benefit<br>expenses<br>*H I 2018            | (100,100)                              | (0.5.000) | (1.5.440)   | (                   |                                 | (005, 500)         |
|   | (180,473)                              | (25,332)  | (16,419)    | (63,406)            | -                               | (285,630)          |
| *H I 2019   | (195,451)                              | (27,525)  | (16,189)    | (68,744)            | -                               | (307,909)          |
| Finance cost<br>*H I 2018                             | (12,807)                               | (1,889)   |             |                     | (1)                             | (14,697)           |
| *H I 2019   | (12,307) (9,495)                       | (1,417)   |             | (227)               | (1)                             | (11,139)           |
| Exploration expense                                   | (),+)))                                | (1,417)   |             | (227)               |                                 | (11,157)           |
| *H I 2018   | (112,507)                              | -         | -           | -                   | -                               | (112,507)          |
| *H I 2019   | (24,476)                               | -         | -           | -                   | -                               | (24,476)           |
| Share of associates' result<br>*H I 2018              | -                                      | -         | -           | 976                 | -                               | 976                |
| *H I 2019   | -                                      | -         | -           | 1,165               | -                               | 1,165              |
| Other expenses  |  |           |             | ,                   |                                 | ,                  |
| *H I 2018   | (697,844)                              | (55,916)  | (102,572)   | (25,402)            | 248,422                         | (633,312)          |
| *H I 2019   | (965,152)                              | (86,351)  | (57,083)    | (25,949)            | 270,311                         | (864,224)          |
| Other income  |  |           |             |                     |                                 |                    |
| *H I 2018   | 4,248                                  | 2,402     | 14          | 492                 | (2,736)                         | 4,420              |
| *H I 2019   | 19,045                                 | 19        | 57          | 1,203               | (375)                           | 19,949             |
| Profit before tax                                     |  |           |             |                     |                                 |                    |
| *H I 2018   | 844,014                                | 37,804    | 898         | 47,476              | -                               | 930,192            |
| *H I 2019   | 1,067,427                              | 15,909    | (3,996)     | 71,994              | -                               | 1,151,334          |
| Income tax expense<br>*H I 2018                       |  |           |             | (147 249)           |                                 | (147.240)          |
| *H I 2019   | -                                      | (026)     | -           | (147,348)           | -                               | (147,348)          |
| Profit for the period                                 | -                                      | (926)     | -           | (174,499)           | -                               | (175,425)          |
| *H I 2018   | 844,014                                | 37,804    | 898         | (99,872)            |                                 | 702 011            |
| *H I 2019   | 1,067,427                              | 14,983    | (3,996)     | (102,505)           | -                               | 782,844<br>975,909 |

# 4.3. Statement of Consolidated Cash Flows

Statements of consolidated cash flows recorded in HI 2019 and respectively in HI 2018 are as follows:

| INDICATOR   | HI 2018<br>(thousand RON)<br>restated | HI 2019<br>(thousand RON) | Variation<br>(%)<br>4=(3-2)/2x100 |  |
|---|---------------------------------------|---------------------------|-----------------------------------|--|
| 1   | 2                                     | 3                         |                                   |  |
| Cash flow from operating activities                       |                                       |                           |                                   |  |
| Net Profit for the period                                 | 782,844                               | 975,909                   | 24.66                             |  |
| Adjustments for:  |                                       |                           |                                   |  |
| Income tax expense  | 147,348                               | 175,425                   | 19.05                             |  |
| Share of associates' result                               | (976)                                 | (1,165)                   | 19.36                             |  |
| Interest expense on lease contracts                       | -                                     | 228                       | n/a                               |  |
| Unwinding of decommissioning provision                    | 14,697                                | 10,911                    | -25.76                            |  |
| Interest revenue  | (26,192)                              | (23,904)                  | -8.74                             |  |
| Loss on disposal of non-current assets                    | 38,244                                | 40,508                    | 5.92                              |  |
| Change in decommissioning provision                       | (1,441)                               | (1,638)                   | 13.67                             |  |
| recognized in result for the period, other than unwinding |                                       |                           |                                   |  |
| Change in other provisions                                | (21,181)                              | (60,816)                  | 187.13                            |  |
| Impairment of exploration assets                          | (58,168)                              | 44,495                    | n/a                               |  |
| Exploration projects written-off                          | 61,776                                | 23,036                    | -62.71                            |  |
| Impairment of property, plant and equipment               | 5,894                                 | 51,476                    | 773.36                            |  |
| Depreciation and Amortisation                             | 314,347                               | 269,504                   | -14.27                            |  |
| Amortisation of contract costs                            | 679                                   | 477                       | -29.75                            |  |
| Change in investments at fair values through              | 5,448                                 | 4,446                     | -18.39                            |  |
| profit or loss  | ,                                     | ,                         |                                   |  |
| Losses from trade and other receivables                   | 19,165                                | 11,501                    | -39.99                            |  |
| Other gains and losses (leasing)                          |                                       | (52)                      | n/a                               |  |
| Write-down allowance of inventory                         | 297                                   | 171                       | -42.42                            |  |
| Subsidies income  | (92)                                  | (38)                      | -58.70                            |  |
| Cash generated from operations, before                    | 1,282,689                             | 1,520,474                 | 18.54                             |  |
| movements in working capital                              | _,,                                   | _,,                       |                                   |  |
| Movements in working capital                              |                                       |                           |                                   |  |
| (Increase)/Decrease in inventory                          | 130,748                               | 41,420                    | -68.32                            |  |
| (Increase)/Decrease in trade and other                    | 324,956                               | 101,054                   | -68.90                            |  |
| receivables   | 524,550                               | 101,004                   | 00.70                             |  |
| Increase/(Decrease) in trade and other liabilities        | (360,905)                             | (53,385)                  | -85.21                            |  |
| Cash generated from operations                            | 1,377,488                             | 1,609,563                 | 16.85                             |  |
| Income tax paid   | (226,187)                             | (187,099)                 | -17.28                            |  |
| Net cash generated from operations                        | 1,151,301                             | 1,422,464                 | 23.55                             |  |
| Cash flows from investing activities                      | 1,101,001                             | 1,722,707                 | 20.00                             |  |
| Net collections/(payments) related to other               | 1,698,866                             | 593,125                   | -65.09                            |  |
| financial assets  | 1,090,000                             | 575,125                   | -05.07                            |  |
| Interest received   | 20,378                                | 26,398                    | 29.54                             |  |
| Proceeds from sale of non-current assets                  | 5,162                                 | 20,578                    | -95.56                            |  |
| Acquisition of non-current assets                         | (496,727)                             | (331,529)                 | -33.26                            |  |
| Acquisition of non-current assets                         | (98,312)                              | (84,301)                  | -14.25                            |  |
| Net cash used in investing activities                     | 1,129,367                             | 203,922                   | -14.25                            |  |
| Cash flows from financing activities                      | 1,149,307                             | 203,922                   | -01.94                            |  |
| Dividends paid  | (294)                                 | (1,606,315)               | 546265.65                         |  |
| Subsidies received  | 20,994                                | (1,000,515)               | -100.00                           |  |
|   | 20,994                                | (312)                     | -100.00<br>n/a                    |  |
| Repayment of lease liability                              | 20,700                                | (1,606,627)               |                                   |  |
| Net cash used in financing activities                     | · · · · · · · · · · · · · · · · · · · |                           | n/a                               |  |
| Net Increase/(Decrease) in cash and cash                  | 2,301,368                             | 19,759                    | -99.14                            |  |
| equivalents   |                                       | 5(( 0))                   | - 140 53                          |  |
| Cash and cash equivalents at the beginning of the period  | 227,167                               | 566,836                   | 149.52                            |  |
| Cash and cash equivalents as of June 30                   | 2,528,535                             | 586,595                   | -76.80                            |  |

# V. PERFORMANCE OF DIRECTOR AGREEMENTS AND OF MANDATE CONTRACTS

# **Director Agreements**

Interim directors were appointed on successive basis following the expiration of the director agreements of the Board members appointed by the General Meeting of Shareholders in 2013 for a 4-year period. The director agreements approved by the General Meeting of Shareholders do not include performance indicators and criteria.

After exercising the cumulative voting procedure, the General Meeting of Shareholders appointed by its Resolution no. 8 of July 6, 2018 the Company's Board members for a 4 year-term.

The General Meeting of Shareholders convened after drafting and approving of the Governance Plan with the scope of negotiating and approving financial and non-financial performance indicators to be included by addendum in the director agreements. GMS Resolution no. 4 of May 15, 2019 "does not approve the financial and non-financial key performance indicators contained in SNGN Romgaz S.A. 2018-2022 Governance Plan".

After exercising the cumulative voting procedure, the General Meeting of Shareholders appointed by Resolution no. 6 of June 26, 2019 the Board members, set the fixed gross monthly remuneration and approved the mandate contract form for the interim Board members.

The director agreements do not contain financial and non-financial key performance indicators and, as such, the Board members do not benefit from the variable component.

# Mandate Contracts

By Resolution no.37 of December 14, 2017, the Board of Directors appointed Mr. *Cindrea Corin Emil* as interim CEO for a 4-month term with an extension possibility to maximum 6 months.

By Resolution no 19 of April 12, 2018, the Board of Directors decided to extend the CEO mandate contract by two months until June 14, 2018, respectively.

The mandate contract concluded with the Board of Directors does not contain performance indicators and criteria.

By Resolution no. 29 of June 14, 2018, the Board of Directors appointed Mr. *Volintiru Adrian Constantin* as CEO of the company for a 4-month term. By Resolution no. 45 of October 1, 2018 the Board appointed Mr. Volintiru Adrian Constantin as the company's CEO for a 4-year term.

By Resolution no. 30 of November 2, 2017, the Board of Directors appointed Mr. *Bobar Andrei* as Chief Financial Officer and by Resolution no. 39 of August 28, 2018, the Board appoints Mr. Bobar Andrei as the company's CFO for a fixed term (August 28, 2018-November 2, 2021).

The mandate contracts concluded between the Board of Directors and the company's CEO, respectively CFO, do not include performance indicators and criteria. Such indicators and criteria shall be negotiated and included in the mandate contracts by addendum, following the completion and approval of the company's Governance Plan during the mandate term.

*Attached* hereto are the Interim Simplified Consolidated Financial Statements for the period ending on June 30, 2019 prepared in compliance with the International Accounting Standard 34 (IFRS).

# Signatures:

| CEO,                        | CFO,         |
|-----------------------------|--------------|
| Volintiru Adrian Constantin | Bobar Andrei |
|                             |              |
|                             |              |

# CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

PREPARED IN ACCORDANCE WITH INTERNATIONAL ACCOUNTING STANDARD 34

WITH

THE INDEPENDENT AUDITOR'S REVIEW REPORT

### CONTENTS:

### PAGE:

| Independent auditor's review report   |    |
|---|----|
| Condensed statement of consolidated interim comprehensive income for the six-month and  | 4  |
| three-month periods ended June 30, 2019<br>Condensed statement of consolidated interim financial position as of June 30, 2019 | 1  |
| Condensed statement of consolidated interim changes in equity for the six-month period  | 2  |
| ended June 30, 2019   | 4  |
| Condensed statement of consolidated interim cash flow for the six-month and three-month                                       |    |
| periods ended June 30, 2019   | 5  |
| Notes to the consolidated condensed interim financial statements for the six-month period                                     | _  |
| and three-month periods ended June 30, 2019   | 7  |
| 1. Background and general business  | 7  |
| 2. Significant accounting policies  | 7  |
| 3. Revenue and other income   | 10 |
| 4. Cost of commodities sold, raw materials and consumables  | 10 |
| 5. Other gains and losses   | 11 |
| 6. Depreciation, amortization and impairment expenses   | 11 |
| 7. Income tax   | 11 |
| 8. Employee benefit expense   | 12 |
| 9. Other expenses   | 12 |
| 10. Accounts receivable   | 13 |
| 11. Related party transactions and balances   | 14 |
| 12. Segment information   | 14 |
| 13. Commitments undertaken  | 16 |
| 14. Effects of voluntary change in accounting policy and correction of errors   | 16 |
| 15. Events after the balance sheet date   | 17 |
| 16. Endorsement of financial statements   | 17 |
|   |    |



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# REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

# To the shareholders of SNGN Romgaz SA

## Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of SNGN Romgaz SA and its subsidiary (together "the Group") for the six months and three months periods ended June 30, 2019, which comprise the condensed statement of consolidated interim financial position as at June 30, 2019, the condensed statements of consolidated interim comprehensive income and cash flows for the six months and three months periods then ended and the condensed statement of consolidated interim changes in equity for the six-month period then ended and related explanatory notes.

Management is responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with IAS 34 "Interim Financial Reporting" (IAS 34). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

### Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34 Interim Financial Reporting (IAS 34).



# Other matters

The interim condensed consolidated financial statements for the period ended June 30, 2018 were reviewed by another auditor, whose report dated August 13, 2018 expressed an unmodified conclusion.

On behalf of Ernst & Young Assurance Services SRL

Alexandru Lupea Partner

12 August 2019 Bucharest, Romania

#### CONDENSED STATEMENT OF CONSOLIDATED INTERIM COMPREHENSIVE INCOME FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

|  | Note | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON<br>(restated) *) | Three months<br>ended<br>June 30, 2018<br>'000 RON<br>(restated) *) |
|--|------|--|--|---|---|
| Revenue  | 3    | 2,874,787  | 1,161,670  | 2,474,507   | 992,170   |
| Cost of commodities sold   | 4    | (89,952)   | (12,600)   | (102,775)   | (17,161)  |
| Investment income  |      | 23,904   | 12,906   | 26,192  | 14,885  |
| Other gains and losses   | 5    | (25,967)   | (17,851)   | (45,674)  | (22,307)  |
| Impairment losses on trade<br>receivables<br>Changes in inventory of | 10   | (29,948)   | (11,691)   | (18,947)  | (6,371)   |
| finished goods and work<br>in progress                               |      | (9,023)  | 40,069   | (65,371)  | 31,542  |
| Raw materials and<br>consumables used<br>Depreciation, amortization  | 4    | (40,358)   | (20,224)   | (34,917)  | (18,067)  |
| and impairment<br>expenses   | 6    | (365,475)  | (102,228)  | (262,073)   | (105,761)   |
| Employee benefit expense   | 8    | (307,909)  | (172,327)  | (285,630)   | (162,089)   |
| Finance cost   |      | (11,139)   | (5,587)  | (14,697)  | (7,340)   |
| Exploration expense  |      | (24,476)   | (13,662)   | (112,507)   | (55,621)  |
| Share of profit of associates  |      | 1,165  | (206)  | 976   | 201   |
| Other expenses   | 9    | (864,224)  | (362,509)  | (633,312)   | (276,228)   |
| Other income   | 3    | 19,949   | 13,806   | 4,420   | 1,181   |
| Profit before tax  |      | 1,151,334  | 509,566  | 930,192   | 369,034   |
| Income tax expense   | 7    | (175,425)  | (75,502)   | (147,348)   | (52,268)  |
| Profit for the period  |      | 975,909  | 434,064  | 782,844   | 316,766   |
| Total comprehensive<br>income for the period                         |      | 975,909  | 434,064  | 782,844   | 316,766   |
| Basic and diluted earnings<br>per share                              |      | 0.0025   | 0.0011   | 0.002   | 0.0008  |
| *) and note 14   |      |  |  |   |   |

\*) see note 14.

These financial statements were endorsed by the executive management on August 12, 2019.

Adrian Constantin Volintiru Chief Executive Officer Andrei Bobar Chief Financial Officer

# CONDENSED STATEMENT OF CONSOLIDATED INTERIM FINANCIAL POSITION AS OF JUNE 30, 2019

|                               | Note | June 30, 2019<br>'000 RON | December 31, 2018<br>'000 RON |
|-------------------------------|------|---------------------------|-------------------------------|
| ASSETS                        |      |                           |                               |
| Non-current assets            |      |                           |                               |
| Property, plant and equipment |      | 6,228,202                 | 6,279,748                     |
| Other intangible assets       |      | 8,798                     | 4,970                         |
| Investments in associates     |      | 24,463                    | 23,298                        |
| Deferred tax asset            |      | 136,761                   | 127,491                       |
| Other financial assets        |      | 5,366                     | 9,812                         |
| Right of use assets           | 2    | 8,226                     | -                             |
| Total non-current assets      | _    | 6,411,816                 | 6,445,319                     |
| Current assets                |      |                           |                               |
| Inventories                   |      | 235,924                   | 245,992                       |
| Trade and other receivables   | 10   | 583,086                   | 826,046                       |
| Contract costs                |      | 124                       | 583                           |
| Other financial assets        |      | 279,294                   | 881,245                       |
| Other assets                  | 10   | 168,804                   | 168,878                       |
| Cash and cash equivalents     |      | 586,595                   | 566,836                       |
| Total current assets          | _    | 1,853,827                 | 2,689,580                     |
| Total assets                  | _    | 8,265,643                 | 9,134,899                     |
| EQUITY AND LIABILITIES        |      |                           |                               |
| Equity                        |      |                           |                               |
| Share capital                 |      | 385,422                   | 385,422                       |
| Reserves                      |      | 1,567,683                 | 1,824,999                     |
| Retained earnings             |      | 5,084,210                 | 5,458,196                     |
| Total equity                  | _    | 7,037,315                 | 7,668,617                     |
| Non-current liabilities       |      |                           |                               |
| Retirement benefit obligation |      | 134,770                   | 139,254                       |
| Deferred revenue              |      | 21,182                    | 21,128                        |
| Lease liability               | 2    | 7,871                     | -                             |
| Provisions                    |      | 510,116                   | 510,114                       |
| Total non-current liabilities | _    | 673,939                   | 670,496                       |

### CONDENSED STATEMENT OF CONSOLIDATED INTERIM FINANCIAL POSITION AS OF JUNE 30, 2019

|                              | Note | June 30, 2019<br>'000 RON | December 31, 2018<br>'000 RON |
|------------------------------|------|---------------------------|-------------------------------|
| Current liabilities          |      |                           |                               |
| Trade payables               |      | 139,380                   | 186,702                       |
| Contract liabilities         |      | 19,597                    | 46,381                        |
| Current tax liabilities      |      | 65,597                    | 68,001                        |
| Deferred revenue             |      | 2,074                     | 8,442                         |
| Provisions                   |      | 43,507                    | 93,645                        |
| Lease liability              | 2    | 519                       | -                             |
| Other liabilities            |      | 283,715                   | 392,615                       |
| Total current liabilities    |      | 554,389                   | 795,786                       |
| Total liabilities            |      | 1,228,328                 | 1,466,282                     |
| Total equity and liabilities |      | 8,265,643                 | 9,134,899                     |

These financial statements were endorsed by the executive management on August 12, 2019.

Adrian Constantin Volintiru Chief Executive Officer Andrei Bobar Chief Financial Officer

#### CONDENSED STATEMENT OF CONSOLIDATED INTERIM CHANGES IN EQUITY FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2019

| -  | Share<br>capital<br>'000 RON | Legal<br>reserve<br>'000 RON | Other<br>reserves<br>'000 RON      | Retained<br>earnings<br>'000 RON             | Total<br>'000 RON                |
|--|------------------------------|------------------------------|------------------------------------|--|----------------------------------|
| Balance as of January 1, 2019  | 385,422                      | 77,487                       | 1,747,512                          | 5,458,196                                    | 7,668,617                        |
| Allocation to dividends *)<br>Decrease in reserves approved by Depogaz's sole shareholder<br>Allocation to other reserves<br>Total comprehensive income for the period | -                            | (375)                        | (362,297)<br>(909)<br>106,265<br>- | (1,244,914)<br>1,284<br>(106,265)<br>975,909 | (1,607,211)<br>-<br>-<br>975,909 |
| Balance as of June 30, 2019  | 385,422                      | 77,112                       | 1,490,571                          | 5,084,210                                    | 7,037,315                        |
| Balance as of January 1, 2018 (restated) **)   | 385,422                      | 77,084                       | 2,235,448                          | 6,277,486                                    | 8,975,440                        |
| Allocation to dividends<br>Allocation to other reserves<br>Total comprehensive income for the period (restated) **)  | -<br>-<br>-                  | -<br>-<br>-                  | 185,563                            | (1,923,258)<br>(185,563)<br>782,844          | (1,923,258)<br>-<br>782,844      |

| Change in accounting policies due to new IFRS | -       | -      | -         | (18,478)  | (18,478)  |
|---|---------|--------|-----------|-----------|-----------|
| Balance as of June 30, 2018 (restated) **)    | 385,422 | 77,084 | 2,421,011 | 4,933,031 | 7,816,548 |

\*) In 2019 the Company's shareholders approved the allocation of dividends of RON 1,607,211 thousand, dividend per share being RON 4.17.

\*\*) see note 14.

These financial statements were endorsed by the executive management on August 12, 2019.

Adrian Constantin Volintiru Chief Executive Officer

Andrei Bobar Chief Financial Officer

# CONDENSED STATEMENT OF CONSOLIDATED INTERIM CASH FLOW FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

| -   | Six months<br>ended<br>June 30, 2019 | Three months<br>ended<br>June 30, 2019 | Six months<br>ended<br>June 30, 2018 | Three months<br>ended<br>June 30, 2018 |
|---|--------------------------------------|--|--------------------------------------|--|
|   | '000 RON                             | '000 RON                               | '000 RON<br>(restated) *)            | '000 RON<br>(restated) *)              |
| Cash flows from operating activities  |                                      |  |                                      |  |
| Net profit  | 975,909                              | 434,064                                | 782,844                              | 316,766                                |
| Adjustments for:  |                                      |  |                                      |  |
| Income tax expense (note 7)   | 175,425                              | 75,502                                 | 147,348                              | 52,268                                 |
| Share of associates' result   | (1,165)                              | 206                                    | (976)                                | (201)                                  |
| Interest expense on lease contracts<br>Unwinding of decommissioning   | 228                                  | 138                                    | -                                    | -                                      |
| provision   | 10,911                               | 5,449                                  | 14,697                               | 7,340                                  |
| Interest revenue  | (23,904)                             | (12,906)                               | (26,192)                             | (14,885)                               |
| Net loss on disposal of non-current<br>assets (note 5)<br>Change in decommissioning provision                     | 40,508                               | 36,044                                 | 38,244                               | 18,693                                 |
| recognized in profit or loss, other than unwinding (note 9)   | (1,638)                              | (211)                                  | (1,441)                              | (773)                                  |
| Change in other provisions (note 9)<br>Net impairment of exploration assets                                       | (60,816)                             | (40,215)                               | (21,181)                             | (19,318)                               |
| (note 6)  | 44,495                               | (10,897)                               | (58,168)                             | (44,367)                               |
| Exploration projects written off<br>Net impairment of property, plant and   | 23,036                               | 13,480                                 | 61,776                               | 44,920                                 |
| equipment and intangibles (note 6)  | 51,476                               | (10,860)                               | 5,894                                | 1,320                                  |
| Depreciation and amortization (note 6)<br>Amortization of contract costs  | 269,504                              | 123,985                                | 314,347                              | 148,808                                |
| Change in investments at fair value   | 477                                  | 223                                    | 679                                  | 321                                    |
| through profit and loss (note 5)<br>Net receivable write-offs and movement<br>in allowances for trade receivables | 4,446                                | 1                                      | 5,448                                | 5,503                                  |
| and other assets (note 10)<br>Other gains and losses  | 11,501<br>(52)                       | (6,801)                                | 19,165<br>-                          | 6,421                                  |
| Net movement in write-down<br>allowances for inventory (note 5)   | 171                                  | 1,002                                  | 297                                  | (2,777)                                |
| Subsidies income  | (38)                                 | (27)                                   | (92)                                 | (45)                                   |
|   | 1,520,474                            | 608,177                                | 1,282,689                            | 519,994                                |
| Movements in working capital:   | 44,420                               | (40,200)                               | 400 740                              | (04.075)                               |
| (Increase)/Decrease in inventory<br>(Increase)/Decrease in trade and other  | 41,420                               | (40,306)                               | 130,748                              | (21,875)                               |
| receivables<br>Increase/(Decrease) in trade and other   | 101,054                              | 369,154                                | 324,956                              | 276,604                                |
| liabilities   | (53,385)                             | (94,782)                               | (360,905)                            | (305,726)                              |
| Cash generated from operations  | 1,609,563                            | 842,243                                | 1,377,488                            | 468,997                                |
| Income taxes paid   | (187,099)                            | (119,092)                              | (226,187)                            | (97,523)                               |
| Net cash generated by operating activities  | 1,422,464                            | 723,151                                | 1,151,301                            | 371,474                                |

# CONDENSED STATEMENT OF CONSOLIDATED INTERIM CASH FLOW FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

|   | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|---|--|--|--|--|
| Cash flows from investing activities                        |  |  | (restated) *)                                    | (restated) *)                                      |
| Net collections/(payments) related to                       |  |  |  |  |
| other financial assets                                      | 593,125  | 767,554  | 1,698,866  | 1,538,517  |
| Interest received<br>Proceeds from sale of non-current      | 26,398   | 16,069   | 20,378   | 15,195   |
| assets  | 229  | 108  | 5,162  | 106  |
| Acquisition of non-current assets                           | (331,529)  | (181,898)  | (496,727)  | (174,492)  |
| Acquisition of exploration assets                           | (84,301)   | (52,365)   | (98,312)   | (48,796)   |
| Net cash used in investing activities                       | 203,922  | 549,468  | 1,129,367  | 1,330,530  |
| Cash flows from financing activities                        |  |  |  |  |
| Dividends paid  | (1,606,315)                                      | (1,605,953)  | (294)  | (181)  |
| Subsidies received  | -  | -  | 20,994   | 20,994   |
| Repayment of lease liability                                | (312)  | (202)  | -  | -  |
| Net cash used in financing activities                       | (1,606,627)                                      | (1,606,155)  | 20,700   | 20,813   |
| Net increase/(decrease) in cash and cash equivalents        | 19,759   | (333,536)  | 2,301,368  | 1,722,817  |
| Cash and cash equivalents at the<br>beginning of the period | 566,836  | 920,131  | 227,167  | 805,718  |
| Cash and cash equivalents at the<br>end of the period       | 586,595  | 586,595  | 2,528,535  | 2,528,535  |

\*) see note 14.

These financial statements were endorsed by the executive management on August 12, 2019.

Adrian Constantin Volintiru Chief Executive Officer Andrei Bobar Chief Financial Officer

# NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

#### 1. BACKGROUND AND GENERAL BUSINESS

#### Information regarding S.N.G.N. Romgaz S.A. Group (the "Group")

The Group is formed of S.N.G.N. Romgaz S.A. ("the Company"/"Romgaz"), as parent company, its fully owned subsidiary S.N.G.N. ROMGAZ S.A. - Filiala de Înmagazinare Gaze Naturale DEPOGAZ Ploiești S.R.L. ("Depogaz") and its associates – S.C. Depomures S.A. (40% of the share capital) and S.C. Agri LNG Project Company S.R.L. (25% of the share capital).

Romgaz is a joint stock company, incorporated in accordance with the Romanian legislation.

The Company's headquarter is in Medias, 4 Constantin I. Motas Square, 551130, Sibiu County.

The Romanian State, through the Ministry of Energy, is the majority shareholder of S.N.G.N. Romgaz S.A. together with other legal and physical persons.

The Group has as main activity:

- 1. geological research for the discovery of natural gas, crude oil and condensed reserves;
- 2. operation, production and usage, including trading, of mineral resources;
- 3. natural gas production for:
- ensuring the storage flow continuity;
- technological consumption;
- delivery in the transportation system.
- 4. underground storage of natural gas.
- 5. commissioning, interventions, capital repairs for wells equipping the deposits, as well as the natural gas resources extraction wells, for its own activity and for third parties;
- 6. electricity production and distribution.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance

The condensed consolidated interim financial statements ("financial statements") of the Group have been prepared in accordance with the provisions of the International Accounting Standard 34 "Interim Reporting". For the purposes of the preparation of these financial statements, the functional currency of the Group is deemed to be the Romanian Leu (RON). IFRS as adopted by the EU differ in certain respects from IFRS as issued by the International Accounting Standards Board (IASB), however, the differences have no material impact on the Group's financial statements for the periods presented.

#### Basis of preparation

The financial statements have been prepared on a going concern basis. The principal accounting policies are set out below.

Accounting is kept in Romanian and in the national currency. Items included in these financial statements are denominated in Romanian lei. Unless otherwise stated, the amounts are presented in thousand lei (thousand RON).

These financial statements are prepared for general purposes, for users familiar with the IFRS as adopted by EU; these are not special purpose financial statements. Consequently, these financial statements must not be used as sole source of information by a potential investor or other users interested in a specific transaction.

These financial statements do not include all the information and elements disclosed in the annual financial statements and must be read in conjunction with the annual consolidated financial statements of S.N.G.N. Romgaz S.A. as of December 31, 2018.

#### Basis for consolidation

#### Subsidiaries

The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Consolidation of a subsidiary begins when Company obtains control over the subsidiary and ceases when it loses control of that subsidiary.

# NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Group. All intra-group assets and liabilities, income and expenses relating to transactions between members of the Group are eliminated in full on consolidation.

#### Associated entities

An associate is a company over which the Company exercises significant influence through participation in decision making on financial and operational policies of the entity invested in. Investments in associates are recorded using the equity method of accounting. By this method, the investment is initially recognized at cost and adjusted thereafter for the post-acquisition change in the Group's share of the investee's net assets. The Group's profit or loss includes its share of the investee's other comprehensive income includes its share of the investee's other comprehensive income.

#### Standards and interpretations valid for the current period

The following standards and amendments or improvements to existing standards issued by the IASB and adopted by the EU have entered into force for the current period:

- IFRS 16 Leases (effective for annual periods beginning on or after January 1, 2019);
- Amendments to IFRS 9 Prepayment Features with Negative Compensation (effective for annual periods beginning on or after January 1, 2019);
- IFRIC 23 Uncertainty over Income Tax Treatments (effective for annual periods beginning on or after January 1, 2019);
- Amendments to IAS 28: Long-term Interests in Associates and Joint Ventures (effective for annual periods beginning on or after January 1, 2019);
- Annual Improvements to IFRS Standards 2015–2017 Cycle (effective for annual periods beginning on or after January 1, 2019);
- Amendments to IAS 19: Plan amendment, Curtailment or Settlement (effective for annual periods beginning on or after January 1, 2019).

The adoption of these amendments, interpretations or improvements to existing standards has not led to changes in the Group's accounting policies, except for IFRS 16, as presented below.

#### The impact of adopting IFRS 16: Leases

IFRS 16 replaces International Accounting Standard 17 "Leases" (IAS 17). According to the new standard, the lessee accounts both finance lease and operating lease (rent) contracts in the same way. The lessee records a right-of-use asset for the underlying asset and a lease liability. Previously, operating lease contracts were recognized as rental expenses.

The Group does not operate finance lease contracts. The Group operates operating lease contracts that include land concession agreements, rent contracts for office space and IT equipment.

The Group does not apply IFRS 16 to leases to explore for or use minerals, oil, natural gas and similar non-regenerative resources, i.e. to leases of land used in such activities.

According to IFRS 16, payments related to operating leases are included in the financing activities. According to IAS 17, these payments were included in the operating activities.

The Group applied the practical expedient to maintain previous assessment of lease contracts. As such, the Group did not apply IFRS 16 to contracts in force as of January 1, 2019 that were not previously identified as containing a lease according to IAS 17. Also, it did not apply IFRS 16 to contracts ending in 2019.

On transition to IFRS 16, the Group applied the standard retrospectively and did not restate the comparative information.

Lease liabilities are measured at the present value of the remaining lease payments as of January 1, 2019 discounted at the incremental borrowing rate at January 1, 2019 (6.99%). On initial application, the Group recorded a lease liability of RON 4,959 thousand.

The Group applies the practical expedient allowed by IFRS 16 for underlying assets below USD 5,000 when new and for short term leases, for which lease payments are recognized as a rent expense when they occur.

Right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses.

# NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

The cost of the right-of-use asset comprises:

(a) the amount of the initial measurement of the lease liability;

(b) any lease payments made at or before the commencement date, less any lease incentives received;

(c) any initial direct costs incurred by the lessee; and

(d) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are depreciated from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

The lease term is the non-cancellable period for which the Group as lessee can use the underlying asset, together with both:

(a) periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and

(b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

In assessing whether the Group is reasonably certain to exercise any of the options above, the Group considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

Following IFRS 16 adoption, the Group recorded:

- right-of-use assets of RON 4,959 thousand;
- lease liabilities of RON 4,959 thousand;
- at the date of transition to IFRS 16 (January 1, 2019), the Group had no assets or liabilities recorded according to IAS 17 related to lease contracts; therefore, no other adjustments were needed.

As of December 31, 2018 the Group's commitments related to the operating leases subject to IFRS 16 adjustments were of RON 10,981 thousand. The discounted value as of January 1, 2019 is RON 4,959 thousand.

#### Standards and interpretations issued by IASB but not yet adopted by the EU

At present, IFRS as adopted by the EU do not significantly differ from IFRS adopted by the IASB except from the following standards, amendments or improvements to the existing standards and interpretations, which were not endorsed for use in EU as at date of publication of financial statements:

- IFRS 17 Insurance Contracts (effective for annual periods beginning on or after January 1, 2021);
- Amendments to References to the Conceptual Framework in IFRS Standards (effective for annual periods beginning on or after January 1, 2020);
- Amendment to IFRS 3 Business Combination (effective for annual periods beginning on or after January 1, 2020);
- Amendments to IAS 1 and IAS 8: Definition of Material (effective for annual periods beginning on or after January 1, 2020).

The Group is currently evaluating the effect that the adoption of these standards, amendments or improvements to the existing standards and interpretations will have on the financial statements of the Group in the period of initial application.

#### Seasonality and cyclicality

Natural gas and electricity consumption is seasonal and affected by weather conditions. Natural gas consumption is highest in winter time. Electricity consumption also depends on climatic conditions, being impacted both by cold weather, as it can be used to produce heat, but also by high temperatures, as air conditioning systems rely on it. Consequently, the results of the Group may vary according to the seasonal character of the demand for natural gas and electricity.

Regarding the gas storage activity, injection normally happens during the period April-October, while gas is usually being extracted during the period October-April.

#### Comparative information

For each item of the statement of financial position, the statement of comprehensive income and, where is the case, for the statement of changes in equity and for the statement of cash flows, for comparative information purposes is presented the value of the corresponding item for the previous period ended, unless the changes are insignificant or the changes are generated by the implementation of IFRS 16. In addition, the Group presents an additional statement of financial position at the beginning of the earliest period presented when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in the financial statements, which has a material impact on the Group.

#### 3. REVENUE AND OTHER INCOME

|  | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|--|--|--|--|--|
| Revenue from gas sold - domestic production  | 2,403,718  | 1,044,067  | 1,961,542  | 840,347  |
| Revenue from gas sold – other arrangements   | 72,035   | 35,812   | 73,190   | 35,206   |
| Revenue from gas acquired for resale – import<br>gas<br>Revenue from gas acquired for resale – | 77,867   | -  | 79,149   | -  |
| domestic gas<br>Revenue from storage services-capacity   | 8,698  | 6,670  | 6,699  | 1,834  |
| reservation  | 99,331   | 34,020   | 113,287  | 27,766   |
| Revenue from storage services-extraction   | 16,419   | 687  | 22,325   | 199  |
| Revenue from storage services-injection  | 18,280   | 17,878   | 17,588   | 11,638   |
| Revenue from electricity   | 50,819   | 3,751  | 108,889  | 52,279   |
| Revenue from services  | 104,927  | 7,281  | 80,522   | 16,888   |
| Revenue from sale of goods   | 19,037   | 9,663  | 7,699  | 4,208  |
| Other revenues from contracts  | 103  | 43   | 104  | 66   |
| Total revenue from contracts with<br>customers   | 2,871,234  | 1,159,872  | 2,470,994  | 990,431  |
| Other revenues   | 3,553  | 1,798  | 3,513  | 1,739  |
| Total revenue  | 2,874,787  | 1,161,670  | 2,474,507  | 992,170  |
| Other operating income   | 19,949   | 13,806   | 4,420  | 1,181  |
| Total revenue and other income   | 2,894,736  | 1,175,476  | 2,478,927  | 993,351  |

#### 4. COST OF COMMODITIES SOLD, RAW MATERIALS AND CONSUMABLES

|   | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|---|--|--|--|--|
| Consumables used  | 38,597   | 19,553   | 33,350   | 17,565   |
| Cost of gas acquired for resale, sold – import<br>Cost of gas acquired for resale, sold – | 74,410   | -  | 79,137   | -  |
| domestic  | 4,329  | 2,752  | 4,081  | 1,694  |
| Cost of electricity imbalance   | 10,721   | 9,600  | 19,141   | 15,277   |
| Cost of other goods sold  | 492  | 247  | 417  | 190  |
| Other consumables   | 1,761  | 672  | 1,566  | 502  |
| Total   | 130,310  | 32,824   | 137,692  | 35,228   |

### 5. OTHER GAINS AND LOSSES

|  | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|--|--|--|--|--|
| Forex gain   | 2,535  | 788  | 2,027  | 692  |
| Forex loss   | (1,876)  | (84)   | (3,494)  | (1,530)  |
| Net loss on disposal of non-current assets<br>Net allowance for other receivables (note 10<br>b)                     | (40,508)<br>18,447                               | (36,044)<br>18,492                                 | (38,244)<br>(204)                                | (18,693)<br>(50)                                   |
| Net losses on receivables  | -  | -  | (14)   | -  |
| Net write down allowances for inventory<br>Net gain/loss on financial assets at fair value<br>through profit or loss | (171)<br>(4,446)                                 | (1,002)<br>(1)                                     | (297)<br>(5,448)                                 | 2,777<br>(5,503)                                   |
| Other gains and losses   | 52   | 0  |  |  |
| Total  | (25,967)   | (17,851)   | (45,674)   | (22,307)   |

### 6. DEPRECIATION, AMORTIZATION AND IMPAIRMENT EXPENSES

|  | Six months<br>ended<br>June 30, 2019 | Three months<br>ended<br>June 30, 2019 | Six months<br>ended<br>June 30, 2018 | Three months<br>ended<br>June 30, 2018 |
|--|--------------------------------------|--|--------------------------------------|--|
|  | '000 RON                             | '000 RON                               | '000 RON                             | '000 RON                               |
| Depreciation   | 269,504                              | 123,985                                | 314,347                              | 148,808                                |
| out of which:<br>- depreciation of property, plant and<br>equipment<br>- amortization of intangible assets | 267,678<br>1,526                     | 123,130<br>711                         | 312,131<br>2,216                     | 147,739<br>1,069                       |
| - depreciation of right of use assets  | 300                                  | 144                                    | -                                    | -                                      |
| Net impairment of non-current assets   | 95,971                               | (21,757)                               | (52,274)                             | (43,047)                               |
| Total depreciation, amortization and<br>impairment   | 365,475                              | 102,228                                | 262,073                              | 105,761                                |

#### 7. INCOME TAX

|                                      | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|--------------------------------------|--|--|--|--|
| Current tax expense                  | 184.695  | 65.684   | 156.637  | 58,970   |
| Deferred income tax (income)/expense | (9,270)  | 9,818  | (9,289)  | (6,702)  |
| Income tax expense                   | 175,425  | 75,502   | 147,348  | 52,268   |

#### 8. EMPLOYEE BENEFIT EXPENSE

|  | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|--|--|--|--|--|
| Wages and salaries   | 332,983  | 185,553  | 304,491  | 172,529  |
| Social security charges                                      | 9,756  | 5,339  | 8,837  | 4,988  |
| Meal tickets<br>Other benefits according to collective labor | 9,669  | 4,681  | 9,512  | 4,503  |
| contract   | 10,470   | 7,481  | 9,050  | 6,392  |
| Private pension payments                                     | 5,848  | 2,918  | 5,801  | 2,890  |
| Private health insurance                                     |  | <u> </u>   | 3,336  | 1,668  |
| Total employee benefit costs                                 | 368,726  | 205,972  | 341,027  | 192,970  |
| Less, capitalized employee benefit costs                     | (60,817)   | (33,645)   | (55,397)   | (30,881)   |
| Total employee benefit expense                               | 307,909  | 172,327  | 285,630  | 162,089  |

#### 9. OTHER EXPENSES

|  | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|--|--|--|--|--|
| Energy and water expenses<br>Expenses for capacity booking and gas | 21,911   | 16,667   | 14,015   | 9,040  |
| transmission services  | 91,101   | 20,232   | 80,235   | 9,395  |
| Expenses with other taxes and duties *)                            | 649,662  | 297,546  | 468,451  | 221,748  |
| (Net gain)/Net loss from provisions movement                       | (62,454)   | (40,426)   | (22,622)   | (20,091)   |
| Other operating expenses **)                                       | 164,004  | 68,490   | 93,233   | 56,136   |
| Total  | 864,224  | 362,509  | 633,312  | 276,228  |

\*) In the six month period ended June 30, 2019, the major taxes and duties included in the amount of RON 649,662 thousand (six month period ended June 30, 2018: RON 468,451 thousand) are:

- RON 440,784 thousand represent windfall tax resulting from the deregulation of prices in the natural gas sector according to Government Ordinance no. 7/2013 with the subsequent amendments for the implementation of the windfall tax following the deregulation of prices in the natural gas sector (six month period ended June 30, 2018: RON 266,133 thousand);
- RON 203,906 thousand represent royalty on gas production and storage activity (six month period ended June 30, 2018: RON 197,341 thousand).

\*\*) The increase in other operating expenses was mainly due to the cost of green-house gas emission certificates and green certificates (RON 47,642 thousand in the six-month period ended June 30, 2019 compared to RON 23,109 thousand in the six-month period ended June 30, 2018) and contribution charged by ANRE to license title holders operating in gas and electricity industry of 2% of revenue (RON 41,850 thousand). Regarding the increase in the cost of green-house gas emission certificates, of RON 47,642 thousand recorded in the six month period ended June 30, 2019, the amount of RON 36,718 thousand relates to 2018 and was fully provisioned in 2018, therefore there is no effect in the result of the period (the income reversed in the amount of RON 62,454 thousand is reflected in the "net gain from provisions movement").

#### 10. ACCOUNTS RECEIVABLE

#### a) Trade and other receivables

|   | June 30, 2019 | December 31, 2018 |
|---|---------------|-------------------|
|   | '000 RON      | '000 RON          |
| Trade receivables                                 | 1,549,668     | 1,651,557         |
| Allowances for expected credit losses (note 10 c) | (1,248,136)   | (1,218,188)       |
| Accrued receivables                               | 281,554       | 392,677           |
| Total   | 583,086       | 826,046           |

#### b) Other assets

|  | June 30, 2019 | December 31, 2018 |
|--|---------------|-------------------|
|  | '000 RON      | '000 RON          |
| Advances paid to suppliers   | 153           | 9,585             |
| Joint operation receivables  | 6,521         | 6,703             |
| Other receivables *)<br>Allowance for expected credit losses other | 135,140       | 65,529            |
| receivables (note 10 c) **)  | (32,484)      | (50,983)          |
| Other debtors<br>Allowance for expected credit losses for other    | 47,300        | 47,188            |
| debtors (note 10 c)  | (43,143)      | (43,091)          |
| Prepayments ***)   | 50,265        | 5,069             |
| VAT not yet due  | 5,052         | 5,726             |
| Other taxes receivable ****)                                       | <u> </u>      | 123,152           |
| Total  | 168,804       | 168,878           |

\*) The increase in other receivables is due to a debt assignment agreement in which one of the Group's customer transferred to the Company a tax receivable of RON 155,113 thousand, of which RON 68,473 was outstanding as of June 30, 2019. Romgaz recovered this amount by the date these financial statements were endorsed.

\*\*) During the period December 2016 - April 2017 ANAF resumed the tax inspection on VAT for the period December 2010 – June 2011 and on income tax for the period January 2010 – December 2011, regarding the discounts granted by Romgaz to interruptible clients for deliveries during 2010 - 2011. This status was attributed to companies by Transgaz, the Romanian natural gas transmission operator. Following the tax inspection, additional tax obligations of RON 15,284 thousand were determined, and also penalties and late payment charges in amount of RON 3,129 thousand. In the six-month period ended June 30, 2019 the Company won the case filed against ANAF so the allowance of RON 18,413 thousand was reversed against income.

\*\*\*) The increase in prepayments is due to the financial contribution representing 2% of the Romgaz's income from activities subject to licenses held. This contribution is recorded as a prepayment and will affect the result of 2019 monthly, on a straight line basis.

\*\*\*\*) In 2017 the excise tax inspection for the period January 2010 - March 2013 was finalized. The tax inspection report concluded that Romgaz was not subject to excise duties related to technological consumption. Based on this report, in 2017 Romgaz recorded an income of RON 244,385 thousand, of which RON 130,470 thousand refer to the period April 2013 - November 2016, for which Romgaz has submitted corrective statements. In 2018, Romgaz recovered RON 113,915 thousand by offsetting with other tax liabilities in balance at December, 31 2017. As for the amount of RON 130,470 thousand, Romgaz was subjected in 2018 to a new tax audit for reimbursement, which was finalized favorably in 2019, when the rest of the amount was recovered.

#### c) Changes in the allowance for expected credit losses for trade and other receivables and other assets

|  | 2019      | 2018      |
|--|-----------|-----------|
|  | '000 RON  | '000 RON  |
| At January 1   | 1,312,262 | 1,292,438 |
| Charge in the allowance for receivables (note 5) six                               |           |           |
| months period ended June 30  | 71        | 279       |
| Charge in the allowance for receivables (note 5)                                   |           |           |
| three months period ended June 30  | 15        | 52        |
| Charge in the allowance for trade receivables six                                  | 22.649    | 18.050    |
| months period ended June 30<br>Charge in the allowance for trade receivables three | 32,648    | 18,959    |
| months period ended June 30  | 11,991    | 6,382     |
| Release in the allowance for receivables (note 5)                                  | 1,001     | 0,002     |
| six months period ended June 30  | (18,518)  | (76)      |
| Release in the allowance for receivables (note 5)                                  |           |           |
| three months period ended June 30  | (18,507)  | (3)       |
| Release in the allowance for trade receivables six                                 |           |           |
| months period ended June 30  | (2,700)   | (11)      |
| Release in the allowance for trade receivables three                               | (200)     | (10)      |
| months period ended June 30  | (300)     | (10)      |
| At June 30   | 1,323,763 | 1,311,589 |

### 11. RELATED PARTY TRANSACTIONS AND BALANCES

#### (i) Sales of goods and services

|                     | Six months<br>ended<br>June 30, 2019<br>'000 RON | Three months<br>ended<br>June 30, 2019<br>'000 RON | Six months<br>ended<br>June 30, 2018<br>'000 RON | Three months<br>ended<br>June 30, 2018<br>'000 RON |
|---------------------|--|--|--|--|
| Romgaz's associates | 4,991  | 3,749  | 4,818  | 3,050  |
| Total               | 4,991  | 3,749  | 4,818  | 3,050  |

Transactions with other companies controlled by the Romanian State are not considered transactions with related parties, for financial statements purposes.

#### (ii) Trade receivables

|                     | June 30, 2019<br>'000 RON | December 31, 2018<br>'000 RON |
|---------------------|---------------------------|-------------------------------|
| Romgaz's associates | 820                       | 642                           |
| Total               | 820                       | 642                           |

#### 12. SEGMENT INFORMATION

### a) Products and services from which reportable segments derive their revenues

The information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the upstream segment, storage services, electricity production and distribution, and others, including headquarter activities. The Directors of the Group have chosen to organize the Group around differences in activities performed.

Specifically, the Group is organized in the following segments:

- upstream, which includes exploration activities, natural gas production and trade of gas extracted by Romgaz or acquired from domestic production or import, for resale; these activities are performed by Medias, Mures and Bratislava branches;

#### NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE SIX-MONTH AND THREE-MONTH PERIODS ENDED JUNE 30, 2019

- storage activities, carried out by Depogaz. The Company's associate Depomures is also operating in the gas underground storage business;
- electricity production and distribution activities, performed by lernut branch;
- other activities, such as technological transport, operations on wells and corporate activities.

Except for Bratislava branch, all operations are in Romania. As of June 30, 2019, Bratislava branch's exploration assets were entirely depreciated, as a result of difficulties encountered during the exploration activity.

#### b) Segment assets and liabilities

| June 30, 2019     | Upstream<br>'000 RON | Storage<br>'000 RON | Electricity<br>'000 RON | Other<br>'000 RON | Consolidation<br>adjustments<br>'000 RON | Total<br>'000 RON |
|-------------------|----------------------|---------------------|-------------------------|-------------------|--|-------------------|
| Total assets      | 4,393,344            | 1,533,838           | 951,580                 | 1,412,896         | (26,015)                                 | 8,265,643         |
| Total liabilities | 759,919              | 138,025             | 52,561                  | 303,838           | (26,015)                                 | 1,228,328         |

| December 31,<br>2018 | Upstream<br>'000 RON | Storage<br>'000 RON | Electricity<br>'000 RON | Other<br>'000 RON | Consolidation<br>adjustments<br>'000 RON | Total<br>'000 RON |
|----------------------|----------------------|---------------------|-------------------------|-------------------|--|-------------------|
| Total assets         | 4,791,669            | 1,596,217           | 861,611                 | 1,912,909         | (27,507)                                 | 9,134,899         |
| Total liabilities    | 872,215              | 120,216             | 155,500                 | 345,858           | (27,507)                                 | 1,466,282         |

#### c) Segment revenues, results and other segment information

| Six months ended<br>June 30, 2019                   | Upstream<br>'000 RON | Storage<br>'000 RON | Electricity<br>'000 RON | Other<br>'000 RON | Adjustment<br>and<br>eliminations<br>'000 RON | Total<br>'000 RON |
|---|----------------------|---------------------|-------------------------|-------------------|---|-------------------|
| Revenue<br>Less: revenue<br>between                 | 2,731,205            | 194,193             | 87,962                  | 139,700           | (278,273)                                     | 2,874,787         |
| segments  | (25,329)             | (79,335)            | (37,278)                | (136,331)         | 278,273                                       |                   |
| Third party revenue<br>Segment profit<br>before tax | 2,705,876            | 114,858             | 50,684                  | 3,369             |   | 2,874,787         |
| profit/(loss)                                       | 1,067,427            | 15,909              | (3,996)                 | 71,994            |   | 1,151,334         |
| Three months<br>ended                               |                      |                     |                         |                   | Adjustment<br>and                             |                   |
| June 30, 2019                                       | Upstream             | Storage<br>'000 RON | Electricity             | Other             | eliminations                                  | Total             |
|   | '000 RON             | 000 RON             | '000 RON                | '000 RON          | '000 RON                                      | '000 RON          |
| Revenue<br>Less: revenue<br>between                 | 1,100,662            | 105,505             | 22,308                  | 73,968            | (140,773)                                     | 1,161,670         |
| segments  | (5,202)              | (44,985)            | (18,601)                | (71,985)          | 140,773                                       |                   |
| Third party revenue<br>Segment profit<br>before tax | 1,095,460            | 60,520              | 3,707                   | 1,983             | -   | 1,161,670         |
| profit/(loss)                                       | 459,737              | 9,372               | (8,742)                 | 49,199            |   | 509,566           |

| Six months ended<br>June 30, 2018                   | Upstream<br>'000 RON | Storage<br>'000 RON | Electricity<br>'000 RON | Other<br>'000 RON | Adjustment<br>and<br>eliminations<br>'000 RON | Total<br>'000 RON |
|---|----------------------|---------------------|-------------------------|-------------------|---|-------------------|
| Revenue<br>Less: revenue<br>between                 | 2,257,866            | 197,679             | 145,153                 | 129,450           | (255,641)                                     | 2,474,507         |
| segments  | (46,096)             | (46,500)            | (36,438)                | (126,607)         | 255,641                                       |                   |
| Third party revenue<br>Segment profit<br>before tax | 2,211,770            | 151,179             | 108,715                 | 2,843             | -   | 2,474,507         |
| profit/(loss)                                       | 844,014              | 37,804              | 898                     | 47,476            | <u> </u>                                      | 930,192           |
| Three months<br>ended                               |                      |                     |                         |                   | Adjustment<br>and                             |                   |
| June 30, 2018                                       | Upstream             | Storage             | Electricity             | Other             | eliminations                                  | Total             |
|   | '000 RON             | '000 RON            | '000 RON                | '000 RON          | '000 RON                                      | '000 RON          |
| Revenue<br>Less: revenue<br>between                 | 920,384              | 82,339              | 71,966                  | 69,652            | (152,171)                                     | 992,170           |
| segments  | (19,821)             | (44,769)            | (19,756)                | (67,825)          | 152,171                                       |                   |
| Third party revenue<br>Segment profit<br>before tax | 900,563              | 37,570              | 52,210                  | 1,827             | -   | 992,170           |
| profit/(loss)                                       | 354,422              | 6,607               | (858)                   | 8,863             | <u> </u>                                      | 369,034           |

#### 13. COMMITMENTS UNDERTAKEN

In 2018, Romgaz signed a credit agreement with BCR SA representing a facility for issuing letters of guarantee, and opening letters of credit for a maximum amount of USD 100,000 thousand. On June 30, 2019 are still available for use USD 93,838 thousand.

As of June 30, 2019, the Group's contractual commitments for the acquisition of non-current assets are of RON 676,031 thousand (December 31, 2018: RON 832,732 thousand), of which, the contract for CET lernut development represents RON 309,085 thousand.

#### 14. EFFECTS OF VOLUNTARY CHANGE IN ACCOUNTING POLICY AND CORRECTION OF ERRORS

- (a) The Group modified the computation method for the decommissioning provision by replacing the weighted average cost of capital with the interest rate on long-term treasury bonds as a discount factor. The amendment was intended to align with the practice commonly used in calculating this provision.
- (b) In 2018, the Group reconsidered the depreciation of the gas cushion, recognized as a fixed asset. This is a quantity of natural gas constituted as a reserve at the level of gas storages, physically recoverable, which ensures the optimum conditions necessary to maintain their technical-productive flow characteristics. As a result of this analysis, the Group concluded that depreciation for these fixed assets should not have been recorded as the residual value is higher than the cost.

To reflect the changes and corrections above and to ensure the comparability of the information presented in this set of financial statements, previous periods have been restated and presented as if they had always been applied.

#### Effect of restatement on consolidated comprehensive income

|  | Six months<br>ended June 30,<br>2018 (before<br>restatement)<br>'000 RON | Effect of<br>change in<br>accounting<br>policy<br>'000 RON<br>(a) | Effect of<br>correction of<br>accounting<br>errors<br>'000 RON<br>(b) | Six months<br>ended June 30,<br>2018 (restated)<br>'000 RON |
|--|--|---|---|---|
| Other gains and losses                                 | (45,133)   | -   | (541)   | (45,674)  |
| Amortization and depreciation                          | (246,094)  | (20,491)  | 4,512   | (262,073)   |
| Finance cost   | (12,734)   | (1,963)   | -   | (14,697)  |
| Other expenses   | (634,104)  | 792   | -   | (633,312)   |
| Profit before tax                                      | 947,883  | (21,662)  | 3,971   | 930,192   |
| Income tax expense                                     | (150,179)  | 3,466   | (635)   | (147,348)   |
| Profit for the period                                  | 797,704  | (18,196)  | 3,336   | 782,844   |
| The effect on the basic and diluted earnings per share | 0.0021   | (0.0001)  | -   | 0.0020  |
|  | Three months<br>ended June 30,<br>2018 (before<br>restatement)           | Effect of<br>change in<br>accounting<br>policy                    | Effect of<br>correction of<br>accounting<br>errors                    | Three months<br>ended June 30,<br>2018 (restated)           |
|  | '000 RON   | '000 RON<br>(a)   | '000 RON<br>(b)   | '000 RON  |
| Amortization and depreciation                          | (98,858)   | (9,132)   | 2,229   | (105,761)   |
| Finance cost   | (6,361)  | (979)   | -   | (7,340)   |
| Other expenses   | (276,641)  | 413   | -   | (276,228)   |
| Profit before tax                                      | 376,503  | (9,698)   | 2,229   | 369,034   |
| Income tax expense                                     | (57,292)   | 5,380   | (356)   | (52,268)  |
| Profit for the period                                  | 319,211  | (4,318)   | 1,873   | 316,766   |
| The effect on the basic and diluted earnings per share | 0.0009   | (0.0001)  | -   | 0.0008  |

#### 15. EVENTS AFTER THE BALANCE SHEET DATE

No events after the balance sheet date were identified.

### 16. ENDORSEMENT OF FINANCIAL STATEMENTS

These financial statements were endorsed by the executive management on August 12, 2019.

Adrian Constantin Volintiru Chief Executive Officer Andrei Bobar Chief Financial Officer



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



# STATEMENT

in accordance with the provisions of art. 65 (2) c) of Law No. 24/2017 regarding issuers of financial instruments and market operations

Entity: Societatea Nationala de Gaze Naturale ROMGAZ S.A. County: 32--SIBIU Address: MEDIAŞ, 4 C.I. Motaş Square, tel. +40269201020 Registration Number in the Trade Register: J32/392/2001 Form of Property: 14--State owned companies and enterprises Main activity (CAEN code and denomination): 0620—Natural Gas Production Tax Identification Number: 14056826

The undersigned,

ADRIAN CONSTANTIN VOLINTIRU as Chief Executive Officer and ANDREI BOBAR as Chief Financial Officer

hereby confirm that according to our knowledge, the interim condensed consolidated financial statements for the half year ended June 30, 2019, prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union, namely IAS 34, offer a true and fair view of the assets, liabilities, financial position, statement of profit and loss of the S.N.G.N. ROMGAZ S.A. Group and that the Board of Directors' report comprises a fair analysis of the development and performance of the Group, as well as a description of the main risks and incertitudes specific to its activity.

Chief Executive Officer, ADRIAN CONSTANTIN VOLINTIRU

> Chief Financial Officer, ANDREI BOBAR

Capital social: 385.422.400 lei CIF: RO 14056826 Nr. Ord.reg.com/an : J32/392/2001 RO08 RNCB 0231 0195 2533 0001 - BCR Mediaş RO12 BRDE 3305 V024 6190 3300 - BRD Mediaş



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