**VOTING BALLOT FOR THE VOTE BY CORRESPONDENCE**

**FOR LEGAL PERSON SHAREHOLDERS**

For the Ordinary General Meeting of Shareholders

S.N.G.N. „ROMGAZ” – S.A. on **October 23/26, 2020**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), with the registered office in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non- resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non- resident legal persons [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity),

shareholder on the Reference Date, i.e. **October 13, 2020**, of S.N.G.N. „ROMGAZ” – S.A., company managed under an one-tier system, incorporated and functioning under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J32/392/2001, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 385,422,400 (**“the Company”**),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total of 385,422,400 shares issued by the Company**,** which entitles me toa number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the Ordinary General Meeting of Shareholders, representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_% of the total amount of 385,422,400 voting rights,

acknowledging the agenda of **the Ordinary General Meeting of Shareholders** **of S.N.G.N. „ROMGAZ” – S.A. (hereinafter referred to as „OGMS”)** on **October 23, 2020, 1:00** **pm** (Romania time), and the reference material related to the agenda of the OGMS, by this vote by correspondence I understand to exercise my vote for the OGMS of the Company to be held on **October 23, 2020, 1:00** **pm** (Romania time)**,** at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, as follows:

The draft Resolution for item 1 on the agenda:

**„Approves SNGN ROMGAZ SA rectified individual 2020 Income and Expenditure Budget”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 2 on the agenda:

**„Takes note of the rectified consolidated 2020 Income and Expenditure Budget of ROMGAZ Group”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 3 on the agenda:

**„Approves the extension of interim directors mandates for a period of 2 months from their expiration date, according to article 641 para (5) of GEO no.109/2011 on corporate governance of public enterprises”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 4 on the agenda:

**„Approves the template and the content of the addendum to be concluded to the directors’ agreements, related to extending by 2 months the term of the directors’ agreements of interim directors, according to the attached model”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 5 on the agenda:

**„Authorize the representative of the Ministry of Economy, Energy and the Business Environment in S.N.G.N. ROMGAZ S.A General Meeting of Shareholders to sign the addenda that extend the term of directors’ agreements of interim directors”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 6 on the agenda:

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

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 8 on the agenda:

**„The mandate term of the Board of Directors members is established as follows:**

1. **4 (four) months, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, article 641 as amended from time to time and approved by Law no. 111/2016, for interim directors appointed in accordance with article 7 above;**
2. **equal with the remaining period of the mandate approved by OGMS Resolution no. 8 of July 6, 2018, article 2 for the Members of the Board reconfirmed in compliance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, article 32 par. (8), as amended from time to time and approved by Law no. 111/2016”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 9 on the agenda:

**„The fixed gross monthly indemnity of the nonexecutive members of the BoD, equal with the average over the past 12 months of the fixed gross monthly salary, for the activity performed according to the main activity object registered by the company at class level, according to the activity classification in the national economy, communicated by the National Statistics Institute prior to the appointment, in compliance with GEO no. 109/2011, article 37”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 10 on the agenda:

**„The mandate contract draft to be concluded with the directors elected by means of the cumulative voting method is approved in the form proposed by the Romanian State shareholder, acting through the Ministry of Economy, Energy and Business Environment”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 11 on the agenda:

**„The representative of the Romanian State shareholder, acting through the Ministry of Economy, Energy and Business Environment, is mandated to sign the mandate contracts with the members of SNGN ROMGAZ SA Board of Directors”.**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTAIN”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration.*

This voting ballot for the vote by correspondence is also valid for the second meeting of the same OGMS on **October 26, 2020, 1:00** **pm** (Romania time), at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, if the meeting does not meet the legal or statutory requirements for convening on **October 23, 2020, 1:00** **pm** (Romania time).

The deadline for the registration of the voting ballots for the vote by correspondence at the Company is **October 21, 2020, 11:00 am** (Romania time).

Date of the voting ballot for the vote by correspondence: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters).

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]   (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)