

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on June 25, 2020

In compliance with the provisions of art. 209 Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, S.N.G.N. Romgaz S.A. - a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, having its headquarters at Mediaș, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of lei 385,422,400, divided in 385,422,400 registered shares, with a nominal value of leu 1 per each share (hereinafter referred to as „ROMGAZ” or the „Company”), hereby announces the voting results of the Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”) held on June 25, 2020, on first meeting, under valid legal conditions, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, having the following:

A. Situation of shares and voting rights on the date of the OGMS

Share capital: lei 385,422,400
Nominal value per share: leu 1
Voting right per share: 1
Type of share: registered shares

Total number of shares: 385,422,400
Voting shares: 385,422,400
Total number of votes exercisable: 385,422,400

At the at the first convening of the Ordinary General Meeting of Shareholders on June 25, 2020, 1:00 pm (Romania time), 41 shareholders casted their vote, holding a number of 325,626,561 shares, representing 84.4856% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on June 15, 2020, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 84.4856% from the total voting rights.

B. Voting results of OGMS on June 25, 2020

Item 1 on the agenda „Elect 5 (five) interim board members”

The Resolutions approved for item 1 on the agenda are as follows:

„Article 1 Mrs. Stan Olteanu Manuela Petronela, domiciled in Voluntari, Ilfov county, professional qualification legal advisor, is appointed as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 270,663,836 votes representing 70.2252% from the sharecapital and 84.2465% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 270,663,836 votes “for”
 - 37,472,541 votes “against”
 - 13,139,736 votes “abstain” and
- 4,350,446 votes were not casted.

„Article 2 Mr. Jude Aristotel Marius, domiciled in Medias, Sibiu county, professional qualification legal advisor, is appointed as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 275,425,381 votes representing 71.4607% from the sharecapital and 85.7286% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 275,425,381 votes “for”
 - 32,710,998 votes “against”
 - 13,139,736 votes “abstain” and
- 4,350,446 votes were not casted.

„Article 3 Mr. Simescu Nicolae Bogdan domiciled in Medias, Sibiu county, professional qualification engineer, is appointed as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 282,993,641 votes representing 73.4243% from the sharecapital and 88.0842% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 282,993,641 votes “for”
 - 25,142,738 votes “against”
 - 13,139,736 votes “abstain” and
- 4,350,446 votes were not casted.

„Article 4 Mr. Marin Marius-Dumitru, domiciled in Deva, Hunedoara county, professional qualification economist, is appointed as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 278,232,098 votes representing 72.1889% from the sharecapital and 86.6022% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 278,232,098 votes “for”
 - 29,904,281 votes “against”
 - 13,139,736 votes “abstain” and
- 4,350,446 votes were not casted.

„Article 5 Mr. Botond Balazs, domiciled in Medias, Sibiu county, professional qualification legal advisor, is appointed as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 278,232,098 votes representing 72.1889% from the sharecapital and 86.6022% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 278,232,098 votes “for”
 - 29,904,281 votes “against”
 - 13,139,736 votes “abstain” and
- 4,350,446 votes were not casted.

The draft resolution **on the appointment of Mrs. Popa Simona Maria, domiciled in Medias, Sibiu county, professional qualification legal advisor, as S.N.G.N. ROMGAZ S.A. interim board member** was not adopted, failing to obtain the majority of the validly expressed votes necessary to be adopted.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 8,424,512 votes “for”
 - 29.904.281 votes “against”
 - 282.947.322 votes “abstain” and
- 4,350,446 votes were not casted.

Item 2 on the agenda „Set the mandate term of interim board members for 4 (four) months, in compliance with the provisions of art 64^{^1}, para (5) of GEO no. 109/2011 on corporate governance of public companies”

The Resolution approved for item 2 on the agenda is as follows:

„Article 6 The term of office of interim board members, appointed in compliance with art. 1-5, is 4 (four) months”.

This Resolution is approved with 286,264,246 votes representing 74.2729% from the sharecapital and 89.1022% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 286,264,246 votes “for”

- 21,762,027 votes “against”
- 13,139,736 votes “abstain” and
- 4,350,446 votes were not casted.

Item 3 on the agenda „Set the fixed gross monthly allowance of interim board members, in compliance with art. 37 para (2) of GEO no. 109/2011 on corporate governance of public companies”

The Resolution approved for item 3 on the agenda is as follows:

„Article 7 The monthly fixed gross allowance of interim board members, appointed in compliance with art. 1, equals twice the average over the last 12 months of the monthly gross average salary for the activity performed according to the main business activity recorded by the company, as classified in the national economy, communicated by the National Statistics Institute prior to appointment”.

This Resolution is approved with 286,264,246 votes representing 74.2729% from the sharecapital and 89.1022% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 286,264,246 votes “for”
 - 21,762,027 votes “against”
 - 13,139,736 votes “abstain” and
- 4,350,446 votes were not casted.

Item 4 on the agenda „Approve the form and content of the directors agreement to be concluded with interim board members”

The Resolution approved for item 4 on the agenda is as follows:

„Article 8 Approves the template and the content of the director agreement to be concluded with the interim board members, as attached”.

This Resolution is approved with 294,523,170 votes representing 76.4157% from the sharecapital and 91.6729% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 294,523,170 votes “for”
 - 21.762.027 votes “against”
 - 4.990.918 votes “abstain” and
- 4,350,446 votes were not casted.

Item 5 on the agenda „Appoint the person to represent the Company when interim board members sign the directors agreement”

The Resolution approved for item 4 on the agenda is as follows:

„Article 9 Authorises the representative of the Ministry of Economy, Energy and Business Environment in the Ordinary General Meeting of Shareholders, to sign for and on behalf of S.N.G.N. ROMGAZ S.A. the directors agreements, as stated at article 8”.

This Resolution is approved with 299,514,088 votes representing 77.7106% from the sharecapital and 93.2264% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 299,514,088 votes “for”
 - 21.762.027 votes “against”
 - 0 votes “abstain” and
- 4,350,446 votes were not casted.

Item 6 on the agenda „Authorise the Chairman and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders”

The Resolution approved for item 6 on the agenda is as follows:

„Article 10 Authorises the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”.

This Resolution is approved with 321,276,115 votes representing 83,3569% from the sharecapital and 100% from the total votes validly casted held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 321,276,115 votes were validly casted of which:
 - 321,276,115 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 4,350,446 votes were not casted.