

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on March 11, 2021

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 lei 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 March 11, 2021, 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: lei 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
Total number of votes exercisable as the cumulative votes: 2,697,956,800

At the at the first convening of the Ordinary General Meeting of Shareholders on March 11, 2021, 1:00 pm (Romania time), 51 shareholders casted their vote, holding a number of 326,791,088 shares, representing 84.7878% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on February 25, 2021, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 84.7878% from the total voting rights.

B. Voting results of OGMS on March 11, 2021

Item 1 on the agenda „Notification on the status of transferring assets to Filiala de Înmagazinare Gaze Naturale DEPOGAZ Ploiești S.R.L.”

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

„Takes note of the notification on the status of transferring assets to Filiala de Înmagazinare Gaze Naturale DEPOGAZ Ploiești S.R.L.”.

This Resolution is approved with 325,238,133 votes representing 84.3849% from the sharecapital and 99.9947% 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:

- 325,255,397 votes were validly casted of which:
 - 325,238,133 votes “for”,
 - 17,264 votes “against”,
 - 0 votes “abstain”.
- 1,535,691 votes were not casted.

Item 2 on the agenda „Election of S.N.G.N. Romgaz S.A. Board of Directors members by means of the cumulative voting method”

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

„Approve election of board members by means of the cumulative voting method:

- Mr. Jude Aristotel Marius, *338,593,076 cumulated votes casted;*
- Mr. Simescu Nicolae Bogdan, *307,491,205 cumulated votes casted;*
- Mrs. Stan Olteanu Manuela Petronela, *294,122,013 cumulated votes casted;*
- Mr. Dan Dragoș Drăgan, *293,505,580 cumulated votes casted;*
- Mr. George Sergiu Niculescu, *280,261,125 cumulated votes casted;*
- Mr. Botond Balazs, *267,934,508 cumulated votes casted;*
- Mr. Gheorghe Silvian Sorici, *262,451,515 cumulated votes casted.”.*

Item no.	First and last name of the candidate	Number of cumulated votes casted
1.	Ciobanu Romeo Cristian	8,124,131
2.	Petrus Antonius Maria Jansen	225,127,663
3.	Simescu Nicolae Bogdan	307,491,205
4.	Marin Marius-Dumitru	20,634,567
5.	Jude Aristotel Marius	338,593,076
6.	Stan Olteanu Manuela Petronela	294,122,013
7.	Botond Balazs	267,934,508
8.	Sânza Dumitru-Genică	735,112
9.	George Sergiu Niculescu	280,261,125
10.	Gheorghe Silvian Sorici	262,451,515
11.	Dan Dragoș Drăgan	293,505,580

Item 3 on the agenda „Establish the mandate term of board members elected by means of the cumulative voting method”

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

„The mandate term of board members is established as follows:

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

This Resolution is approved with 287,128,187 votes representing 74.4970% from the sharecapital and 88.2778% 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:

- 325,255,397 votes were validly casted of which:
 - 287,128,187 votes “for”,
 - 23,399,510 votes “against”,
 - 14,727,700 votes “abstain”.
- 1,535,691 votes were not casted.

Item 4 on the agenda „Establish the fixed gross monthly remuneration for non-executive board members elected by means of the cumulative voting method”

The Resolutions approved for item 4 on the agenda are as follows:

„Establishes the fixed gross monthly remuneration of non-executive BoD members , equal two times the average over the past 12 months of the gross average monthly salary, for the activity performed according to the main business scope 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 Art. 37 of GEO no. 109/2011”.

This Resolution is approved with 288,290,752 votes representing 74.7987% from the sharecapital and 88.6352% 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:

- 325,255,397 votes were validly casted of which:
 - 288,290,752 votes “for”,
 - 22,236,945 votes “against”,
 - 14,727,700 votes “abstain”.
- 1,535,691 votes were not casted.

Item 5 on the agenda „Approve the mandate contract to be concluded with board members”

The Resolution approved for item 5 on the agenda is as follows:

„Approves the mandate contract draft to be concluded with the board members elected by means of the cumulative voting method as proposed by the shareholder, the Romanian State, acting through the Ministry of Energy”.

This Resolution is approved with 300,018,481 votes representing 77.8415% from the sharecapital and 92.2409% 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:

- 325,255,397 votes were validly casted of which:
 - 300,018,481 votes “for”,
 - 25.236.916 votes “against”,
 - 0 votes “abstain”.
- 1,535,691 votes were not casted.

Item 6 on the agenda „Authorise a person to sign, on behalf of the shareholders, the mandate contract concluded with the members of the Board of Directors”

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

„Authorises the representative of the shareholder, the Romanian State, acting through the Ministry of Energy, to sign the mandate contracts with the members of S.N.G.N. Romgaz S.A. Board of Directors”.

This Resolution is approved with 300,018,481 votes representing 77.8415% from the sharecapital and 92.2409% 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:

- 325,255,397 votes were validly casted of which:
 - 300,018,481 votes “for”,
 - 25.236.916 votes “against”,
 - 0 votes “abstain”.
- 1,535,691 votes were not casted.

Item 7 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 7 on the agenda is as follows:

„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 325,255,397 votes representing 84.3893% 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:

- 325,255,397 votes were validly casted of which:
 - 325,255,397 votes "for",
 - 0 votes "against",
 - 0 votes "abstain".
- 1,535,691 votes were not casted.

**Chairman of the Board of Directors
Simescu Nicolae Bogdan**



**Secretary of the meeting
Susanu Nicu-Romeo**



**Technical secretary
Antal Anca**

