

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on October 23, 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 October 23, 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 October 23, 2020, 1:00 pm (Romania time), 43 shareholders casted their vote, holding a number of 330,380,720 shares, representing 85.7191% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on October 13, 2020, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 85.7191% from the total voting rights.

B. Voting results of OGMS on October 23, 2020

Item 1 on the agenda „Approve SNGN Romgaz SA rectified individual 2020 Income and Expenditure Budget”

The Resolution approved for item 1 on the agenda is as follows:

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

This Resolution is approved with 323,940,950 votes representing 84.0483% from the sharecapital and 99.3099% 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:

- 326,192,154 votes were validly casted of which:
 - 323,940,950 votes “for”
 - 0 votes “against”
 - 2,251,204 votes “abstain” and
- 4,188,566 votes were not casted.

Item 2 on the agenda „Present the rectified consolidated 2020 Income and Expenditure Budget of Romgaz Group”

The draft resolution proposed for approval for item 2 on the agenda is as follows:

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

The votes were recorded as follows:

- 326,192,154 votes were validly casted of which:
 - 54,117,870 votes “for”
 - 0 votes “against”
 - 272,074,284 votes “abstain” and
- 4,188,566 votes were not casted.

The draft resolution proposed for approval, related to item 2 of the agenda, was not adopted, failing to obtain the majority of the validly expressed votes necessary to be adopted.

Item 3 on the agenda „Extend the mandates of interim directors 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”

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

„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”.

This Resolution is approved with 279,219,418 votes representing 72.4450% from the sharecapital and 85.5997% 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:

- 326,192,154 votes were validly casted of which:
 - 279,219,418 votes “for”
 - 32,118,984 votes “against”
 - 14,853,752 votes “abstain” and
- 4,188,566 votes were not casted.

Item 4 on the agenda „Approve 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”

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

„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”.

This Resolution is approved with 279,509,855 votes representing 72.520% from the sharecapital and 85.6887% 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:

- 326,192,154 votes were validly casted of which:
 - 279,509,855 votes “for”
 - 32,118,984 votes “against”
 - 14,563,315 votes “abstain” and
- 4,188,566 votes were not casted.

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”

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

„Authorizes the representative of the Ministry of Economy, Energy and the Business Environment in SNGN ROMGAZ SA General Meeting of Shareholders to sign the addenda that extend the term of directors’ agreements of interim directors”.

This Resolution is approved with 279,509,855 votes representing 72.520% from the sharecapital and 85.6887% 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:

- 326,192,154 votes were validly casted of which:
 - 279,509,855 votes “for”
 - 32,118,984 votes “against”
 - 14,563,315 votes “abstain” and
- 4,188,566 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:

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

This Resolution is approved with 326,192,154 votes representing 84.6324% 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:

- 326,192,154 votes were validly casted of which:
 - 326,192,154 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 4,188,566 votes were not casted.