

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on December 21, 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 December 21, 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 December 21, 2020, 1:00 pm (Romania time), 31 shareholders casted their vote, holding a number of 304,302,210 shares, representing 78.9529% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on December 10, 2020, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 78.9529% from the total voting rights.

B. Voting results of OGMS on December 21, 2020

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

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

„Appoints Mr. Jude Aristotel Marius, having Romanian citizenship, domiciled in Sibiu County, Medias City, Trandafirilor Street no. 34, personal identification number 1770819322232 and professional qualification legal advisor, as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 273,142,262 votes representing 70.8683% from the sharecapital and 90.3073% 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:

- 302,458,819 votes were validly casted of which:
 - 273,142,262 votes “for”,
 - 28,838,763 votes “against”,
 - 477,794 votes “abstain”.
- 1,843,391 votes were not casted.

„Appoints Mr. Marin Marius-Dumitru, having Romanian citizenship, domiciled in Hunedoara County, Deva City, Imparatul Traian Street no. 16, block 15, staircase C, floor 2, apartment 22, personal identification number 1610501044452 and professional qualification Ph. D. engineer, as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 280,428,385 votes representing 72.7587% from the sharecapital and 92.7162% 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:

- 302,458,819 votes were validly casted of which:
 - 280,428,385 votes “for”,
 - 21,270,503 votes “against”,
 - 759,931 votes “abstain”.
- 1,843,391 votes were not casted.

„Appoints Mrs. Stan Olteanu Manuela Petronela having Romanian citizenship, domiciled in Ilfov County, Voluntari City, Pipera Bulevard no. 142H, personal identification number 2760829280018 and professional qualification legal advisor, as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 272,860,125 votes representing 70.7951% from the sharecapital and 90.2140% 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:

- 302,458,819 votes were validly casted of which:
 - 272,860,125 votes “for”,
 - 28,838,763 votes “against”,
 - 759,931 votes “abstain”.
- 1,843,391 votes were not casted.

„Appoints Mr. Botond Balazs, having Romanian citizenship, domiciled in Sibiu County, Medias City, Livezii Street no. 3, personal identification number 1870926204496 and professional qualification legal advisor, as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 272,860,125 votes representing 70.7951% from the sharecapital and 90.2140% 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:

- 302,458,819 votes were validly casted of which:
 - 272,860,125 votes “for”,
 - 28,838,763 votes “against”,
 - 759,931 votes “abstain”.
- 1,843,391 votes were not casted.

„Appoints Mr. Simescu Nicolae Bogdan, having Romanian citizenship, domiciled in Sibiu County, Medias City, Gheorghe Baritiu no. 3, block 12, staircase A, apartment 1, personal identification number/ taxpayer identification number 1820131323962 and professional qualification engineer, as S.N.G.N. ROMGAZ S.A. interim board member”.

This Resolution is approved with 280,680,966 votes representing 72.8242% from the sharecapital and 92.8088% 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:

- 302,429,263 votes were validly casted of which:
 - 280,680,966 votes “for”,
 - 21,270,503 votes “against”,
 - 477,794 votes “abstain”.
- 1,872,947 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:

„Approves the term of office of interim board members appointed in compliance with art. 1-5, 4 (four) months starting with December 27, 2020 and ending on April 27, 2021”.

This Resolution is approved with 281,449,037 votes representing 73.0235% from the sharecapital and 92.9703% 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:

- 302,729,977 votes were validly casted of which:
 - 281,449,037 votes “for”,
 - 20,803,146 votes “against”,
 - 477,794 votes “abstain”.
- 1,572,233 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:

„Approves the monthly fixed gross allowance of interim board members appointed in compliance with art. 1-5, equals twice the average over the last 12 months of the monthly gross average salary for the activity performed according to the company’s main scope of activity, as categorised at class level in the statistical classification of economic activities, communicated by the National Institute of Statistics prior to appointment”.

This Resolution is approved with 280,981,680 votes representing 72.9023% from the sharecapital and 92.8159% 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:

- 302,729,977 votes were validly casted of which:
 - 280,981,680 votes “for”,
 - 21,270,503 votes “against”,
 - 477,794 votes “abstain”.
- 1,572,233 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 Resolutions approved for item 4 on the agenda are as follows:

„Approves the template and the content of the director agreement to be concluded with the interim board members, according to the model proposed by the majority shareholder”.

This Resolution is approved with 278,440,958 votes representing 72.2431% from the sharecapital and 91.9767% 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:

- 302,729,977 votes were validly casted of which:
 - 278,440,958 votes “for”,
 - 23,529,088 votes “against”,
 - 759,931 votes “abstain”.
- 1,572,233 votes were not casted.

The draft resolution **„Approves the template and the content of the director agreement to be concluded with the interim board members, according to the model proposed by the Board of Directors”** was not adopted.

Voturile au fost înregistrate după cum urmează:

- Voturi valabil exprimate 302.729.977 voturi, din care:
 - 8.659.661 voturi „pentru”,
 - 23.487.305 voturi „împotrivă”,
 - 270.583.011 voturi „abținere”.
- Voturi neexprimate 1.572.233 voturi.

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 5 on the agenda is as follows:

„Authorises the Ministry of Economy, Energy and Business Environment representative in the Ordinary General Meeting of Shareholders to sign for and on behalf of S.N.G.N. ROMGAZ S.A. the directors’ agreements to be concluded with the interim board members”.

This Resolution is approved with 281,449,037 votes representing 73.0235% from the sharecapital and 92.9703% 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:

- 302,729,977 votes were validly casted of which:
 - 281,449,037 votes “for”,
 - 20,803,146 votes “against”,
 - 477,794 votes “abstain”.
- 1,572,233 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:

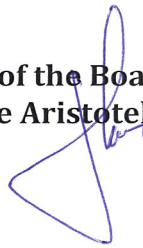
„Authorizes the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders”.

This Resolution is approved with 302,729,977 votes representing 78.5450% 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:

- 302,729,977 votes were validly casted of which:
 - 302,729,977 votes "for",
 - 0 votes "against",
 - 0 votes "abstain".
- 1,572,233 votes were not casted.

**Chairman of the Board of Directors
Jude Aristotel Marius**



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



Technical secretary
Antal Anca

