

**Voting results**  
**of the Ordinary General Meeting of Shareholders**  
**Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on April 26, 2018**

In accordance with the provisions of Article 19 of the Regulation 6/2009 on the exercise of certain shareholders rights in relation to general meetings of shareholders of the National Securities Commission, 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 March 29, 2018 , on first meeting, under valid legal conditions, at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Mediaș, 4 Constantin Motas Square, Sibiu County, in the conference room, 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 as regards the ordinary votes: 385,422,400

**B. Voting results of OGMS on April 26, 2018**

**Item 1 on the agenda „ Board of Directors’ Report on the activity performed in 2017”**

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

**„Takes note of the Board of Directors’ Report on the activity performed in 2017.”**

This Resolution is approved with 319,464,904 votes representing 99.9809% of the total votes 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:

- 319,464,904 votes “for”
- 0 votes “against”
- 61,100 votes “abstain” and
- 2,355,589 votes were “not casted”.

**Item 2 on the agenda „Report of the Independent Auditor DELOITTE AUDIT S.R.L. on the annual individual financial statements of S.N.G.N. “ROMGAZ”- SA. for the year ended December 31, 2017”**

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

**„Takes note of the Report of the Independent Auditor DELOITTE AUDIT S.R.L. on the annual individual financial statements of S.N.G.N. “ROMGAZ”- S.A. for the year ended December 31, 2017.”**

This Resolution is approved with cu 319,464,904 votes representing 99.9809% of the total votes 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:

- 319,464.904 votes “for”
- 0 votes “against”
- 61,100 votes “abstain” and
- 2,355,589 votes were “not casted”.

**Item 3 on the agenda „Approval of the annual individual financial statements for the year ended December 31, 2017 (the individual statement of financial position, the individual statement of global result, the individual statement of changes in stockholders’ equity, the individual statement of cash flows, explanatory information on the financial statements) prepared in compliance with the International Financial Reporting Standards (IFRS) based on the Board of Directors’ Report for the financial year 2017 and the Report of the Independent Auditor S.C. Deloitte Audit S.R.L. on the individual financial statements of S.N.G.N. “ROMGAZ”- S.A.”**

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

**„Approves the annual individual financial statements for the year ended December 31, 2017 (the individual statement of financial position, the individual statement of global result, the individual statement of changes in stockholders’ equity, the individual statement of cash flows, explanatory information on the financial statements) prepared in compliance with the International Financial Reporting Standards (IFRS) based on the Board of Directors’ Report for the financial year 2017 and the Report of the Independent Auditor S.C. Deloitte Audit S.R.L..”**

This Resolution is approved with 319,463,004 votes representing 99.9803% of the total votes 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:

- 319,463,004 votes “for”
- 0 votes “against”
- 61,100 votes “abstain” and
- 2,355,589 votes were “not casted”.

**Item 4 on the agenda „ Approval of distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2017”**

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

**„Approves the distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2017, as follows:**

	Indicators	Value (RON)
<b>0</b>	<b>1</b>	<b>2</b>
<b>A.</b>	<b>Gross result of financial year</b>	<b>2 181 191 837.80</b>
<b>B.</b>	Current income tax	368 030 969.00
<b>C.</b>	Deferred income tax	41 587 509.62
<b>D.</b>	<b>Net result of financial year [A.-B.+C.], (accounting profit after profit tax deduction) out of which:</b>	<b>1 854 748 378.42</b>
<b>a)</b>	Legal reserve	.00
<b>b)</b>	Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22)	23 790 568.59
<b>c)</b>	Retained earnings of accounting income of the previous years (according to art.1, par(1) c) of GO no.64/2001	.00
<b>c<sup>1</sup>)</b>	Set up own financing sources for projects co-financed from external loans (acc. to art.1, para (1) c <sup>1</sup> of GO no.64/2001	.00
<b>d)</b>	Other distributions provided by special laws	.00
<b>E.</b>	<b>Remaining net profit to be distributed (D.-b+c)</b>	<b>1 830 957 809.83</b>
<b>e)</b>	Employees participation to profit	23 724 631.00
<b>f)</b>	Dividends due to shareholders (90.19 % of the net profit of the financial year (D)) - dividend / share	1 672 733 216.00 4.34
<b>g)</b>	Profit for setting up own financing sources [E-f])	158 224 593.83
<b>*</b>	<b>TOTAL DISTRIBUTIONS (b+f+g)</b>	<b>1 854 748 378.42</b>

This Resolution is approved with 308,324,713 votes representing 96,4944% of the total votes 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:

- 308,324,713 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 13,556,880 votes were “not casted”.

**Item 5 on the agenda „Approval of dividend per share distributed from the net profit achieved in 2017”**

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

**„Approves the dividend of RON 4.34 per share, distributed from the net profit achieved in 2017.”**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 6 on the agenda „Approval of employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001”**

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

**„Approves the employees’ participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 23,724,631.”**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 7 on the agenda „Approval of allocation of an amount from retained earnings, representing the development quota”**

The Resolution approved for item 7 on the agenda is as follows:

**„Approves the allocation of the amount of RON 277,863,150.91 from retained earnings, representing the development quota, as follows:**

- a. The amount of RON 250,524,560 to be distributed as dividends;**
- b. The amount of RON 27,338,590.91 to be distributed to own financing sources.”**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 8 on the agenda „Approval of dividend per share distributed from retained earnings”**

The Resolution approved for item 8 on the agenda is as follows:

**„Approves the dividend of RON 0.65 per share, distributed from retained earnings.”**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 9 on the agenda „Approval of total dividend/ dividend per share distributed from the 2017 net profit and retained earnings”**

The Resolution approved for item 9 on the agenda is as follows:

**„Approves the total dividend per share in amount of RON 4.99, out of which RON 4.34 related to the 2017 result, and RON 0.65 related to retained earnings.”**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 10 on the agenda „Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2017, and on fulfilment, as of December 31, 2017 of the performance criteria and objectives set out in the Director’s Agreement/Contract of Mandate of the Director General of S.N.G.N. “ROMGAZ”-S.A.”**

The Resolution approved for item 10 on the agenda is as follows:

**„Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2017, and on fulfilment, as of December 31, 2017 of the performance criteria and objectives set out in the Director’s Agreement/Contract of Mandate of the Director General of S.N.G.N. “ROMGAZ”-S.A..”**

This Resolution is approved with 313,123,041 votes representing 97,9961% of the total votes 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:

- 313,123,041 votes "for"
- 6,032,094 votes "against"
- 370,869 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 11 on the agenda „Approval of the budgetary discharge of the Board members for the financial year 2017”**

The Resolution approved for item 11 on the agenda is as follows:

**„Approves the budgetary discharge of the Board members for the financial year 2017.”**

This Resolution is approved with 319,464,904 votes representing 99.9809% of the total votes 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:

- 319,464,904 votes “for”
- 0 votes “against”
- 61,100 votes “abstain” and
- 2,355,589 votes were “not casted”.

**Item 12 on the agenda „Extend the mandates of the interim directors with a 2 months term from the expiry date, according to the provisions of art. 64<sup>1</sup> para (5) of GEO 109/2011”**

The Resolution approved for item 12 on the agenda is as follows:

**„Approves the extension of interim directors’ mandates with a 2 months term from the expiry date, according to the provisions of art. 64<sup>1</sup> para (5) of GEO 109/2011.”**

This Resolution is approved with 295,702,976 votes representing 92.5443% of the total votes 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:

- 295,702,976 votes “for”
- 3,076,871 votes “against”
- 7,331,128 votes “abstain” and
- 15,770,618 votes were “not casted”.

**Item 13 on the agenda „Approve the conclusion of addenda to the director agreements to extend by 2 months the term of the director agreements of interim directors”**

The Resolution approved for item 13 on the agenda is as follows:

**„Approves the conclusion of addenda to the director agreements to extend by 2 months the term of the director agreements of interim directors.”**

This Resolution is approved with 296,628,851 votes representing 92,8340% of the total votes 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:

- 296,628,851 votes “for”
- 2,150,996 votes “against”
- 7,331,128 votes “abstain” and
- 15,770,618 votes were “not casted”.

**Item 14 on the agenda „Mandate the representative of the major shareholder, the Ministry of Energy, to sign the addenda for the extension of the director agreements of interim directors”**

The Resolution approved for item 14 on the agenda is as follows:

**„Approves to mandate the representative of the major shareholder, the Ministry of Energy, to sign the addenda for the extension of the director agreements of interim directors.”**

This Resolution is approved with 304,999,979 votes representing 95.4539% of the total votes 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:

- 304,999,979 votes “for”
- 2,150,996 votes “against”
- 0 votes “abstain” and
- 14,730,618 votes were “not casted”.

**Item 15 on the agenda „Establishment of July 6, 2018 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders”**

The Resolution approved for item 15 on the agenda is as follows:

**„Establishes July 6, 2018 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.”**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 2,355,589 votes were “not casted”.

**Item 16 on the agenda „Establishment of July 05, 2018 as „Ex-Date” representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution”**

The Resolution approved for item 16 on the agenda is as follows:

**„Establishes July 05, 2018 as „Ex-Date” representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution.”**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 17 on the agenda „Establishment of July 27, 2018 as "Payment Date", which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain"**

The Resolution approved for item 17 on the agenda is as follows:

**„Establishes July 27, 2018 as "Payment Date", which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain."**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**Item 18 on the agenda „Authorize the Chairman and the Secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders"**

The Resolution approved for item 18 on the agenda is as follows:

**„Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders."**

This Resolution is approved with 319,526,004 votes representing 100% of the total votes 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:

- 319,526,004 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,355,589 votes were "not casted".

**CHAIRMAN OF THE MEETING  
VOLINTIRU ADRIAN - CONSTANTIN**



**SECRETARY OF THE MEETING  
STOICAN LIVIU**

