

Voting results

of the Extraordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on January 15, 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 Medias, 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 Extraordinary General Meeting of Shareholders (hereinafter referred to as “**EGMS**”) held on January 15, 2020, on first meeting, under valid legal conditions, at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Medias, 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 EGMS

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 Extraordinary General Meeting of Shareholders on January 15, 2020, 1:00 pm (Romania time), 38 shareholders participated, were represented or casted their vote by correspondence, holding a number of 321,832,459 shares, representing 83.5012% of the total number of shares, according to shareholder’s list communicated by Depozitarul Central on January 6, 2020, reference date of the Extraordinary General Meeting of Shareholders (statutory quorum) and 83.5012% from the total voting rights.

B. Voting results of EGMS on January 15, 2020

Item 1 on the agenda „Approval to increase SNGN Romgaz SA – Filiala de Inmagazinare Gaze Naturale DEPOGAZ Ploiesti SRL share capital, by the inflow of capital in kind to the existing share capital with the fixed assets owned by SNGN Romgaz SA, which are used to the storage activity, in compliance with the law”

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

„Approves the increase of S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L. share capital, by the inflow of capital in kind to the existing share capital with the fixed assets owned by S.N.G.N. Romgaz S.A., which are used to the storage activity, in compliance with the law”.

This Resolution is approved with 280,651,053 votes representing 72.8165% from the sharecapital and 89.7031% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 312,866,497 votes were casted of which:
 - 280,651,053 votes “for”
 - 31,052,879 votes “against”
 - 1,162,565 votes “abstain” and
- 8,965,962 votes were “not casted”.

Item 2 on the agenda „Approval to authorise SNGN Romgaz SA Board of Directors to coordinate the process of issuing new shares in SNGN Romgaz SA – Filiala de Inmagazinare Gaze Naturale DEPOGAZ Ploiesti SRL in exchange of the inflow of capital in kind by SNGN Romgaz SA”

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

„Authorises S.N.G.N. Romgaz S.A. Board of Directors to coordinate the process of issuing new shares in S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L. in exchange of the inflow of capital in kind by S.N.G.N. Romgaz S.A.”.

This Resolution is approved with 280,651,053 votes representing 72.8165% from the sharecapital and 89.7031% 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 14 of the Articles of Incorporation.

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 - 280,651,053 votes “for”
 - 31,052,879 votes “against”
 - 1,162,565 votes “abstain” and
- 8,965,962 votes were “not casted”.

Item 3 on the agenda „Approval to authorise SNGN Romgaz SA Board of Directors to take all steps and to fulfil all necessary and legal procedures for successfully increasing the share capital of SNGN Romgaz SA – Filiala de Inmagazinare Gaze Naturale DEPOGAZ Ploiesti SRL”

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

„Authorises S.N.G.N. Romgaz S.A. Board of Directors to take all steps and to fulfil all necessary and legal procedures for successfully increasing the share capital of S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L.”.

This Resolution is approved with 280,651,053 votes representing 72.8165% from the sharecapital and 89.7031% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 312,866,497 votes were casted of which:
 - 280,651,053 votes "for"
 - 31,052,879 votes "against"
 - 1,162,565 votes "abstain" and
- 8,965,962 votes were "not casted".

Item 4 on the agenda „ **Approval to change the main scope of activity of S.N.G.N. Romgaz S.A. – Underground Gas Storage Subsidiary Depogaz Ploiesti S.R.L. from NACE class 5210 - "Warehousing and Storage" to NACE 0910 - "Support activities for petroleum and natural gas extraction"**

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

„Approves the change the main scope of activity of S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L. from NACE class 5210 - "Warehousing and Storage" to NACE 0910 - "Support activities for petroleum and natural gas extraction".

This Resolution is approved with 320,031,062 votes representing 83.0339% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 320,031,062 votes were casted of which:
 - 320,031,062 votes "for"
 - 0 votes "against"
 - 0 votes "abstain" and
- 1,801,397 votes were "not casted".

Item 5 on the agenda „**Approval to amend the Articles of Incorporation of S.N.G.N. Romgaz S.A. – Underground Gas Storage Depogaz Ploiesti S.R.L., as follows:**

"Chapter II. SCOPE OF ACTIVITY

ARTICLE 2.1 The company's scope of activity is:

- ***the main scope of activity is "Support activities for petroleum and natural gas extraction" corresponding to NACE Group 091***

main activity:

- ***support activities for petroleum and natural gas extraction corresponding to NACE code 0910***

secondary activities:

- ***NACE code 5210 – Warehousing and storage***
- ***NACE code 7022 - Business and other management consultancy activities***
- ***NACE code 4221 – Construction of utility projects for fluids;***
- ***NACE code 7112 – Engineering activities and related technical consultancy;***
- ***NACE code 4321 – Electrical installation;***
- ***NACE code 7120 – Technical testing and analysis, including for natural gas;***
- ***NACE code 2562 – General mechanics operations;***
- ***NACE code 5224 – Handling activities".***

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

„Approves the amend the Articles of Incorporation of S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L., as follows:

“Chapter II. SCOPE OF ACTIVITY

ARTICLE 2.1 The company's scope of activity is:

- the main scope of activity is “Support activities for petroleum and natural gas extraction” corresponding to NACE Group 091

main activity:

- support activities for petroleum and natural gas extraction corresponding to NACE code 0910

secondary activities:

- NACE code 5210 – Warehousing and storage**
- NACE code 7022 - Business and other management consultancy activities**
- NACE code 4221 – Construction of utility projects for fluids;**
- NACE code 7112 – Engineering activities and related technical consultancy;**
- NACE code 4321 – Electrical installation;**
- NACE code 7120 – Technical testing and analysis, including for natural gas;**
- NACE code 2562 – General mechanics operations;**
- NACE code 5224 – Handling activities”.**

This Resolution is approved with 320,031,062 votes representing 83.0339% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 320,031,062 votes were casted of which:
 - 320,031,062 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 1,801,397 votes were “not casted”.

Item 6 on the agenda „ Authorise the Director General of S.N.G.N. Romgaz S.A. to sign the update and the proposed amendments to the Articles of Incorporation of S.N.G.N. Romgaz S.A. – Depogaz Ploiești S.R.L. Natural Gas Underground Storage Subsidiary”

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

„Authorises the Director General of S.N.G.N. Romgaz S.A. to sign the update and the proposed amendments to the Articles of Incorporation of S.N.G.N. Romgaz S.A. – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti S.R.L.”.

This Resolution is approved with 320,031,062 votes representing 83.0339% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 320,031,062 votes were casted of which:
 - 320,031,062 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 1,801,397 votes were “not casted”.

Item 7 on the agenda „**Authorise the chairman of the meeting and the secretary to sign the Resolution of the Extraordinary 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 Extraordinary General Meeting of Shareholders.**”

This Resolution is approved with 320,031,062 votes representing 83.0339% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 320,031,062 votes were casted of which:
 - 320,031,062 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 1,801,397 votes were “not casted”.

**CHAIRMAN OF THE MEETING
BOTOND BALAZS**



**SECRETARY OF THE MEETING
BOBÂLCĂ CORNEL**

