

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on December 6, 2018

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 6, 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: 385,422,400

At the at the first convening of the Ordinary General Meeting of Shareholders on December 6, 2018, 2:00 pm (Romania time), 61 shareholders participated, were represented or casted their vote by correspondence, holding a number of 320,818,590 shares, representing 83.2382% of the total number of shares, according to “ROMGAZ” consolidated Shareholder’s Registry on November 27, 2018, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 83.2382% from the total voting rights.

B. Voting results of OGMS on December 6, 2018

Item 1 on the agenda „Appoint S.N.G.N. ROMGAZ S.A. financial auditor”

The Resolution approved for item 1 on the agenda is as follows:
„Appoints Ernst & Young Assurance Services S.R.L. as financial auditor of S.N.G.N. Romgaz S.A..”

This Resolution is approved with 316,528,532 votes representing 82.1251% from the sharecapital and 99.3173% 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:

- 316,528,532 votes “for”
- 214,049 votes “against”
- 1,961,857 votes “abstain” and
- 2,114,152 votes were “not casted”.

Item 2 on the agenda „Set the minimum term for the financial audit contract”

The Resolution approved for item 2 on the agenda is as follows:
„Sets the minimum term of the financial audit contract to three years for providing specific services for years 2018, 2019 and 2020.”

This Resolution is approved with 316,528,532 votes representing 82.1251% from the sharecapital and 99.3173% 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:

- 316,528,532 votes “for”
- 214,049 votes “against”
- 1,961,857 votes “abstain” and
- 2,114,152 votes were “not casted”.

Item 3 on the agenda „Approval to distribute the total amount of RON 716,885,664 as additional dividends, in compliance with art. II and art. III of GEO 29/2017, to the company’s shareholders, according to their participation in the company’s share capital”

The Resolution approved for item 3 on the agenda is as follows:
„Approves the distribution of the total amount of RON 716,885,664 as additional dividends, in compliance with art. II and art. III of GEO 29/2017, to the company’s shareholders, according to their participation in the company’s share capital.”

This Resolution is approved with 292,677,956 votes representing 75.9369% from the sharecapital and 91.8337% 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:

- 292,677,956 votes "for"
- 12,267,784 votes "against"
- 0 votes "abstain" and
- 15,872,850 votes were "not casted".

Item 4 on the agenda „Approval of the additional gross dividend per share of 1.86 RON/share. Additional gross dividends are to be distributed from the company's reserves, representing own financing source"

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

„Approves the additional gross dividend per share of 1.86 RON/share. Additional gross dividends are to be distributed from the company's reserves, representing own financing sources."

This Resolution is approved with 292,677,956 votes representing 75.9369% from the sharecapital and 91.8337% 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:

- 292,677,956 votes "for"
- 12,267,784 votes "against"
- 0 votes "abstain" and
- 15,872,850 votes were "not casted".

Item 5 on the agenda „Establish December 21, 2018 as Record Date, that is the date to determine the shareholders eligible to receive additional dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders"

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

„Establishes December 21, 2018 as Record Date, that is the date to determine the shareholders eligible to receive additional dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders."

This Resolution is approved with 303,402,023 votes representing 78.7194% from the sharecapital and 95.1986% 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:

- 303,402,023 votes "for"
- 1,543,717 votes "against"
- 0 votes "abstain" and
- 15,872,850 votes were "not casted".

Item 6 on the agenda „Establish December 20, 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 6 on the agenda is as follows:

„Establishes December 20, 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 303,402,023 votes representing 78.7194% from the sharecapital and 95.1986% 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:

- 303,402,023 votes "for"
- 1,543,717 votes "against"
- 0 votes "abstain" and
- 15,872,850 votes were "not casted".

Item 7 on the agenda „Establish December 28, 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 7 on the agenda is as follows:

„Establishes December 28, 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 292,677,956 votes representing 75.9369% from the sharecapital and 91.8337% 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:

- 292,677,956 votes "for"
- 12,267,784 votes "against"
- 0 votes "abstain" and
- 15,872,850 votes were "not casted".

Item 8 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 2 on the agenda is as follows:

„Authorises the chairman and the secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.”

This Resolution is approved with 318,704,438 votes representing 82.6897% 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:

- 318,704,438 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 2,114,152 votes were “not casted”.

**CHAIRMAN OF THE MEETING
JUDE ARISTOTEL MARIUS**



**SECRETARY OF THE MEETING
SUSANU NICU-ROMEO**

