

## Voting results

### of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on January 22, 2019

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 January 22, 2019, 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 January 22, 2019, 2:00 pm (Romania time), 50 shareholders participated, were represented or casted their vote by correspondence, holding a number of 308,612,238 shares, representing 80.0712% of the total number of shares, according to “ROMGAZ” consolidated Shareholder’s Registry on January 11, 2019, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 80.0712% from the total voting rights.



## **B. Voting results of OGMS on January 22, 2019**

### **Item 1 on the agenda „Approve in principle the incorporation of a joint stock company with Societatea de Administrare a Participațiilor în Energie S.A. (S.A.P.E. S.A.)”**

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

**„Approves in principle the incorporation of a joint stock company with Societatea de Administrare a Participațiilor în Energie S.A. (S.A.P.E. S.A.) having as main activity the supply of natural gas and electricity.”**

This Resolution is approved with 303,404,018 votes representing 78.7199% from the share capital and  $\text{\textasciitilde}$  98.9275% 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:

- 303,404,018 votes “for”
- 3,289,136 votes “against”
- 0 votes “abstain” and
- 1,919,084 votes were “not casted”.

### **Item 2 on the agenda „Approval for S.N.G.N. ROMGAZ S.A. to procure legal consultancy, counsel and/or representation services for an association with Societatea de Administrare a Participațiilor în Energie S.A. (S.A.P.E. SA) to establish a joint stock company”**

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

**„Approves for S.N.G.N. ROMGAZ S.A. to procure legal consultancy, counsel and/or representation services for an association with Societatea de Administrare a Participațiilor în Energie S.A (S.A.P.E. S.A.) to establish a joint stock company.”**

This Resolution is approved with 303,404,018 votes representing 78.7199% from the share capital and  $\text{\textasciitilde}$  98.9275% 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:

- 303,404,018 votes “for”
- 3,289,136 votes “against”
- 0 votes “abstain” and
- 1,919,084 votes were “not casted”.



**Item 3 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 3 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 303,417,752 votes representing 78.7234% from the sharecapital and 98.9320% 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:

- 303,417,752 votes “for”
- 3,275,402 votes “against”
- 0 votes “abstain” and
- 1,919,084 votes were “not casted”.

**CHAIRMAN OF THE MEETING  
JUDE ARISTOTEL MARIUS**



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

