

## Voting results

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

Total number of votes exercisable as the cumulative votes: 2,697,956,860

At the at the first convening of the Ordinary General Meeting of Shareholders on July 6, 2018, 2:00 pm (Romania time), 73 shareholders (legal and natural persons) participated, were represented or casted their vote by correspondence, holding a number of 325,191,017 shares, representing 84.3726% of the total number of shares, according to “ROMGAZ” consolidated Shareholder’s Registry on June 26, 2018, reference date of the Ordinary General Meeting of Shareholders on July 6, 2018 (statutory quorum) and 84.3726% from the total voting rights.

## B. Voting results of OGMS on July 6, 2018

**Item 1 on the agenda „Electing the members of Board of Directors of Societatea Națională de Gaze Naturale „ROMGAZ” – S.A. by cumulative voting method in compliance with the GEO no. 109/2011 as subsequently amended and supplemented ”**

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

**„Further to the cumulative vote, the following persons are appointed as members of S.N.G.N. ROMGAZ S.A. Board of Directors:**

- 1. Mr. Nistoran Dorin-Liviu, as director.**
- 2. Mr. Volintiru Adrian Constantin, as director.**
- 3. Mrs. Ungur Ramona, as director.**
- 4. Mr. Grigorescu Remus, as director.**
- 5. Mr. Ciobanu Romeo Cristian, as director.**
- 6. Mr. Jude Aristotel Marius, as director.**
- 7. Mr. Petrus A. M. Jansen, as director.”**

<b>Item no.</b>	<b>First and last name of the candidate</b>	<b>Number of cumulated votes casted</b>
1.	Volintiru Adrian Constantin	<b>307.623.234</b>
2.	Nistoran Dorin - Liviu	<b>316.516.173</b>
3.	Aristotel Marius Jude	<b>317.882.189</b>
4.	Grigorescu Remus	<b>285.793.758</b>
5.	Romeo Ciobanu Cristian	<b>285.793.758</b>
6.	Daniel Ioan Cermonea	<b>165</b>
7.	Ungur Ramona	<b>294.793.757</b>
8.	Sorana Rodica Baciuc	<b>79.680.120</b>
9.	Peter A. M. Jansen	<b>200.947.320</b>
10.	Petronel Chiriac	<b>21.562.738</b>

Note: The name of candidate from position 9, according to his passport, is Petrus A. M. Jansen.

Total cumulative votes casted for the candidates on the list 2,132,187,781 out of which:

- 2,110,593,212 votes “for”
- 3,827,976 votes “against”
- 17,766,593 votes “abstain” and
- 2,083,132 votes were “not casted”.

**Item 2 on the agenda „Establish the mandate term for the Company’s directors elected by cumulative voting method for a 4 years period”**

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

**„The mandate of Board members, appointed according to art. 1 is 4 years.”**

This Resolution is approved with 322,372,673 votes representing 83.6414% from the sharecapital and 99,7788% 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:

- 322,372,673 votes “for”
- 714,601 votes “against”
- 0 votes “abstain” and
- 2,103,743 votes were “not casted”.

**Item 3 on the agenda „Establish the fixed monthly allowance for the Company’s directors elected by cumulative voting method”**

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

**„The fixed allowance of Board members, appointed according to art. 1, is equal to two times the average of the last 12 months of the monthly gross average salary for the activity performed in compliance with the main business activity of the company, at the class level compliant with the activities classification in the national economy, communicated by the National Institute of Statistics prior to their appointment.”**

This Resolution is approved with 315,743,959 votes representing 81.9215% from the sharecapital and 97.7271% 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:

- 315,743,959 votes “for”
- 0 votes “against”
- 7,343,315 votes “abstain” and
- 2,103,743 votes were “not casted”.

**Item 4 on the agenda „Approve the form and content of the Director Agreement that will be concluded with the directors of the Company elected by cumulative voting method”**

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

**„Approves the template and the content of the director agreement that will be concluded between S.N.G.N. ROMGAZ S.A. and the members of the Board of Directors, appointed in line with art. 1, according to the attached model.”**

This Resolution is approved with 316,562,927 votes representing 82.1340% from the sharecapital and 979806% 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:

- 316,562,927 votes "for"
- 12,187 votes "against"
- 6,512,160 votes "abstain" and
- 2,103,743 votes were "not casted".

**Item 5 on the agenda „Authorize the representative of the Ministry of Energy in the General Meeting of Shareholders to sign the Director Agreement of the elected directors”**

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

**„Authorises the representative of the Ministry of Energy in the Ordinary General Meeting of Shareholders to sign for and on behalf of SNGN ROMGAZ SA the template and the content of the director agreement provided at art. 4.”**

This Resolution is approved with 321,967,812 votes representing 83.5364% from the sharecapital and 99.6535% 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:

- 321,967,812 votes "for"
- 971,514 votes "against"
- 147,948 votes "abstain" and
- 2,103,743 votes were "not casted".

**Item 6 on the agenda „Establish July 25, 2018 as the record date, namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders”**

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

**„Establishes July 25, 2018 as record date, namely the date for identifying the shareholders who are affected by the resolution of the Ordinary General Meeting of Shareholders.”**

This Resolution is approved with 315,743,959 votes representing 81.9215% from the sharecapital and 97.7271% 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:

- 315,743,959 votes "for"
- 12,187 votes "against"
- 7,331,128 votes "abstain" and

- 2,103,743 votes were "not casted".

**Item 7 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 7 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 315,756,146 votes representing 81.9247% from the sharecapital and 97.7390% 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:

- 315,756,146 votes "for"
- 0 votes "against"
- 7.331.128 votes "abstain" and
- 2,103,743 votes were "not casted".

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
NISTORAN DORIN-LIVIU**



**SECRETARY OF THE MEETING  
BOBĂLCĂ CORNEL**

