

## Voting results

### of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on June 26, 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 June 26, 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  
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 June 26, 2019, 1:00 pm (Romania time), 51 shareholders (legal and natural persons) participated, were represented or casted their vote by correspondence, holding a number of 308,984,249 shares, representing 80.1677% of the total number of shares, according to “ROMGAZ” consolidated Shareholder’s Registry on June 26, 2019, reference date of the Ordinary General Meeting of Shareholders on June 14, 2019 (statutory quorum) and 80.1677% from the total voting rights.

**B. Voting results of OGMS on June 26, 2019**

**Item 1 on the agenda „Election of SNGN Romgaz S.A. Board of Directors members by means of the cumulative voting method”**

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

**„(1)OGMS approves the election by means of the cumulative voting method of the following Board of Directors members:**

- Havrileț Niculae, Romanian citizen, born in \_\_\_\_\_, domiciled in \_\_\_\_\_, identified by \_\_\_\_\_, Personal Identification Number \_\_\_\_\_ - 331,640,254 cumulative votes;
- Stan-Olteanu Manuela-Petronela, Romanian citizen, \_\_\_\_\_, domiciled \_\_\_\_\_, identified by \_\_\_\_\_, issued by \_\_\_\_\_, Personal Identification Number \_\_\_\_\_ - 308,071,341 cumulative votes;
- Ciobanu Romeo-Cristian, Romanian citizen, \_\_\_\_\_, domiciled in \_\_\_\_\_, identified by \_\_\_\_\_, issued by \_\_\_\_\_, Personal Identification Number \_\_\_\_\_ - 306,652,328 cumulative votes;
- Parpală Caius-Mihai, Romanian citizen, born \_\_\_\_\_, domiciled in \_\_\_\_\_, identified by \_\_\_\_\_, Personal Identification Number \_\_\_\_\_ - 300,682,841 cumulative votes;
- Hărăbor Tudorel, Romanian citizen, born \_\_\_\_\_, domiciled \_\_\_\_\_, identified \_\_\_\_\_, by \_\_\_\_\_, issued by \_\_\_\_\_, Personal Identification Number \_\_\_\_\_ - 300,121,341 cumulative votes;
- Cîmpeanu Nicolae, Romanian citizen, born \_\_\_\_\_, domiciled \_\_\_\_\_, identified by \_\_\_\_\_, Personal Identification Number \_\_\_\_\_ - 300,071,401 cumulative votes;
- Jansen Petrus Antonius Maria, Dutch citizen, \_\_\_\_\_, domiciled in \_\_\_\_\_, identified by \_\_\_\_\_ - 128,734,854 cumulative votes.

**(2) The following Board of Directors members are considered revoked: Ungur Ramona, Nistoran Dorin-Liviu, Grigorescu Remus, Volintiru Constantin Adrian and Jude Aristotel Marius. They have not been reconfirmed as a result of applying the cumulative voting method. Consequently, their mandate terminates on the date of this OGMS, in accordance with Rule no. 5/2018, Article 167, par. (3) Financial Supervisory Authority”.**

Voting results of the item 1 on the agenda is as follows:

Item no.	First and last name of the candidate	Number of cumulated votes casted
1.	Ungur Ramona	19,521,287
2.	Nistoran Dorin-Liviu	20,307,200
3.	Volintiru Constantin Adrian	19,521,287
4.	Grigorescu Remus	19,659,119
5.	Ciobanu Romeo Cristian	306,652,328
6.	Jude Aristotel Marius	19,521,287
7.	Petrus Antonius Maria Jansen	128,734,854
8.	Havrileț Niculae	331,640,254
9.	Parpala Caius-Mihai	300,682,841
10.	Stan Olteanu Manuela Petronela	308,071,341
11.	Harabor Tudorel	300,121,341
12.	Cîmpeanu Nicolae	300,071,401

**Item 2 on the agenda „Establishing the mandate term of the Board of Directors members elected by the cumulative voting method at a period of 4 (four) months in accordance with the provisions of GEO109/2011 on corporate governance of public enterprises, Art. 64<sup>1</sup> as amended from time to time and approved by Law 111/2016, except for the reconfirmed directors”**

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

**„The mandate term of the Board of Directors members is:**

- a) 4 (four) months, in accordance with the provisions of GEO109/2011 on corporate governance of public enterprises, Art. 64<sup>1</sup> as amended from time to time and approved by Law 111/2016, for interim directors appointed in accordance with Article 1 above;**

This Resolution is approved with 285,079,799 votes representing 73.9656% from the sharecapital and 93.0576% 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:

- 285,079,799 votes “for”
- 6,982,932 votes “against”
- 14,285,023 votes “abstain” and
- 2,636,495 votes were “not casted”.

- b) Equal with the remaining period of the mandate approved by OGMS Resolution no. 8 of July 6, 2018, article 2 for the Members of the Board reconfirmed in compliance with on corporate governance of public enterprises, Article 32 par. (8) as amended from time to time and approved by Law 111/2016”.**

This Resolution is approved with 301,326,273 votes representing 78.1808% from the sharecapital and 98.3609% 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:

- 301,326,273 votes "for"
- 0 votes "against"
- 5,021,481 votes "abstain" and
- 2,636,495 votes were "not casted".

**Item 3 on the agenda „Establishing the fixed gross monthly indemnity of the directors elected by means of the cumulative voting method, according to EGMS Resolution no. 8 of July 6, 2018”**

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

**„The fixed gross monthly indemnity of the directors elected by means of the cumulative voting method is established in accordance with the OGMS Resolution no. 8 of July 6, 2018, Article 3”.**

This Resolution is approved with 296,991,629 votes representing 77.0561% from the sharecapital and 96.9459% 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:

- 296,991,629 votes "for"
- 0 votes "against"
- 9,356,125 votes "abstain" and
- 2,636,495 votes were "not casted".

**Item 4 on the agenda „Approval of the mandate contract draft to be concluded with the directors elected by means of the cumulative voting method”**

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

**„Director’s Agreement form to be concluded with the interim directors elected by cumulative voting, as annexed, is approved. For reconfirmed directors the provisions of director’s agreements concluded at the day of appointment and the related addenda (if applicable) are valid”.**

This Resolution is approved with 296,991,629 votes representing 77.0561% from the sharecapital and 96.9459% 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:

- 296,991,629 votes "for"
- 0 votes "against"
- 9,356,125 votes "abstain" and
- 2,636,495 votes were "not casted".

**Item 5 on the agenda „Mandating the representative of the majority shareholder, the Romanian State acting through the Ministry of Energy, to sign the mandate contracts with the directors elected by means of the cumulative voting method”**

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

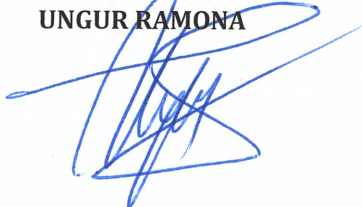
**„The representative of the majority shareholder, the Romanian State acting through the Ministry of Energy, is mandated to sign the mandate contracts with the members of S.N.G.N. Romgaz S.A. Board of Directors”.**

This Resolution is approved with 306,255,171 votes representing 79.4596% from the sharecapital and 99.9698% 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:

- 306,255,171 votes “for”
- 0 votes “against”
- 92.583 votes “abstain” and
- 2,636,495 votes were “not casted”.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
UNGUR RAMONA**



**SECRETARY OF THE MEETING  
BOBÂLCĂ CORNEL**

