

**Voting results
of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on June 15, 2017**

In accordance with the provisions of Article 19 of the Regulation 6/2009 on the exercise of certain shareholders rights in relation to general meetings of shareholders of the National Securities Commission, 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 Ordinary General Meeting of Shareholders (hereinafter referred to as “**OGMS**”) held on June 15, 2017, 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 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

B. Voting results of OGMS on June 15, 2017

Item 1 on the agenda „Approve the net profit distribution proposal for financial year 2016 of Societatea Nationala de Gaze Naturale “ROMGAZ” SA and the distribution as dividends of reserves and retained earnings, as follows:

I. Net profit distribution for financial year 2016

Indicators		Value (RON)
1		2
A.	Gross result of financial year	1,280,695,680.62
B.	Current income tax	278,582,478.32
C.	Deferred income tax	22,466,015.04
D.	Net result of financial year [A.-B.+C.], from which:	1,024,579,217.34
a)	Legal reserve	-
b)	Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22)	83,256,708.00
c)	Retained earnings of accounting income of the previous years	-
c ¹)	Set up own financing sources for projects co-financed from external loans	-

d)	Other distributions provided by special laws	-
E.	Remaining net profit to be distributed (D-d)	941,322,509.34
e)	Employees participation to profit	23,060,501.00
f)	Dividends due to shareholders (90.2823% of the net profit to be distributed (D)) - dividend / share (rounded)	925,013,760.00 2.40
g)	Profit for setting up own financing sources (E-f)	16,308,749.34
	TOTAL DISTRIBUTIONS	1,024,579,217.34

II. Distribution of some reserves and retained earnings under the form of dividends

In accordance with G.E.O. no. 29/2017, Articles I, II and III and the provisions of *Memorandum no. 20/65552/April 5, 2017*, the amount proposed for distribution is with RON **547,299,808** additional to the amount of RON 925,013,760 of 2016 profit.

The value of the additional dividend per share resulted further the distribution of RON 547,299,808, is of **RON 1.42/share**.

Such amount will be distributed as follows: RON 435,387,655 from the retained earnings (the share corresponding to the development quota established in accordance with the G.D. no. 168/1998) and RON 111,912,153 from the retained earnings representing the surplus achieved from the reassessment reserves.”

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

„Approve the proposal of SNGN ROMGAZ SA net profit distribution related to 2016 financial year, as follows:

I. Net profit distribution for financial year 2016

Indicators		Value (RON)
1		2
A.	Gross result of financial year	1,280,695,680.62
B.	Current income tax	278,582,478.32
C.	Deferred income tax	22,466,015.04
D.	Net result of financial year [A.-B.+C.], from which:	1,024,579,217.34
a)	Legal reserve	-
b)	Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22)	83,256,708.00
c)	Retained earnings of accounting income of the previous years	-
c ¹)	Set up own financing sources for projects co-financed from external loans	-
d)	Other distributions provided by special laws	-
E.	Remaining net profit to be distributed (D-d)	941,322,509.34
e)	Employees participation to profit	23,060,501.00
f)	Dividends due to shareholders (90.2823% of the net profit to be distributed (D)) - dividend / share (rounded)	925,013,760.00 2.40
g)	Profit for setting up own financing sources (E-f)	16,308,749.34
	TOTAL DISTRIBUTIONS	1,024,579,217.34

II. Distribution of some reserves and retained earnings under the form of dividends

In accordance with G.E.O. no. 29/2017, Articles I, II and III and the provisions of *Memorandum no. 20/65552/April 5, 2017*, the amount proposed for distribution is with RON **547,299,808** additional to the amount of RON 925,013,760 of 2016 profit.

The value of the additional dividend per share resulted further the distribution of RON 547,299,808, is of **RON 1.42/share**.

Such amount will be distributed as follows: RON 435,387,655 from the retained earnings (the share corresponding to the development quota established in accordance with the G.D. no. 168/1998) and RON 111,912,153 from the retained earnings representing the surplus achieved from the reassessment reserves.

This resolution is adopted with 298,345,145 votes representing 94.8950% of the total votes 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:

- 298,345,145 votes "for"
- 16,038,001 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

Item 2 on the agenda "Approve the gross dividend per share composed of the gross dividend per share for financial year 2016 and the gross dividend resulted further to the distribution of some reserves and of the retained earnings, the dividend payment method and term "

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

„ Approve the gross dividend per share amounting to RON 3.82/share which is composed of the gross dividend per share related to 2016 financial year of RON 2.4/share and the additional gross dividend of RON 1,42/share resulted from the distribution of some reserves and retained earnings. The payment of dividends to the shareholders will start on July 26, 2017

This resolution is adopted with 295,343,108 votes representing 93.9401% of the total votes 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:

- 295,343,108 votes "for"
- 19,040,038 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

Item 3 on the agenda „Set July 5, 2017, as registration date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by the Resolution of the Ordinary General Meeting of Shareholders".

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

„Set July 5, 2017, as registration date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by the Resolution of the Ordinary General Meeting of Shareholders.

This resolution is adopted with 295,343,108 votes representing 93.9401% of the total votes 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:

- 295,343,108 votes "for"
- 19,040,038 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

Item 4 on the agenda “Establish July 04, 2017 as „ex date” representing the date falling one settlement cycle minus one business day before the Registration 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 4 on the agenda is as follows:

“Establish July 04, 2017 as „ex date” representing the date falling one settlement cycle minus one business day before the Registration 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 adopted with 295,343,108 votes representing 93.9401% of the total votes 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:

- 295,343,108 votes “for”
- 19,040,038 votes “against”
- 11,884 votes “abstain” and
- 3,470,409 votes were “not casted”.

Item 5 on the agenda “Establish July 26, 2017, as the payment date, that is the calendar date when the distribution of the revenues related to owning securities, consisting of cash and securities will be certain.

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

“Establish July 26, 2017, as the payment date, that is the calendar date when the distribution of the revenues related to owning securities, consisting of cash and securities will be certain.

This resolution is adopted with 295,343,108 votes representing 93.9401% of the total votes 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:

- 295,343,108 votes “for”
- 19,040,038 votes “against”
- 11,884 votes “abstain” and
- 3,470,409 votes were “not casted”.

Item 6 on the agenda “Authorizing the representative of the shareholder Ministry of Energy to sign the Director’s Agreement with the new members of the Board of Directors”.

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

“Authorize the representative of the shareholder Ministry of Energy to sign the Director’s Agreement with the new members of the Board of Directors.

This resolution is adopted with 300,112,807 votes representing 95.4572% of the total votes 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:

- 300,112,807 votes “for”
- 3,406,936 votes “against”
- 10,875,287 votes “abstain” and
- 3,470,409 votes were “not casted”.

Item 7 on the agenda “Approval of the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Medias regarding its economic and financial activity on March 31, 2017 (period January 1, 2017 - March 31, 2017), which includes:

- a) Information on the performance of the directors’ mandate contracts, on the company’s financial performance and on the company’s financial statements;**
- b) Fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value;**
- c) Interim individual financial statements (unaudited) for the Quarter ending on March 31, 2017.**

The Resolution approved for item 7 on the agenda is as follows:

“Approve the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Medias regarding its economic and financial activity on March 31, 2017 (period January 1, 2017 - March 31, 2017), which includes:

- a) Information on the performance of the directors’ mandate contracts, on the company’s financial performance and on the company’s financial statements;**
- b) Fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value;**
- c) Interim individual financial statements (unaudited) for the Quarter ending on March 31, 2017.**

This resolution is adopted with 303,635,927 votes representing 96.5778% of the total votes 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:

- 303,635,927 votes “for”
- 0 votes “against”
- 10,759,103 votes “abstain” and
- 3,470,409 votes were “not casted”.

Item 8 on the agenda “Approval of the procurement by Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Medias external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania’s Court of Accounts – Sibiu Branch, further to the audit performed in 2016.

The Resolution approved for item 8 on the agenda is as follows:

“Approve the procurement by Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Medias external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania’s Court of Accounts – Sibiu Branch, further to the audit performed in 2016.

This resolution is adopted with 303,602,897 votes representing 96.5673% of the total votes 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:

- 303,602,897 votes “for”
- 0 votes “against”
- 10,792,133 votes “abstain” and
- 3,470,409 votes were “not casted”.

Item 9 on the agenda “Approval of Romgaz Board of Directors mandate to coordinate the procurement of professional external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania’s Court of Accounts – Sibiu Branch, further to the audit performed in 2016.

The Resolution approved for item 9 on the agenda is as follows:

“Approve Romgaz Board of Directors mandate to coordinate the procurement of professional external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania’s Court of Accounts – Sibiu Branch, further to the audit performed in 2016.

This resolution is adopted with 303,602,897 votes representing 96.5673% of the total votes 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:

- 303,602,897 votes “for”
- 0 votes “against”
- 10,792,133 votes “abstain” and
- 3,470,409 votes were “not casted”.

Item 10 on the agenda “Establishing July 5, 2017 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 10 on the agenda is as follows:

“Establish July 5, 2017 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.

This resolution is adopted with 314,395,030 votes representing 100% of the total votes 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:

- 314,395,030 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 3,470,409 votes were “not casted”.

Item 11 on the agenda “Authorizing the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The Resolution approved for item 11 on the agenda is as follows:

“Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

This resolution is adopted with 314,395,030 votes representing 100% of the total votes 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:

- 314,395,030 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 3,470,409 votes were “not casted”.