

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on May 15, 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 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 May 15, 2019, on second 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

At the at the second convening of the Ordinary General Meeting of Shareholders on May 15, 2019, 1:00 pm (Romania time), 50 shareholders participated, were represented or casted their vote by correspondence, holding a number of 314,962,779 shares, representing 81.7189% of the total number of shares, according to “ROMGAZ” consolidated Shareholder’s Registry on May 6, 2019, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 81.7189% from the total voting rights.

B. Voting results of OGMS on May 15, 2019

Item 1 on the agenda „Approve the financial and non - financial key performance indicators, as resulted from S.N.G.N. ROMGAZ S.A. Governance Plan”

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

„Does not approve the financial and non-financial key performance indicators, as resulted from S.N.G.N. ROMGAZ S.A. Governance Plan for 2018-2022”.

This Resolution is approved with 272,692,997 votes representing 70.7517% from the sharecapital and 87.3173% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 36,332,676 votes “for”
- 272,692,997 votes “against”
- 3,275,402 votes “abstain” and
- 2,661,704 votes were “not casted”.

Item 2 on the agenda „Approve the Variable Component of SNGN ROMGAZ SA Board members’ Remuneration”

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

„Does not approve the annual variable component of SNGN ROMGAZ SA Board members’ remuneration, in amount of 12 fixed monthly allowances”.

This Resolution is approved with 272,844,363 votes representing 70.7910% from the sharecapital and 87.3658% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 35,515,695 votes “for”
- 272,844,363 votes “against”
- 3,941,017 votes “abstain” and
- 2,661,704 votes were “not casted”.

Item 3 on the agenda „Approval the form and content of the addendum to the directors’ agreements to be concluded between SNGN Romgaz SA and BoD members”

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

„Does not approve the form and content of the addendum to the directors’ agreements concluded between SNGN Romgaz SA and BoD members, according to the attached model”.

This Resolution is approved with 272,844,363 votes representing 70.7910% from the sharecapital and 87.3658% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 35,742,645 votes "for"
- 272,844,363 votes "against"
- 3,714,067 votes "abstain" and
- 2,661,704 votes were "not casted".

Item 4 on the agenda „Approve the maximum limit of SNGN Romgaz SA Managers and/or Executive Directors Remuneration”

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

„Does not approve the following:

- 1. The fixed monthly allowance for the Chief Executive Officer and/or executive directors within the limit of 6 times the average for the last twelve months of the monthly gross average salary for the activity performed according to the main business of the company, compliant with the class of activities in the national economy, communicated by the National Statistics Institute previous to appointment;**

This Resolution is approved with 272,055,203 votes representing 70.5862% from the sharecapital and 87,1131% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 40,018,922 votes "for"
- 272,055,203 votes "against"
- 226.950 votes "abstain" and
- 2,661,704 votes were "not casted".

- 2. The fixed monthly allowance for the Chief Financial Officer within the limit of 6 times the average for the last twelve months of the monthly gross average salary for the activity performed according to the main business of the company, compliant with the class of activities in the national economy, communicated by the National Statistics Institute previous to appointment;**

This Resolution is approved with 272,055,203 votes representing 70.5862% from the sharecapital and 87,1131% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 40,018,922 votes "for"
- 272,055,203 votes "against"
- 226.950 votes "abstain" and
- 2,661,704 votes were "not casted".

- 3. The annual variable component of the remuneration due to the Chief Executive Officer and/or of executive directors within the limit of 2 fixed annual gross allowances set for the Chief Executive Officer and/or of executive directors;**

This Resolution is approved with 272,055,203 votes representing 70.5862% from the sharecapital and 87,1131% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 40,018,922 votes "for"
- 272,055,203 votes "against"
- 226.950 votes "abstain" and
- 2,661,704 votes were "not casted".

4. The annual variable component of the remuneration due to the Chief Financial Officer within the limit of 1.3 fixed annual gross allowances set for the Chief Financial Officer".

This Resolution is approved with 290,711,150 votes representing 75.4266% from the sharecapital and 93.0868% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 21,349,241 votes "for"
- 290,711,150 votes "against"
- 240.684 votes "abstain" and
- 2,661,704 votes were "not casted".

Item 5 on the agenda Authorise the representative of the Ministry of Energy in SNGN ROMGAZ SA General Meeting of Shareholders to sign the addenda to the directors' agreements with the BoD members

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

„Does not authorise the representative of the Ministry of Energy in the General Meeting of Shareholders to sign for and on behalf of SNGN Romgaz SA the addenda to the directors' agreements concluded with the members of the Board of Directors, as provided at article 3".

This Resolution is approved with 269,988,180 votes representing 70,0499% from the sharecapital and 86,4512% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 42.299.161 votes "for"
- 269,988,180 votes "against"
- 13,734 votes "abstain" and
- 2,661,704 votes were "not casted".

Item 6 on the agenda „Authorise the chairman and the secretary of the meeting to sign the Resolution of SNGN ROMGAZ SA Ordinary General Meeting of Shareholders"

The draft Resolution for item 6 on the agenda:

„Authorise the chairman and the secretary of the meeting to sign the Resolution of SNGN ROMGAZ SA Ordinary General Meeting of Shareholders

This Resolution is approved with 312,301,075 votes representing 81.0283% 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 13 of the Articles of Incorporation.

The votes were recorded as follows:

- 312,301,075 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,661,704 votes were "not casted".

CHAIRMAN OF THE MEETING
JUDE ARISTOTEL MARIUS



SECRETARY OF THE MEETING
BOBÂLCĂ CORNEL

