

## Voting results

### of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on December 23, 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 December 23, 2019, 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

At the at the first convening of the Ordinary General Meeting of Shareholders on December 23, 2019, 46 shareholders participated, were represented or casted their vote by correspondence, holding a number of 326,651,833 shares, representing 84.7516% of the total number of shares, according to “ROMGAZ” consolidated Shareholder’s Registry on December 12, 2019, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 84.7516% from the total voting rights.

## **B. Voting results of OGMS on December 23, 2019**

### **Item 1 on the agenda „Revocation of SNGN Romgaz S.A. Board of Directors interim members holding the position as of the date of shareholders’ general meeting”**

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

**„Approves the revocation of the following Board of Directors members of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A.:**

- **Mrs. Stan Olteanu Manuela Petronela;**

This Resolution is approved with 288,813,791 votes representing 74.9344% from the sharecapital and 88,9094% 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:

- 288,813,791 votes “for”
- 36,026,645 votes “against”
- 0 votes “abstain” and
- 1,811,397 votes were “not casted”.

- **Mr. Havrilet Niculae;**

This Resolution is approved with 288,813,791 votes representing 74.9344% from the sharecapital and 88,9094% 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:

- 288,813,791 votes “for”
- 36,026,645 votes “against”
- 0 votes “abstain” and
- 1,811,397 votes were “not casted”.

- **Mr. Parpala Caius-Mihai;**

This Resolution is approved with 288,813,791 votes representing 74.9344% from the sharecapital and 88,9094% 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:

- 288,813,791 votes “for”
- 36,026,645 votes “against”
- 0 votes “abstain” and
- 1,811,397 votes were “not casted”.

- **Mr. Harabor Tudorel;**

This Resolution is approved with 288,813,791 votes representing 74.9344% from the sharecapital and 88,9094% 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:

- 288,813,791 votes "for"
- 36,026,645 votes "against"
- 0 votes "abstain" and
- 1,811,397 votes were "not casted".

- **Mr. Cimpeanu Nicolae".**

This Resolution is approved with 288,813,791 votes representing 74.9344% from the sharecapital and 88,9094% 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:

- 288,813,791 votes "for"
- 36,026,645 votes "against"
- 0 votes "abstain" and
- 1,811,397 votes were "not casted".

**Item 2 on the agenda „Election of SNGN Romgaz S.A. Board of Directors interim members”**

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

**„Approves the election of the following Board of Directors interim members of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A.:**

- **Mr. Jude Aristotel Marius, domiciled in Medias, Sibiu county, professional qualification legal advisor;**

This Resolution is approved with 275,526,068 votes representing 71.4868% from the sharecapital and 84.8189% 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:

- 275,526,068 votes "for"
- 34,223,511 votes "against"
- 15,090,857 votes "abstain" and
- 1,811,397 votes were "not casted".

- **Mrs. Stan Olteanu Manuela Petronela, domiciled in Voluntari, Ilfov county, professional qualification legal advisor;**

This Resolution is approved with 275,526,068 votes representing 71.4868% from the sharecapital and 84.8189% 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:

- 275,526,068 votes "for"
- 34,223,511 votes "against"
- 15,090,857 votes "abstain" and
- 1,811,397 votes were "not casted".

- **Mr. Harabor Tudorel domiciled in Barlad, Vaslui county, professional qualification economist;**

This Resolution is approved with 275,526,068 votes representing 71.4868% from the sharecapital and 84.8189% 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:

- 275,526,068 votes "for"
- 34,223,511 votes "against"
- 15,090,857 votes "abstain" and
- 1,811,397 votes were "not casted".

- **Mr. Marin Marius-Dumitru, domiciled in Deva, Hunedoara county, professional qualification economist;**

This Resolution is approved with 273,391,934 votes representing 70.9331% from the sharecapital and 84.1619% 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:

- 273,391,934 votes "for"
- 36,357,645 votes "against"
- 15,090,857 votes "abstain" and
- 1,811,397 votes were "not casted".

- **Mr. Botond Balazs, domiciled in Medias, Sibiu county, professional qualification legal advisor".**

This Resolution is approved with 273,391,934 votes representing 70.9331% from the sharecapital and 84.1619% 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:

- 273,391,934 votes "for"
- 36,357,645 votes "against"
- 15,090,857 votes "abstain" and
- 1,811,397 votes were "not casted".

**Item 3 on the agenda „Establishing the mandate term of the newly elected Board of Directors members for a period of 4 (four) months starting with date of their appointment”**

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

**„The mandate term of the Board of Directors members is established to 4 (four) months, in accordance with GEO 109/2011 on corporate governance of public enterprises, Art. 64<sup>1</sup> as subsequently amended and supplemented by Law 111/2016, for interim directors appointed in accordance with item 2 above”.**

This Resolution is approved with 285,967,310 votes representing 74.1958% from the sharecapital and 88,0332% 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:

- 285,967,310 votes "for"
- 28,045,153 votes "against"
- 10,827,973 votes "abstain" and
- 1,811,397 votes were "not casted".

**Item 4 on the agenda „Establishing the fixed gross monthly allowance of the newly elected Board members in compliance with Article 37, paragraph (1) and (2) of GEO NO. 109/2011”**

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

**„The monthly gross fixed allowance of the nonexecutive members of the Board 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, in compliance with Article 37, paragraph (1) of GEO no 109/2011”.**

This Resolution is approved with 285,967,310 votes representing 74.1958% from the sharecapital and 88,0332% 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:

- 285,967,310 votes "for"
- 28,045,153 votes "against"
- 10,827,973 votes "abstain" and
- 1,811,397 votes were "not casted".

**Item 5 on the agenda „Approval of the mandate contract draft to be concluded with the new members of the Board of Directors”**

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

**„Approves the mandate contract draft to be concluded with the newly elected members of the Board of Directors in accordance with the proposal of the shareholder, the Romanian State, through the Ministry of Economy, Energy and Business Environment”.**

This Resolution is approved with 296,782,725 votes representing 77.0019% from the sharecapital and 91.3626% 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:

- 296,782,725 votes “for”
- 28,045,153 votes “against”
- 0 votes “abstain” and
- 1,811,397 votes were “not casted”.

**Item 6 on the agenda „Mandating a person on behalf of the shareholders to sign the mandate contracts with the new members of the Board of Directors”**

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

**„The representative of the majority shareholder, the Romanian State acting through the Ministry of Economy, Energy and Business Environment, 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 303,605,463 votes representing 78.7721% from the sharecapital and 93.4630% 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:

- 303,605,463 votes “for”
- 21.234.973 votes “against”
- 0 votes “abstain” and
- 1,811,397 votes were “not casted”.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
STAN OLTEANU MANUELA PETRONELA**



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

