**VOTING BALLOT FOR THE VOTE BY CORRESPONDENCE**

**FOR LEGAL PERSON SHAREHOLDERS**

For the Ordinary General Meeting of Shareholders

S.N.G.N. „ROMGAZ” – S.A. on July 6/7, 2018

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder), with the registered office in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non- resident legal persons under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], fiscal code/equivalent registration number for non- resident legal persons [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity),

shareholder on the Reference Date, i.e. **June 26, 2018**, of S.N.G.N. “ROMGAZ” – S.A., company managed under an one-tier system, incorporated and functioning under the laws of Romania, registered with the Trade Register Office attached to Sibiu Law Court under number J32/392/2001, fiscal code RO 14056826, having its registered office at Medias, 4 Constantin Motas square, Sibiu county, Romania, with the subscribed and paid-up share capital in amount of RON 385,422,400 (**“the Company”**),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_% of the total of 385,422,400 shares issued by the Company**,** which entitles me toa number of \_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the Ordinary General Meeting of Shareholders, representing \_\_\_\_\_\_% of the total amount of 385,422,400 voting rights,

acknowledging the agenda of **the Ordinary General Meeting of Shareholders** **of S.N.G.N. „ROMGAZ”– S.A. (hereinafter referred to as „OGMS”)** on **July 6, 2018, 2:00 pm** (Romania time), and the reference material related to the agenda of the OGMS, by this vote by correspondence I understand to exercise my vote for the OGMS of the Company which will take place on **July 6, 2018, 2:00 pm** (Romania time)**,** at the headquarters of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., located in Medias, 4 Constantin Motas square, Sibiu county, Romania, the conference room, as follows:

The draft Resolution for item 2 on the agenda:

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

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 3 on the agenda:

**„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. ”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 4 on the agenda:

**„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. ”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 5 on the agenda:

**„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.”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 6 on the agenda:

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

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

The draft Resolution for item 7 on the agenda:

**„Authorises the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.”**

For \_\_\_\_\_\_\_\_\_\_ Against\_\_\_\_\_\_\_\_\_ Abstain\_\_\_\_\_\_\_\_\_

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTAIN”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration.*

This voting ballot for the vote by correspondence is also valid for the second meeting of the same OGMS on **July 7, 2018, 2:00** **pm** (Romania time), at the headquarters of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., located in Medias, 4 Constantin Motas square, Sibiu county, Romania, the conference room, if the meeting does not meet the legal or statutory requirements for convening on **July 6, 2018, 2:00** **pm** (Romania time).

The deadline for the registration of the voting ballots for the vote by correspondence at the Company is **July 5, 2018, 12:00 am** (Romania time).

I attach to this voting ballot:

* the original or true copy of our findings certificate issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of origin, attesting inter alia the identity of our legal representative, issued 3 months before the publishing date of the general meeting convening notice (for legal person shareholders) at the earliest and allowing my identification on the Company’s shareholders register on the reference date issued by SC Depozitarul Central SA

and

* a copy of the identity card of the empowered individual (identity document or identity card for Romanian citizens or passport for foreign citizens).

Date of the voting ballot for the vote by correspondence: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters).

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]   (to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)