**VOTING BALLOT FOR THE VOTE BY CORRESPONDENCE**

**FOR LEGAL PERSON SHAREHOLDERS**

For the Extraordinary General Meeting of Shareholders

S.N.G.N. „ROMGAZ” – S.A. on **October 18/19, 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. **October 5, 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 Extraordinary General Meeting of Shareholders** **of S.N.G.N. „ROMGAZ”– S.A. (hereinafter referred to as „EGMS”)** on **October 18, 2018, 2:00 pm** (Romania time), and the reference material related to the agenda of the EGMS, by this vote by correspondence I understand to exercise my vote for the EGMS of the Company which will take place on **October 18, 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 1 on the agenda:

**„Approves the increase of share capital of SNGN Romgaz SA – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti SRL by contribution in kind, made by the sole shareholder SNGN Romgaz SA, of current assets such as stocks of consumable materials, spare parts and inventory amounting to RON 16,056,160.”**

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

The draft Resolution for item 2 on the agenda:

**„Approves the issuance of 1,605,616 social shares, with a nominal value of RON 10/share, due to the contribution in kind of the sole shareholder SNGN Romgaz SA.*”***

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

The draft Resolution for item 3 on the agenda:

**„Approves the amount of RON 2.20, representing the difference between the assessed value of stocks and the value of contribution, to be recorded in the reserves registered in the accounting of SNGN Romgaz SA – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti SRL.”**

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

The draft Resolution for item 4 on the agenda:

**„Approves of the amendment of Chapter III, SHARE CAPITAL, SOCIAL SHARES – Article 3.1 of the Articles of Incorporation of SNGN Romgaz SA – Filiala de Inmagazinare Gaze Naturale Depogaz Ploiesti SRL, to read as presented in Annex 1, as follows:**

***„The subscribed and paid share capital of the company amounts to RON 66,056,160, divided into 6,605,616 social shares, having a nominal value of RON 10/social share, held entirely by the sole shareholder.”***

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

The draft Resolution for item 5 on the agenda:

**„Authorises the Director General of SNGN Romgaz SA to sign the update and the proposed amendments to the Articles of Incorporation of SNGN Romgaz SA – Depogaz Ploiești SRL Natural Gas Underground Storage Subsidiary.”**

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

The draft Resolution for item 6 on the agenda:

**„Authorises the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary 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 EGMS on **October 19, 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 **October 18, 2018, 2:00 pm** (Romania time).

The deadline for the registration of the voting ballots for the vote by correspondence at the Company is **October 17, 2018, 12:00 am** (Romania time).

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)