**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 **January 15/16, 2020**

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. **January 6, 2020**, 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 **January 15, 2020, 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 to be held on **January 15, 2020, 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 extension until December 31st, 2020 of the credit facility contract no. 201812070225 of December 10th, 2018, entered into with The Romanian Commercial Bank S.A.;**

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

* **the reduction of the credit facility cap to USD 60 mil;**

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

* **the empowering of Mr. Volintiru Constantin Adrian, in his capacity of General Director of Romgaz S.A., and Mr. Veza Leonte Marius, in his capacity of Economic Director to sign the contract for bank credit under the form of letters of bank guarantee, with a cap of USD 60 mil, valid until December 31st, 2020;**

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

* **the empowering of the persons below to sign the requests for issuance and modification of letters of bank guarantees under the BCR credit facility contract no. 201812070225 of December 10th, 2018, as well as any other documents related to the credit facility contract, irrespective of their form, including but not limited to addendums:**

|  |  |  |
| --- | --- | --- |
| **For signature I:** | **Mr.Volintiru Constantin Adrian** | **General Director** |
|  | **Mr. Paraschiv Nelu**  | **Deputy General Director - Development** |
|  | **Mrs. Tataru Argentina** | **Deputy General Director – Operations and Exploration** |
|  |  |  |
| **For signature II:** | **Mr. Veza Marius Leonte** | **Economic Director** |
|  | **Mr. Bobar Andrei** | **Financial Director** |
|  | **Mrs. Tranbitas Gabriela** | **Head of Financial Reporting Office**  |

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

The draft Resolution for item 2 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 **January 16, 2020, 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 **January 15, 2020, 2:00** **pm** (Romania time).

The deadline for the registration of the voting ballots for the vote by correspondence at the Company is **January 14, 2020, 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)