**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 September 7/8, 2017

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. **August 28, 2017**, 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 to:

-a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ordinary votes in the Ordinary General Meeting of Shareholders;

- a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ cumulated votes in the Ordinary General Meeting of Shareholders, for electing, reconfirming and revoking members of the Board of Directors,

acknowledging the agenda of **the Ordinary General Meeting of Shareholders** **of S.N.G.N. „ROMGAZ”– S.A. (hereinafter referred to as „OGMS”)** on **September 7, 2017, 14:00** (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 **September 7, 2017, 14:00** (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:

**„ Mr./ Mrs. ………………. is appointed as interim member of ROMGAZ Board of Directors”**

|  |  |  |
| --- | --- | --- |
| **Item no.** | **First and last name of the candidate** | **Number of cumulated votes casted** |
|  | Stan Bogdan – Nicolae  |  |
|  | Chirilă Alexandru  |  |
|  | Gheorghe Gheorghe - Gabriel  |  |
|  | Virgil Marius Metea  |  |
|  | Jansen Petrus Antonius Maria |  |
|  | Buzatu Florin Dănuț |  |
|  | Baciu Sorana - Rodica |  |
|  | Bulimar Laurențiu |  |
|  | Ciobanu Romeo Cristian |  |
|  | Grigorescu Remus |  |
|  | Nistoran Dorin Liviu |  |
|  | Cermonea Ioan Daniel |  |

The draft Resolution for item 2 on the agenda:

**„** **The duration of the interim member’s mandate is set to 4 (four) months, in accordance with the provisions of Article 641 of OUG no 109/2011 on Corporate Governance of Public Enterprises, as subsequently modified and amended by Law no 111/2016.”**

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

The draft Resolution for item 3 on the agenda:

**„** **Approve the form of the Directors’ Agreement to be concluded with the interim members of the Board of Directors in accordance with the proposal of the Ministry of Energy.”**

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

The draft Resolution for item 4 on the agenda:

**„** **The remuneration of the interim members of the Board is set to twice the last 12 months’ average of the monthly gross average salary for the performed activity in accordance with the classification of activities in the national economy as communicated by the National Institute of Statistics previous to the appointment.”**

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

*Note:*

*In case of the cumulative voting for electing, reconfirming and revoking members of the Board of Directors, the shareholder may cast all cumulated votes to one or more directors.*

*The number of cumulated votes is equal to the number of shares held multiplied by 7 (the number of directors that are members of the Board of Directors).*

*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 **September 8, 2017, 14:00** (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 **September 7, 2017, 14:00** (Romania time).

The deadline for the registration of the voting ballots for the vote by correspondence at the Company is **September 6, 2017, 13:00** (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)