

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on September 19, 2017

In accordance with the provisions of Article 19 of the Regulation 6/2009 on the exercise of certain shareholders rights in relation to general meetings of shareholders of the National Securities Commission, 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 Mediaș, 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 September 19, 2017, on first meeting, under valid legal conditions, at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Mediaș, 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 as regards the ordinary votes: 385,422,400

B. Voting results of OGMS on September 19, 2017

Item 1 on the agenda „Authorizing the majority shareholder’s representative, the Romanian State acting through the Ministry of Energy, to sign the director agreements with the members of SNGN Romgaz S.A. Board of Directors appointed according to GMS Resolution of September 07/08, 2017”.

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

„The representative of the majority shareholder, the Romanian State acting through the Ministry of Energy, is authorised to sign the director agreements with the members of SNGN Romgaz S.A. Board of Directors appointed according to GMS Resolution of September 7, 2017.”

This Resolution is approved with 305,036,408 votes representing 99.7617% of the total votes 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:

- 305,036,408 votes "for"
- 728,768 votes "against"
- 0 votes "abstain" and
- 3,819,144 votes were "not casted".

Item 2 on the agenda „Approval of the Half-Yearly Report of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A. Medias regarding its economic and financial activity on June 30, 2017 (period January 1, 2017 - June 30, 2017), which includes:

- a) Information on the performance of the directors' mandate contracts, on the company's financial performance and on the company's financial statements;**
- b) Fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value;**
- c) Individual interim financial statements for six-month and three-month periods ended June 30, 2017, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and Ministry of Finance Order 2844/2016 with the independent auditor's review report."**

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

„Approve Half - Yearly Report of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A. Medias regarding its economic and financial activity on June 30, 2017 (period January 1, 2017 - June 30, 2017), which includes:

- a) Information on the performance of the directors' mandate contracts, on the company's financial performance and on the company's financial statements;**
- b) Fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value;**
- c) Individual interim financial statements for six-month and three-month periods ended June 30, 2017, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and Ministry of Finance Order 2844/2016 with the independent auditor's review report."**

This Resolution is approved with 305,704,076 votes representing 99.9800% of the total votes 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:

- 305,704,076 votes "for"
- 0 votes "against"
- 61,100 votes "abstain" and
- 3,819,144 votes were "not casted".

Item 3 on the agenda „Establishing October 9, 2017 as "The Record Date", namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders"

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

„Establish October 9, 2017 as “The Record Date”, namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.”

This Resolution is approved with 305,765,176 votes representing 100% of the total votes 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:

- 305,765,176 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 3,819,144 votes were “not casted”.

Item 4 on the agenda „Authorizing the Chairman and the Secretary of the meeting to sign the Ordinary General Meeting of Shareholders Resolution.”

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

„Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.”

This Resolution is approved with 305,765,176 votes representing 100% of the total votes 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:

- 305,765,176 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 3,819,144 votes were “not casted”.

**CHAIRPERSON
Gheorghe Gabriel Gheorghe**



**Secretary of the meeting
Nicu-Romeo Susanu**

