

Voting results**of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on September 7, 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 Medias, 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 7, 2017, on first meeting, under valid legal conditions, at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Medias, 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
Total number of votes exercisable as the cumulative votes: 2, 697,956,800

B. Voting results of OGMS on September 7, 2017

Item 1 on the agenda „Election of members of SNGN Romgaz S.A. Board of Directors by cumulative voting method”.

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

„Mr. Gheorghe Gabriel Gheorghe is appointed as interim member of ROMGAZ Board of Directors.”

„Mr. Stan Bogdan – Nicolae is appointed as interim member of ROMGAZ Board of Directors.”

„Mr. Ciobanu Romeo Cristian is appointed as interim member of ROMGAZ Board of Directors.”

„Mr. Nistoran Dorin Liviu is appointed as interim member of ROMGAZ Board of Directors.”

„Mr. Cermonea Ioan Daniel is appointed as interim member of ROMGAZ Board of Directors.”

Capital social: 385.422.400 RON
CIF: RO 14056826
Nr. Ord.reg.com/an : J32/392/2001
RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș
RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș

S.N.G.N. Romgaz S.A.
551130, Piața Constantin Motas, nr.4,
Mediaș, jud. Sibiu - România
Telefon 004-0269-201020
Fax 004-0269-846901
E-mail secretariat@romgaz.ro
www.romgaz.ro

„Mr. Grigorescu Remus is appointed as interim member of ROMGAZ Board of Directors.”

„Mrs. Baciu Sorana - Rodica is appointed as interim member of ROMGAZ Board of Directors.”

Item no.	First and last name of the candidate	Number of cumulated votes casted
1.	Stan Bogdan – Nicolae	332.870.808
2.	Chirilă Alexandru	21.014.726
3.	Gheorghe Gheorghe - Gabriel	335.266.991
4.	Virgil Marius Metea	21.091.285
5.	Jansen Petrus Antonius Maria	18.826.814
6.	Buzatu Florin Dănuț	20.819.020
7.	Baciu Sorana - Rodica	72.813.978
8.	Bulimar Laurențiu	0
9.	Ciobanu Romeo Cristian	314.793.593
10.	Grigorescu Remus	314.793.592
11.	Nistoran Dorin Liviu	314.793.593
12.	Cermonea Ioan Daniel	314.793.593

Item 2 on the agenda „Setting the mandate duration of the Board of Directors members at a period of 4 (four) months according to provisions contained in Article 64^{^1} of Emergency Government Ordinance no. 109/2011 on corporate governance of public enterprises, as approved and amended by Law no. 111/2016”

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

„The duration of the interim member’s mandate is set to 4 (four) months, in accordance with the provisions of Article 64^{^1} of OUG no 109/2011 on Corporate Governance of Public Enterprises, as subsequently modified and amended by Law no 111/2016.”

This Resolution is approved with 300,425,123 votes representing 97,0479% 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:

- 300,425,123 votes “for”
- 8,795,943 votes “against”
- 342,600 votes “abstain” and
- 6,749,256 votes were “not casted”.

Item 3 on the agenda „Approval the mandate contract draft to be concluded with the Board of Directors members in accordance with the proposal made by the Romanian State, through the Ministry of Energy.”

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

„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.”

This Resolution is approved with 292,429,934 votes representing 94.4652% 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:

- 292,429,934 votes "for"
- 8,795,943 votes "against"
- 8,337,789 votes "abstain" and
- 6,749,256 votes were "not casted".

Item 4 on the agenda „Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members."

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

„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."

This Resolution is approved with 285,101,806 votes representing 92.0980% 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:

- 285,101,806 votes "for"
- 8,792,943 votes "against"
- 15,668,917 votes "abstain" and
- 6,749,256 votes were "not casted".

Item 5 on the agenda „Extension of the interim director's mandate for a period of 2 months from the expiry date, for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan – Nicolae, Mr. Chirila Alexandru and Mr. Virgil Marius Metea."

The Resolution approved for item 5 on the agenda is as follows:

„The mandate as interim member is not extended by 2 months from expiry for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan-Nicolae, Mr. Chirilă Alexandru and Mr. Virgil Marius Metea."

This Resolution is approved with 273,246,300 votes representing 87.0047% 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:

- 32,817,621 votes "for"
- 273,246,300 votes "against"
- 7,995,189 votes "abstain" and
- 2,253,812 votes were "not casted".

Item 6 on the agenda „Election of a member of SNGN Romgaz S.A. Board for a mandate valid until December 31, 2017 for the position that will become vacant on August 11, 2017, as a result of Mr. Tcaciuc Sebastian Gabriel resignation from his position as member of SNGN Romgaz S.A. Board of Directors."

The Resolution approved for item 6 on the agenda is as follows:

„Mrs. Baciu Sorana Rodica is not appointed as member of the Board of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A. with a mandate valid until December 31, 2017 for the position that became vacant on August 11, 2017, as a result of the resignation of Mr. Tcaciuc Sebastian Gabriel from his position as member of the Board of Directors of S.N.G.N. "ROMGAZ"-S.A."

This Resolution is approved with 277,183,261 votes representing 88.2516% 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:

- 36,740,922 votes "for"
- 277,183,261 votes "against"
- 158,885 votes "abstain" and
- 2,229,854 votes were "not casted".

Item 7 on the agenda „Setting a fixed remuneration for the directors not benefitting from variable remuneration at a value equal to twice the average for the past 12 months of the monthly gross average salary for the activity carried out in accordance with the classification of the Romanian economic activities communicated by the National Institute of Statistics prior to the appointment."

The Resolution approved for item 7 on the agenda is as follows:

„The fixed remuneration of the members of the Board who do not benefit from a variable remuneration is not set to twice the last 12 months' average of the monthly gross average salary for the performed activity in accordance with the classification of the activities in the national economy as communicated by the National Institute of Statistics previous to the appointment."

This Resolution is approved with 271,794,286 votes representing 86.5358% 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:

- 34,957,654 votes "for"
- 271,794,286 votes "against"
- 7,331,128 votes "abstain" and
- 2,229,854 votes were "not casted".

Item 8 on the agenda „Approval to conclude addendums to the directors' agreements for the interim directors for whom the mandates are extended, respectively for the directors not benefitting from variable remuneration, in the form proposed by the Board of Directors."

The Resolution approved for item 8 on the agenda is as follows:

„Do not approve to conclude the addenda to the Directors' Agreements for the interim Board members whose mandate will be extended, and the Board members who do not benefit from a variable remuneration, respectively, under the forms proposed by the Board of Directors."

This Resolution is approved with 271,794,286 votes representing 86.5358% 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:

- 42,288,782 votes "for"
- 271,794,286 votes "against"
- 0 votes "abstain" and

- 2,229,854 votes were "not casted".

Item 9 on the agenda „Approval to conclude the director’s agreement with the new members of the Board of Directors, appointed in accordance with Item 6, in the form proposed by the Board of Directors.”

The Resolution approved for item 9 on the agenda is as follows:

„Do not approve to conclude the Directors’ Agreement with the new Board member, appointed in accordance with article 6.”

This Resolution is approved with 272,496,700 votes representing 86.7594% 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:

- 41,438,420 votes "for"
- 272,496,700 votes "against"
- 147,948 votes "abstain" and
- 2,229,854 votes were "not casted".

Item 10 on the agenda „Authorizing the representative of the majority shareholder, the Ministry of Energy, to sign the addendums to the directors’ agreements that will be signed with the interim members of the Board of Directors whose mandates will be extended, respectively with the members not benefitting from variable remuneration.”

The Resolution approved for item 10 on the agenda is as follows:

„Do not authorize the representative of the majority shareholder, i.e. the Ministry of Energy, to sign the addenda to the Directors’ Agreements for the interim Board members whose mandate will be extended, and the Board members who do not benefit from a variable remuneration, respectively.”

This Resolution is approved with 271,794,286 votes representing 86.5358% 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:

- 42,288,782 votes "for"
- 271,794,286 votes "against"
- 0 votes "abstain" and
- 2,229,854 votes were "not casted".

Item 11 on the agenda „Authorizing the representative of the majority shareholder, the Ministry of Energy, to sign the directors’ agreement to be concluded with the new members of the Board of Directors, appointed in accordance with Item 6.”

The Resolution approved for item 11 on the agenda is as follows:

„Do not authorize the representative of the majority shareholder, i.e. the Ministry of Energy, to sign the Directors’ Agreement to be concluded with the new Board member, appointed in accordance with article 6.”

This Resolution is approved with 272,496,700 votes representing 86.7594% 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:

- 41,438,420 votes "for"
- 272,496,700 votes "against"
- 147,948 votes "abstain" and
- 2,229,854 votes were "not casted".

Item 12 on the agenda „Establishing September 26, 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.”

The Resolution approved for item 12 on the agenda is as follows:

„Establish September 26, 2017 as “The Record Date”, that is the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.”

This Resolution is approved with 314,083,068 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:

- 314,083,068 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,229,854 votes were "not casted".

Item 13 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 12 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 314,083,068 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:

- 314,083,068 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,229,854 votes were "not casted".

CHAIRPERSON
Gheorghe Gabriel Gheorghe



Secretary of the meeting
Nicu-Romeo Susanu

