

Voting results

for Resolution no. 13 on 30 December 2016 of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.

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 December 30, 2016, 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: 385,422,400

B. Voting results within the OGMS held on 30 December 2016

- I. Establish the fix remuneration of the members of the board Mr. Buzatu Florin Danut and Mr. Stoicescu Florin Razvan, elected according to Resolution no.10 of November 15, 2016 of the Ordinary General Meeting of Shareholders, equal to the mean of the average monthly gross earnings for the last 12 months for the activity performed according the core business of the company, as per the salary range according to the classification of activities in the national economy, as provided by the National Institute for Statistics prior to their appointment;**

Resolution I is adopted with 288.307.148 votes representing 98,9664% 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:

- 288,307,313 votes "for"
- 3,011,032 votes "against"
- 6,368,571 votes "abstain" and
- 8,910,917 votes were "not casted".

II. Approve the director agreement/contract of mandate that will be concluded with the new members of the board of directors in compliance with the proposal of the shareholder the Ministry of Energy.

Resolution II is adopted with 283.025.956 votes representing 95,1434% 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:

- 283,025,956 votes "for"
- 14,447,151 votes "against"
- 213,809 votes "abstain" and
- 2,756,155 votes were "not casted".

III. Approve to mandate the representative of the shareholder the Ministry of Energy to sign the director agreement/contract of mandate with Mr. Buzatu Florin Danut and Mr. Stoicescu Florin Razvan. The contract shall be effective upon acceptance of the mandate by the new members of the board of directors.

Resolution III is adopted with 282.872.457 votes representing 95,0918% 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:

- 282,872,457 votes "for"
- 14.600.650 votes "against"
- 213.809 votes "abstain" and
- 2.756.155 votes were "not casted".

IV. Approve the Quarterly Report of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias regarding its economic and financial activity on September 30, 2016 (period January 1, 2016 - September 30, 2016), 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.

This item is adopted with 297,625,651 votes representing 99,9795% 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:

- 297,625,816 votes "for"
- 61,100 votes "against"
- 0 votes "abstain" and
- 2,542,346 votes were "not casted".

V. Establish January 19, 2016 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 item is adopted with 297,686,916 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:

- 297,686,916 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,542,346 votes were "not casted".

VI. Authorizes the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

This item is adopted with 297,625,651 votes representing 99,9795% 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.

- 297,686,916 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,542,346 votes were "not casted".