**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 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 **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:

**„ Extend the interim director’s mandate for a period of 2 months from the date of expiry, for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan – Nicolae, Mr. Chirila Alexandru and Mr. Metea Virgil Marius”**

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

The draft Resolution for item 2 on the agenda:

**„Elect Mrs./Mr. …………………………. member of the Board of Societatea Nationala de Gaze Naturale “ROMGAZ”- S.A. for a mandate valid until December 31, 2017 for the position that will 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. ”**

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

The draft Resolution for item 3 on the agenda:

**„Set the fixed remuneration for the directors of the Board who do not benefit from a variable remuneration, at a value equal to twice the last 12 months average 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 previous to the appointment”**

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

The draft Resolution for item 4 on the agenda:

**„Approve the conclusion the addendum to the directors’ agreements of the interim Board member whose mandate will be extended, and of the Board members who do not benefit from a variable remuneration, respectively, under the forms proposed by the Board of Directors.”**

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

The draft Resolution for item 5 on the agenda:

**„Approve the conclusion the director agreement with the new Board member, appointed in accordance with Resolution 2, under the form proposed by the Board of Directors.”**

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

The draft Resolution for item 6 on the agenda:

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

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

The draft Resolution for item 7 on the agenda:

**„Authorize the representative of the majority shareholder, the Ministry of Energy, to sign the Directors’ Agreement that will be signed with the new Board member, appointed in accordance with Resolution 2.”**

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

The draft Resolution for item 8 on the agenda:

**„Establish 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.”**

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

The draft Resolution for item 9 on the agenda:

**„Authorize the Chairperson 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 **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, 12:00** (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)