

Voting results

of the Extraordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on November 16, 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 Extraordinary General Meeting of Shareholders (hereinafter referred to as “EGMS”) held on November 16, 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 EGMS

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 of EGMS on November 16, 2017

Item 1 on the agenda „Approve to increase the share capital of SC AGRI LNG Project Company (the Company), currently of RON 168,400, with the amount of EUR 124,000, equivalent of RON 558,000, at a conventional exchange rate of 1EUR=4.5 RON, by issuing a number of 55,800 shares, numbered from 16,841 to 72,640, each with the nominal value of 10 RON, in exchange of cash contributions from each of the Company’s shareholders, pro rata with their share to the share capital of the Company.

Therefore, each shareholder of the Company will contribute with the amount of EUR 31,000, representing the equivalent of RON 139,500, at a conventional exchange rate of 1EUR=4.5 RON, and will receive a number of 13,950 shares in exchange of this contribution.

As a result of this capital increase, the Company's share capital will be of RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000, representing the equivalent of RON 558,000 at a conventional exchange rate of 1EUR=4.5 RON and will be divided in 72,640 shares, with the nominal value of RON 10. Each shareholder will hold 18,160 shares, with the nominal value of 10 RON and an aggregate value of RON 181,600, out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON139,500, at a conventional exchange rate of 1 EUR=4.5 RON."

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

„Approve to increase the share capital of SC AGRI LNG Project Company (the Company), currently of RON 168,400, with the amount of EUR 124,000, equivalent of RON 558,000, at a conventional exchange rate of 1EUR=4.5 RON, by issuing a number of 55,800 shares, numbered from 16,841 to 72,640, each with the nominal value of 10 RON, in exchange of cash contributions from each of the Company's shareholders, pro rata with their share to the share capital of the Company.

Therefore, each shareholder of the Company will contribute with the amount of EUR 31,000, representing the equivalent of RON 139,500, at a conventional exchange rate of 1EUR=4.5 RON, and will receive a number of 13,950 shares in exchange of this contribution.

As a result of this capital increase, the Company's share capital will be of RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000, representing the equivalent of RON 558,000 at a conventional exchange rate of 1EUR=4.5 RON and will be divided in 72,640 shares, with the nominal value of RON 10. Each shareholder will hold 18,160 shares, with the nominal value of 10 RON and an aggregate value of RON 181,600, out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON139,500, at a conventional exchange rate of 1 EUR=4.5 RON."

This Resolution is approved with 315,355,229 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 315,355,229 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,804,595 votes were "not casted".

Item 2 on the agenda „Approve the amendment to the Articles of Incorporation of the Company as to reflect Resolution I above:

Article 7 of the Articles of Incorporation of the Company shall be amended and shall read as follows:

„7.1. The share capital of the Company amounts to RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000 representing the equivalent of 558,000 at a conventional exchange rate of 1EUR=4.5 RON.

7.2. The share capital is fully subscribed and paid up in cash and it is divided in 72,640 shares with a nominal value of RON 10.

7.3. Shareholding structure is as follows:

- a) ROMGAZ holds a number of 18,160 shares, numbered from 1 to 4,210 and 30,791 to 44,740, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;**
- b) GOGC holds a number of 18,160 shares, numbered from 4,211 to 8,420 and from RON 44,741 to RON 58,690, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;**
- c) SOCAR holds a number of 18,160 shares, numbered from 8,421 to 12,630 and from RON 58,691 to RON 72,640, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;
and**
- d) MVM holds a number of 18,160 shares, numbered from 12,631 to 30,790 each with a nominal value of 10 RON and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital."**

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

„Approve the amendment to the Articles of Incorporation of the Company so as to reflect in article 1:

Article 7 of the Articles of Incorporation of the Company shall be amended and shall read as follows:

„7.1. The share capital of the Company amounts to RON 726,400, out of which (i) RON 168,400 and (ii) EUR 124,000 representing the equivalent of 558,000 at a conventional exchange rate of 1EUR=4.5 RON.

7.2. The share capital is fully subscribed and paid up in cash and it is divided in 72,640 shares with a nominal value of RON 10.

7.3. Shareholding structure is as follows:

- a) ROMGAZ holds a number of 18,160 shares, numbered from 1 to 4,210 and 30,791 to 44,740, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;**
- b) GOGC holds a number of 18,160 shares, numbered from 4,211 to 8,420 and from RON 44,741 to RON 58,690, each with a nominal value of RON 10 and an aggregate value of RON 181,600**

out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500, at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;

*c) SOCAR holds a number of 18,160 shares, numbered from 8,421 to 12,630 and from RON 58,691 to RON 72,640, each with a nominal value of RON 10 and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital;
and*

d) MVM holds a number of 18,160 shares, numbered from 12,631 to 30,790 each with a nominal value of 10 RON and an aggregate value of RON 181,600 out of which (i) RON 42,100 and (ii) EUR 31,000 representing the equivalent of RON 139,500 , at a conventional exchange rate of 1 EUR= 4.5 RON, representing 25% of the Company's share capital."

This Resolution is approved with 314,652,815 votes representing 99.7773% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 314,652,815 votes "for"
- 702,414 votes "against"
- 0 votes "abstain" and
- 2,804,595 votes were "not casted".

Item 3 on the agenda „Approve the consolidated version of the Articles of Incorporation of the Company including the amendments described in Item II above."

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

„Approve the consolidated version of the Articles of Incorporation of the Company including the amendments described in article 2."

This Resolution is approved with 315,355,229 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 315,355,229 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,804,595 votes were "not casted".

Item 4 on the agenda „Approve to authorize Mr. Gabriel Vășfi, Romanian citizen, born on July 6, 1977 in Bucuresti, resident in Moinesti Street, no 2, Building 135, entrance A, 4th Floor, apartment 26, district 6, Bucharest, identified by ID series RD no 659026, issued by SCEPL S6 on September 13, 2010, personal identification number 1770706290756 and/or Mrs. Gabor Andreea- Raluca, Romanian citizen, born on November 30, 1990 resident in Anghel Saliny street, no 26, Petrosani, identified with ID series HD no 533332, issued by SPCLEP Petrosani on December 30, 2010, personal identification number 2901130204481 and/or any lawyer of

Tuca Zbarcea & Associates, together or separately, with full power and authority, to represent the Company and Partners to sign, amend, submit and pick up any documents as well as to fulfil all formalities necessary at the Trade Register Office, as well as in front of any public authority, institution, legal person or natural person in order to register this resolution and to apply the amendments to this Articles of Incorporation of the Company."

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

„Approve to authorize Mr. Gabriel Văşfi, Romanian citizen, born on July 6, 1977 in Bucuresti, resident in Molnesti Street, no 2, Building 135, entrance A, 4th Floor, apartment 26, district 6, Bucharest, identified by ID series RD no 659026, issued by SCEPL S6 on September 13, 2010, personal identification number 1770706290756 and/or Mrs. Gabor Andreea- Raluca, Romanian citizen, born on November 30, 1990 resident in Anghel Salingny street, no 26, Petrosani, identified with ID series HD no 533332, issued by SPCLEP Petrosani on December 30, 2010, personal identification number 2901130204481 and/or any lawyer of Tuca Zbarcea & Associates, together or separately, with full power and authority, to represent the Company and Partners to sign, amend, submit and pick up any documents as well as to fulfil all formalities necessary at the Trade Register Office, as well as in front of any public authority, institution, legal person or natural person in order to register this resolution and to apply the amendments to this Articles of Incorporation of the Company."

This Resolution is approved with 315,355,229 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 315,355,229 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,804,595 votes were "not casted".

Item 5 on the agenda „Establish December 7, 2017 as "The Record Date", respectively the date for identifying the shareholders who are affected by the resolution of the Extraordinary General Meeting of Shareholders"

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

„Establish December 7, 2017 as "The Record Date", respectively the date for identifying the shareholders who are affected by the resolution of the Extraordinary General Meeting of Shareholders"

This Resolution is approved with 315,355,229 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 315,355,229 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,804,595 votes were "not casted".

Item 6 on the agenda "Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders"

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

"Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders."

This Resolution is approved with 315,355,229 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- 315,355,229 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,804,595 votes were "not casted".

**CHAIRMAN OF
THE BOARD OF DIRECTORS
NISTORAN DORIN-LIVIU**



**SECRETARY OF THE MEETING
STOICAN LIVIU**

