

Voting results

of the Ordinary General Meeting of Shareholders Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on April 13, 2020

In compliance with the provisions of art. 209 Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, 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 “OGMS”) held on April 13, 2020, on first meeting, under valid legal conditions, at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, 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

At the at the first convening of the Ordinary General Meeting of Shareholders on April 13, 2020, 1:00 pm (Romania time), 35 shareholders casted their vote, holding a number of 327,361,680 shares, representing 84.9358% of the total number of shares, according to shareholder's list communicated by Depozitarul Central on April 2, 2020, reference date of the Ordinary General Meeting of Shareholders (statutory quorum) and 84.9358% from the total voting rights.

Capital social: 385.422.400 lei
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



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B. Voting results of OGMS on April 13, 2020

Item 1 on the agenda „Approval to extend SNGN Romgaz S.A. Board members’ mandates by two months as of the expiration date, in compliance with the provisions of article 64¹ para (5) of GEO no. 109/2011 on corporate governance of public companies, approved and subsequently amended and supplemented by Law no. 111/2016, as amended from time to time”

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

„Approves the extension SNGN Romgaz SA Board members’ mandates by two months as of the expiration date, in compliance with the provisions of article 64¹ para (5) of GEO no. 109/2011 on corporate governance of public companies, approved and subsequently amended and supplemented by Law no.111/2016, as amended from time to time, by preserving the rights and obligations of the existing parties to the contracts of mandate”.

This Resolution is approved with 293,854,018 votes representing 76.2421% from the sharecapital and 90.5822% from the total votes validly casted 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:

- 324,405,986 votes were validly casted of which:
 - 293,854,018 votes “for”
 - 29,389,403 votes “against”
 - 1,162,565 votes “abstain” and
- 2,955,694 votes were not casted.

Item 2 on the agenda „Approve the addendum to the contract of mandate related to extending the mandate of Board members by two months as of the expiration date”

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

„Approves the addendum of the contract of mandate related to extending the mandate term of Board members by two months as of the expiration date, according to the annex”.

This Resolution is approved with 293,854,018 votes representing 76.2421% from the sharecapital and 90.5822% from the total votes validly casted 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:

- 324,405,986 votes were validly casted of which:
 - 293,854,018 votes “for”
 - 29,389,403 votes “against”
 - 1,162,565 votes “abstain” and
- 2,955,694 votes were not casted.

Item 3 on the agenda „Mandate a representative of the shareholders or one of the shareholders, appointed by the chairman of the board of directors/chairman of the meeting within the general meeting of shareholders, to sign the addenda to the contracts of mandate with SNGN Romgaz SA Board members”



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

„Mandates the representative of the shareholders or one of the shareholders, appointed by the Chairman of the Board of Directors/Chairman of the meeting within the general meeting of shareholders, to sign the addenda to the contracts of mandate with SNGN Romgaz SA Board members”.

This Resolution is approved with 293,854,018 votes representing 76.2421% from the sharecapital and 90.5822% from the total votes validly casted 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:

- 324,405,986 votes were validly casted of which:
 - 293,854,018 votes “for”
 - 29,389,403 votes “against”
 - 1,162,565 votes “abstain” and
- 2,955,694 votes were not casted.

Item 4 on the agenda **„Approval of Romgaz Individual Income and Expenditure Budget for 2020”**

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

„Approves S.N.G.N. Romgaz S.A. 2020 individual Income and Expenditure Budget”.

This Resolution is approved with 324,405,986 votes representing 84.1689% from the sharecapital and 100% from the total votes validly casted 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:

- 324,405,986 votes were validly casted of which:
 - 324,405,986 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 2,955,694 votes were not casted.

Item 5 on the agenda **„Presentation of Romgaz Group Consolidated Income and Expenditure Budget for 2020”**

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

„Takes note of Romgaz S.A. Group consolidated Income and Expenditure Budget for 2020”.

This Resolution is approved with 324,405,986 votes representing 84.1689% from the sharecapital and 100% from the total votes validly casted 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:

- 324,405,986 votes were validly casted of which:
 - 324,405,986 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 2,955,694 votes were not casted.

Item 6 on the agenda „Authorisation of 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:
„Authorises the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders”.


This Resolution is approved with 324,405,986 votes representing 84.1689% from the sharecapital and 100% from the total votes validly casted 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:

- 324,405,986 votes were validly casted of which:
 - 324,405,986 votes “for”
 - 0 votes “against”
 - 0 votes “abstain” and
- 2,955,694 votes were not casted.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
STAN-OLTEANU MANUELA-PETRONELA**

SECRETARY OF THE MEETING

 13.04.2020

BOTOND BALAZS

