

Voting results**of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. on December 20, 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 December 20, 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: 2,697,956,860

B. Voting results of OGMS on December 20, 2017

Item 1 on the agenda „Presentation of the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. regarding its economic and financial activity on September 30, 2017 (period January 1, 2017 - September 30, 2017), 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;**
- c) **Individual interim financial statements (not audited) for the nine-month and three-month periods ended September 30, 2017, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and Ministry of Finance Order No. 2844/2016.”**

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

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

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„Take note of the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. regarding its economic and financial activity on September 30, 2017 (period January 1, 2017 - September 30, 2017), 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;**
- c) Individual interim financial statements (not audited) for the nine-month and three-month periods ended September 30, 2017, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and Ministry of Finance Order No. 2844/2016.”**

This Resolution is approved with 315,897,673 votes representing 99.9807% 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:

- 315,897,673 votes “for”
- 0 votes “against”
- 61,100 votes “abstain” and
- 2,207,826 votes were “not casted”.

Item 2 on the agenda „Approval of the procurement by Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. of the external specialized legal consultancy, assistance and representation services for special and specific cases up to the maximum cumulated value of EUR 200,000/year”

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

„Do not approve the procurement by Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. of the external specialized legal consultancy, assistance and representation services for special and specific cases up to the maximum cumulated value of EUR 200,000/year.”

This Resolution is approved with cu 269,823,080 votes representing 85.3982% 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:

- 34,440,171 votes “for”
- 269,823,080 votes “against”
- 11.695.522 votes “abstain” and
- 2,207,826 votes were “not casted”.

Item 3 on the agenda „Mandating the Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. to coordinate the procedures related to procurement of external specialized legal consultancy, assistance and representation services”

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

„Do not mandate the Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. to coordinate the procedures related to procurement of external specialized legal consultancy, assistance and representation services.”

This Resolution is approved with 269,823,080 votes representing 85.3982% 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:

- 30.809.376 votes “for”
- 269,823,080 votes “against”
- 15.326.317 votes “abstain” and
- 2,207,826 votes were “not casted”.

Item 4 on the agenda „Approval for initiating the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and supplemented by Law no. 111/2016. The procedure shall be carried out by SNGN Romgaz S.A. Board of Directors”

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

„Approve to initiate the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and supplemented by Law no. 111/2016 and mandating SNGN Romgaz S.A. Board of Directors to carry out the board members selection procedure.”

This Resolution is approved with 300,834,326 votes 97.4111% 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:

- 300,834,326 votes “for”
- 0 votes “against”
- 7,995, 189 votes “abstain” and
- 9,337,084 votes were “not casted”.

Item 5 on the agenda „Election by cumulative voting method of interim members of SNGN Romgaz S.A. Board of Directors following the expiration of the predecessors’ mandates on January 7, 2018”

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

„Mr. Nistoran Dorin-Liviu is elected interim director of SNGN Romgaz S.A. Board of Directors.

Mrs. Baci Sorana-Rodica is elected interim director of SNGN Romgaz S.A. Board of Directors.

Mr. Ciobanu Romeo-Cristian is elected interim director of SNGN Romgaz S.A. Board of Directors.

Mr. Grigorescu Remus is elected interim director of SNGN Romgaz S.A. Board of Directors.

Mr. Cermonea Daniel-Ioan is elected interim director of SNGN Romgaz S.A. Board of Directors.

Mr. Volintiru Adrian Constantin is elected interim director of SNGN Romgaz S.A. Board of Directors.

Mr. Anghel Daniel-Florin is elected interim director of SNGN Romgaz S.A. Board of Directors."

Item no.	First and last name of the candidate	Number of cumulated votes casted
1.	Nistoran Dorin-Liviu	317,461,799
2.	Baciu Sorana-Rodica	97,846,074
3.	Ciobanu Romeo-Cristian	321,475,417
4.	Grigorescu Remus	320,678,296
5.	Cermonea Daniel-Ioan	321,184,497
6.	Volintiru Adrian Constantin	346,337,245
7.	Anghel Daniel-Florin	320,678,298

Item 6 on the agenda „Setting the interim board members' mandate duration at a period of 4 (four) months starting with January 8, 2018 or until the completion of the Board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and amended by Law no. 111/2016, in case the selection procedure is completed prior to the indicated term"

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

„Set the mandate duration of the interim board members appointed according to article 5 at a period of 4 (four) months starting with January 8, 2018 or until the completion of the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and amended by Law no. 111/2016 in case the selection procedure is completed prior to the indicated term."

This Resolution is approved with 301,498,387 votes representing 97.6262% 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:

- 301,498,387 votes "for"
- 0 votes "against"
- 7.331.128 votes "abstain" and
- 9,337,084 votes were "not casted".

Item 7 on the agenda „Approving the mandate contract draft to be concluded with the Board of Directors members according to the proposal made by the Romanian State, through the Ministry of Energy"

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

„Approve the mandate contract draft to be concluded with the Board of Directors members appointed as per article 5, in accordance with the proposal made by the Romanian State through the Ministry of Energy."

This Resolution is approved with 301,498,387 votes representing 97.6262% 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:

- 301,498,387 votes "for"
- 0 votes "against"
- 7.331.128 votes "abstain" and
- 9,337,084 votes were "not casted".

Item 8 on the agenda „Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members”

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

„ Establish the remuneration of the interim Board of Directors members at a value equal with twice the average for the past 12 months of the monthly gross average wage for the activity performed according to the main scope of activity recorded for the company, at class level according to classification of activities in the national economy, communicated by the National Institute for Statistics prior to the appointment.”

This Resolution is approved with 300,444,935 votes representing 97.2850% 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:

- 300,444,935 votes "for"
- 0 votes "against"
- 8.384.580 votes "abstain" and
- 9,337,084 votes were "not casted".

Item 9 on the agenda „Authorizing the majority shareholder’s representative, the Romanian State acting through the Ministry of Energy, to sign the director agreement with the interim members of SNGN Romgaz S.A. Board of Directors appointed according to item 5”

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

„Authorize the majority shareholder’s representative, the Romanian State acting through the Ministry of Energy, to sign the director agreement with the interim members of SNGN Romgaz S.A. Board of Directors appointed according to article 5.”

This Resolution is approved with 308,829,515 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:

- 308,829,515 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 9,337,084 votes were "not casted".

Item 10 on the agenda „Establishing January 17, 2018 as the Record Date, namely as the date of identifying the shareholders who are affected by the resolution of the Ordinary General Meeting of Shareholders”

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

„Establish January 17, 2018 as Record Date, namely the date for identifying the shareholders who will receive additional dividends or other entitlements and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.”

This Resolution is approved with 320,407,676 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:

- 315.958.773 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 2,207,826 votes were “not casted”.

Item 11 on the agenda „Authorizing the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary 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 Ordinary General Meeting of Shareholders.”

This Resolution is approved with 320,407,676 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:

- 315.958.773 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 2,207,826 votes were “not casted”.

**Chairman of the Board of Directors
Nistoran Dorin-Liviu**



**Secretary of the meeting
Bobălcă Cornel**

