

CURRENT REPORT

In compliance with the Romanian Capital Market Law no. 297/2004 and CNVM Regulation no. 1/2006

Report date: January 30, 2014

Company name: S.N.G.N. ROMGAZ S.A.

Address: Mediaș, 4 Constantin I.Motas Square, Sibiu County – Romania, 551130

Phone/fax no: 004-0269-201020 / 004-0269-846901

Fiscal Code: RO14056826

Trade Register registration number: J32/392/2001

Subscribed and paid up share capital: 385,422,400 RON

Significant event to be reported:

- Resolution of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. for January 30, 2014.

The quorum condition has been fulfilled according to the provisions of Article 15 from the Articles of Incorporation and of Article 112, paragraph 1 Company Law no. 31/1990.

Attached:

Resolution No. 1 of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A., January 30, 2014

Director General
Virgil Metea



RESOLUTION No. 1/January 30, 2014

of the Extraordinary General Meeting of Shareholders

S.N.G.N. "ROMGAZ" - S.A.

Registered office: Piata Constantin Motas 4, Medias, Sibiu County, Romania, registered with the Trade Register Office attached to Sibiu Law Court under no. J32/392/2001, fiscal code RO 14056826

Today, January 30, 2014, 10:00 AM (Romania time), the shareholders of S.N.G.N. "ROMGAZ" – S.A. (hereinafter referred to as "the Company" or "ROMGAZ") have joined at the Extraordinary General Meeting of Shareholders ("EGMS") of "ROMGAZ" at its first convening at the Documentation and Information Centre of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., located in Medias, Soseaua Sibiului 5, Sibiu county, the conference room, the EGMS being opened by its Chairman, Mrs. Aurora Negrut, as Chairman of the Board of Directors.

Whereas:

- The convening notice for the EGMS published in the Official Gazette Part IV, no. 7062 of December 18, 2013, in "Bursa" daily newspaper of December 18, 2013 and on the company's website (www.romgaz.ro), starting with December 17, 2013;
- The provisions of the effective Articles of Incorporation of the Company ("Articles of Incorporation");
- The applicable legal provisions;

At the beginning of the meeting the Chairman notes that the EGMS is legally established and statutory, 15 shareholders are present or represented, holding a number of 349,312,459 shares, representing 90.6311% of the total number of shares and 90.6311% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 ("Law no. 31/1990").

The Chairman notes that the EGMS is statutory and legally established and it can adopt valid resolutions regarding the items on the agenda.

In accordance with Article 129 of Law no.31/1990, "ROMGAZ" shareholders appoint as EGMS secretary Mr. Cornel Bobalca, representative of the major shareholder, and Mr. Oprisor Gheorghe as technical secretary of the EGMS.

Further to the debates, "ROMGAZ" shareholders decide as follows:

- I. **Approve the execution of a new bank facility agreement for opening a documentary letter of credit and for issuing letters of bank guarantee upon S.N.G.N. ROMGAZ S.A.'s request, within the limits of USD 14 million.**

This item is adopted with 340,679,062 votes representing 99.6975% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, in accordance with Article 15 of

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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the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

340,679,062 votes "for"
950,000 votes "against"
83,682 votes "abstain" and
0 votes were "not casted."

II. Authorize Mr. Virgil – Marius Metea acting as Director General of S.N.G.N. "ROMGAZ" – S.A. and Ms. Lucia Ionascu acting as Financial Director of S.N.G.N. "ROMGAZ" – S.A. to execute such bank facility agreement.

This item is adopted with 340,679,062 votes representing 99.6975% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

340,679,062 votes "for"
0 votes "against"
83,682 votes "abstain" and
950,000 votes were "not casted."

III. Approve the set up of the work location – "7 Caragele Well Cluster" classified as "secondary office without legal status" under the Romanian Law

The set up of the work location – "7 Caragele Well Cluster" classified as "secondary office without legal status" under the Romanian Law is approved, having the following identification data:

Name: "7 Caragele Well Cluster"

Address: Mircea Voda Village, outside build-over area, Braila County

Scope of activity, as per CAEN code Rev 2: "Natural Gas Production"- CAEN code 0620

No. of employees: 5

This item is adopted with 341,629,062 votes representing 99.9755% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

341,629,062 votes "for"
0 votes "against"
83,682 votes "abstain" and
0 votes were "not casted."

IV. Approve the set up of the work location – "4 Faurei Well Cluster" classified as "secondary office without legal status" under the Romanian Law

The set up of the work location – "4 Faurei Well Cluster" classified as "secondary office without legal status" under the Romanian Law is approved, having the following identification data:

Name: "4 Faurei Well Cluster"

Address: Faurei Town, Braila County

Scope of activity, as per CAEN code Rev 2: "Natural Gas Production"- CAEN code 0620

No. of employees: 5

This item is adopted with 341,629,062 votes representing 99.9755% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

341,629,062 votes "for"
0 votes "against"
83,682 votes "abstain" and
0 votes were "not casted."

V. Approve:

- a) to dissolve and deregister from the Trade Register Office a number of 87 work locations listed in Annex 1 hereto.
- b) to set up, register and declare to the Trade Register Office attached to Sibiu Law Court a number of 238 work locations listed in Annex 2 hereto.
- c) to set up, register and declare to the Trade Register Office attached to Sibiu Law Court a number of 26 work locations listed in Annex 1 hereto.

This item is adopted with 341,629,062 votes representing 99.9755% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

341,629,062 votes "for"
0 votes "against"
83,682 votes "abstain" and
0 votes were "not casted."

VI. Establish February 18, 2014 as the record date of the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders

This item is adopted with 341,629,062 votes representing 99.9755% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

341,629,062 votes "for"
0 votes "against"
83,682 votes "abstain" and
0 votes were "not casted."

VII. Authorize the Chairman of the Board of Directors and the Secretary of the Meeting, in accordance with Article 16, paragraph 1 of the Articles of Incorporation of S.N.G.N. „ROMGAZ” S.A. to execute the Resolution of the Extraordinary General Meeting of Shareholders.

This item is adopted with 341,629,062 votes representing 99.9755% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

341,629,062 votes "for"
0 votes "against"
83,682 votes "abstain" and
0 votes were "not casted."

This resolution is signed today, January 30, 2014 in Medias, in 4 (four) original copies.

**CHAIRMAN
BOARD OF DIRECTORS
Aurora NEGRUT**



**Secretary representing the shareholders
Cornel Bobalca**

