

**RESOLUTION No. 9/November 4, 2014
of the Extraordinary General Meeting of Shareholders**

Societatea Națională de Gaze Naturale “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, November 4, 2014, 12:00 noon (Romania time), the shareholders of Societatea Națională de Gaze Naturale “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 headquarters of Societatea Națională de Gaze Naturale “ROMGAZ” S.A., located in Medias, Piata Constantin Motas 4, Medias, Sibiu County, the conference room, the EGMS being opened by its Chairman,, as

Whereas:

- The convening notice for the EGMS published in the Official Gazette of Romania, Part IV, no. of September 30, 2014, in “Bursa” daily newspaper of September 30, 2014 and on the company’s website (www.romgaz.ro), starting from September 30, 2014;
- 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, shareholders are present or represented, holding a number of shares, representing% of the subscribed and paid up share capital, representing% 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 Mr/Mrs..... and Mr/Mrs as EGMS secretaries, and the Company appoints Mr/Mrs as technical secretary of EGMS.

Further to the debates, “ROMGAZ” shareholders decide as follows:

I. Approve the Director Agreement for Mr. Manea Sergiu-Cristian

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, 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:

..... votes “for”
..... votes “against”
..... votes “abstain” and
..... votes were “not casted”.

II. Authorize Mr. Cornel Bobalca, acting as representative of the Romanian State as major shareholder, represented by the Ministry of Economy, by the Department for Energy, to sign the Director Agreement with Mr. Manea Sergiu-Cristian.

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, 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:

..... votes “for”
..... votes “against”
..... votes “abstain” and
..... votes were “not casted”.

III. Establish November 20, 2014 as “The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, 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:

..... votes “for”
..... votes “against”
..... votes “abstain” and
..... votes were “not casted”.

IV. Authorize the Chairman of the Meeting and the Secretary/Secretaries of the Meeting to execute the Resolution of the Extraordinary General Meeting of Shareholders.

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, 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:

..... votes “for”
..... votes “against”
..... votes “abstain” and
..... votes were “not casted”.

This resolution is executed, today, November 4, 2014, in Medias, in 4 (four) original copies.

CHAIRMAN

Aurora NEGRUT

Secretaries representing the shareholders:
