

**RESOLUTION No. 10/December 19, 2014
of the Extraordinary General Meeting of Shareholders**

Societatea Națională de Gaze Naturale "ROMGAZ" – S.A.

**Registered office: 4 Constantin Motas square, 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, December 19, 2014, at 12:00 (Romania time), the shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. (hereinafter referred to as "the Company" or "ROMGAZ") have joint at the Extraordinary General Meeting of Shareholders ("EGMS") of "ROMGAZ" at its first convening at the headquarters of "ROMGAZ", located in Medias, 4 Constantin Motas square, 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 November 18, 2014, in "Bursa" daily newspaper of November 18, 2014 and on the company's website (www.romgaz.ro), starting with November 18, 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 finds 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 paragraph 9 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..... as EGMS secretary, and the Company appoints Mr/Mrs as technical secretary of EGMS.

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

- I. Approve the Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Board of Directors’ Report for 2014 Q3 containing the following:**
 - 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.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders or the shareholders who casted their vote by correspondence, in accordance with Article 15 paragraph 9 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. Approve the establishment of an underground gas storage subsidiary, named S.N.G.N. "ROMGAZ" S.A. – Underground Gas Storage Subsidiary Depogaz Ploiesti SRL, having the following identification elements, number of employees and scopes of activity:

Address:	Ploiesti, 184 Gh. Gr. Cantacuzino street, Prahova County
Number of jobs:	20 jobs;
Scope of activity:	code CAEN 5210 Storage
Secondary scope of activities:	class CAEN 0910 Support activities for petroleum and natural gas extraction class CAEN 7022 Business and other management consultancy activities

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders or the shareholders who casted their vote by correspondence, in accordance with Article 15 paragraph 9 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 January 12, 2015 as "Record Date", namely the date of identification of shareholders affected by the EGMS Resolution.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders or the shareholders who casted their vote by correspondence, in accordance with Article 15 paragraph 9 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 or the shareholders who casted their vote by correspondence, in accordance with Article 15 paragraph 9 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, December 19, 2014, in Medias, in 4 (four) original copies.

CHAIRMAN

Secretary representing the shareholders:
