

RESOLUTION NO. 2/March 25, 2016**of the Extraordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

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

Today, March 25, 2016, 13:00 noon (Romania time), the shareholders of Societatea Nationala 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 “ROMGAZ”, located in Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, the EGMS being opened by its Chairperson, Mrs. Aurora Negrut, as Chairperson of the Board of Directors.

Whereas:

- The convening notice for the EGMS published in the Official Journal of Romania, Part IV, no. 774 from February 23, 2016, in „Bursa” daily newspaper no. 36 from February 23, 2016 and on the company’s website (www.romgaz.ro), starting from February 23, 2016;
- 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 Chairperson notes that the EGMS is legally established and statutory, 50 shareholders are present or represented, holding a number of 319.744.703 shares, representing 82,9596% of the subscribed and paid up share capital, representing 82,9596% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 14 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

The Chairperson 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. Liviu Stoican as EGMS secretary and the Company appoints Mr. Gheorghe Oprisor as technical secretary of the EGMS.

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

- I. Does not approve for Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. to purchase external legal consultancy, assistance and representation services provided by professional companies in the field of public procurements.**

This item is adopted with 269.823.080 votes representing 85,5467 % 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 14 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 45.547.552 votes "for"
- 269.823.080 votes "against"
- 39.700 votes "abstain" and
- 4.334.371 votes were "not casted".

II. Does not approve the mandate for the Board of Directors of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. to conduct the procedures for purchasing external legal consultancy, assistance and representation services provided by professional companies in the field of public procurements.

This item is adopted with 269.823.080 votes representing 85,5467 % 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 14 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 45.547.552 votes "for"
- 269.823.080 votes "against"
- 39.700 votes "abstain" and
- 4.334.371 votes were "not casted".

III. Establish April 12, 2016 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolution of the Extraordinary General Meeting of Shareholders.

This item is adopted with 315.410.332 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 14 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 315.410.332 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 4.334.371 votes were "not casted".

IV. Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders

This item is adopted with 315.410.332 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 14 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 315.410.332 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 4.334.371 votes were "not casted".

The present Resolution is signed today, March 25, 2016, in Medias, in 4 (four) original copies.

CHAIRPERSON
Aurora Negrut



Secretary on behalf of the shareholders
Liviu Stoican

