

**RESOLUTION NO. 9/October 28, 2016
of the Extraordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Medias, 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, October 28, 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 Medias, 4 Constantin Motas square, Sibiu County Romania, the conference room, the EGMS being opened by its Chairperson, Mrs. Aurora Negruț, as Chairperson of the Board of Directors.

Whereas:

- The convening notice for the EGMS published in the Official Journal of Romania, Part IV, no. 3495/27.09.2016, in „Bursa” daily newspaper of 27.09.2016. and on the company’s website (www.romgaz.ro), starting from September 27, 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, 35 shareholders are present or represented, holding a number of 291.839.443 shares, representing 75,7194% of the subscribed and paid up share capital, representing 75,7194% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 14 from the Articles of Incorporation.

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.

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

I. Approves the withdrawal of S.N.G.N. Romgaz S.A. from Patria Bank SA and approves the submission of the withdrawal declaration.

This item is adopted with 288.456.139 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.

The votes were recorded as follows:

- 288.456.139 votes “for”
- 0 votes “against”
- 0 votes “abstain” and

- 3.383.304 votes were "not casted".

**II. Approves the amendment of the Articles of Incorporation, by supplementing article 5, paragraph 3 with the following activity:
"3700 Wastewater collection and treatment"**

This item is adopted with 288.456.139 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.

The votes were recorded as follows:

- 288.456.139 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3.383.304 votes were "not casted".

III. Authorize the Chairperson of the Board of Directors, Mrs. Aurora Negruț, to sign the updated Articles of Incorporation in order to fulfil the formalities regarding the registration of the amendment of the Articles of Incorporation and to submit the update to the trade register.

This item is adopted with 288.456.139 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.

The votes were recorded as follows:

- 288.456.139 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3.383.304 votes were "not casted".

IV. Establish November 16, 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 288.456.139 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.

The votes were recorded as follows:

- 288.456.139 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3.383.304 votes were "not casted".

V. 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 288.456.139 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.

The votes were recorded as follows:

- 288.456.139 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3.383.304 votes were "not casted".

The present Resolution is signed today, October 28, 2016, in Medias, in 4 (four) original copies.

CHAIRPERSON
Aurora Negruț



Secretary on behalf of the shareholders
Liviu Stoican

