

**RESOLUTION NO. 9/December 17, 2015****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, December 17, 2015, 12:00 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 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. 6525 of November 16, 2015, in „Bursa” daily newspaper no. 220 of November 16, 2015 and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), starting from November 16, 2015;
- 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, 31 shareholders are present or represented, holding a number of 320,535,658 shares, representing 83.1648% of the subscribed and paid up share capital, representing 83.1648% 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. Cornel Bobalca 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. Approves the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Medias regarding its economic and financial activity on September 30, 2015 (Report for January 1, 2015 - September 30, 2015), which includes:**

- a) information on the performance of the directors’ mandate contracts, details on the company’s financial performance and on the company’s financial statements;**

Capital social: 385.422.400 RON

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/2001

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RO12 BRDE 3305 V024 6190 3300 - BRD Medias



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**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 308,699,157 votes representing 97.8330% 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:

- 308,699,157 votes "for"
- 0 votes "against"
- 6,837,704 votes "abstain" and
- 4,998,797 votes were "not casted".

**II. Establish January 14, 2016 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 315,526,861 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:

- 315,526,861 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 4,998,797 votes were "not casted".

**III. 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 315,526,861 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:

- 315,526,861 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 4,998,797 votes were "not casted".

The present Resolution is signed today, December 17, 2015, in Medias, in 4 (four) original copies.

**CHAIRPERSON**  
**Aurora NEGRUT**



**Secretary on behalf of the shareholders**  
**Cornel Bobalca**

