

**RESOLUTION NO. 5/September 7, 2017
of the Ordinary 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, the 7th of September 2017, 14.00 hours (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 Ordinary General Meeting of Shareholders (“OGMS”) 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 OGMS being opened by its Chairperson, Mr. Gheorghe Gabriel Gheorghe as Chairperson of the Board of Directors.

Following the debates, ROMGAZ shareholders decide as follows:

Article 1

Mr. Gheorghe Gabriel Gheorghe is appointed as interim member of ROMGAZ Board of Directors.

Mr. Stan Bogdan – Nicolae is appointed as interim member of ROMGAZ Board of Directors.

Mr. Ciobanu Romeo Cristian is appointed as interim member of ROMGAZ Board of Directors.

Mr. Nistoran Dorin Liviu is appointed as interim member of ROMGAZ Board of Directors.

Mr. Cermonea Ioan Daniel is appointed as interim member of ROMGAZ Board of Directors.

Mr. Grigorescu Remus is appointed as interim member of ROMGAZ Board of Directors.

Mrs. Baciu Sorana - Rodica is appointed as interim member of ROMGAZ Board of Directors.

Article 2

The duration of the interim member’s mandate is set to 4 (four) months, in accordance with the provisions of Article 64[^]1 of OUG no 109/2011 on Corporate Governance of Public Enterprises, as subsequently modified and amended by Law no 111/2016.

Article 3

Approve the form of the Directors’ Agreement to be concluded with the interim members of the Board of Directors in accordance with the proposal of the Ministry of Energy.

Article 4

The remuneration of the interim members of the Board is set to twice the last 12 months' average of the monthly gross average salary for the performed activity in accordance with the classification of activities in the national economy as communicated by the National Institute of Statistics previous to the appointment.

Article 5

The mandate as interim member is not extended by 2 months from expiry for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan-Nicolae, Mr. Chirilă Alexandru and Mr. Virgil Marius Metea.

Article 6

Mrs. Baciú Sorana Rodica is not appointed as member of the Board of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A. with a mandate valid until December 31, 2017 for the position that became vacant on August 11, 2017, as a result of the resignation of Mr. Tcaciuc Sebastian Gabriel from his position as member of the Board of Directors of S.N.G.N. "ROMGAZ"-S.A.

Article 7

The fixed remuneration of the members of the Board who do not benefit from a variable remuneration is not set to twice the last 12 months' average of the monthly gross average salary for the performed activity in accordance with the classification of the activities in the national economy as communicated by the National Institute of Statistics previous to the appointment.

Article 8

Do not approve to conclude the addenda to the Directors' Agreements for the interim Board members whose mandate will be extended, and the Board members who do not benefit from a variable remuneration, respectively, under the forms proposed by the Board of Directors.

Article 9

Do not approve to conclude the Directors' Agreement with the new Board member, appointed in accordance with article 6.

Article 10

Do not authorize the representative of the majority shareholder, i.e. the Ministry of Energy, to sign the addenda to the Directors' Agreements for the interim Board members whose mandate will be extended, and the Board members who do not benefit from a variable remuneration, respectively.

Article 11

Do not authorize the representative of the majority shareholder, i.e. the Ministry of Energy, to sign the Directors' Agreement to be concluded with the new Board member, appointed in accordance with article 6.

Article 12

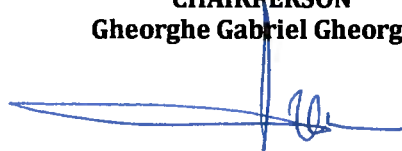
Establish September 26, 2017 as "The Record Date", that is the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

Article 13

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

This Resolution is signed today, the 7th of September 2017, in Medias, in 4 (four) original copies.

CHAIRPERSON
Gheorghe Gabriel Gheorghe



Secretary of the meeting
Nicu-Romeo Susanu

