

ROMGAZ

Societatea Națională de Gaze Naturale Romgaz S.A. - Mediaș - România



To: The General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A.

Ref: Submission for approval of the Corporate Governance Rules of S.N.G.N. ROMGAZ S.A.

The amended and supplemented Corporate Governance Rules of S.N.G.N. ROMGAZ S.A. were endorsed by the Board of Directors on February 27, 2014, by Resolution No. 4 and was submitted for approval to the General Meeting of Shareholders.

The Rules were submitted for approval of OGMS in the meeting of April 28, 2014. Item VII of the OGMS Resolution No. 3 provides that the quorum for valid decision was not met.

General Meeting of Shareholders is the competent body which has to approve or to reject by substantiated grounds the Corporate Governance Rules.

The Board of Directors decided in the meeting of June 24, 2014 to include once again on the agenda of the next meeting of OGMS an item referring to the approval of Corporate Governance Rules of S.N.G.N. ROMGAZ S.A.

Related to the above, please find attached for approval the Corporate Governance Rules of S.N.G.N. ROMGAZ S.A.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
Aurora NEGRUT**

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