

No. / September 30, 2014**To:**

**THE GENERAL MEETING OF SHAREHOLDERS
OF SOCIETATEA NATIONALA DE GAZE NATURALE
"ROMGAZ" – S.A. MEDIAS**

Ref: approval of the Director Agreement for Mr. Manea Sergiu-Cristian, member of the Board of Directors

Whereas:

- The Resolution of the General Ordinary Meeting of Shareholders No. 6/30 July 2014, whereby Mr. Manea Sergiu – Cristian was appointed as Director of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., for a mandate valid until May 16, 2017;
- The requirement for establishing the rights and obligations of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., as **principal** and of Mr. Manea Sergiu – Cristian, as **agent**, within the context of Civil Law, related to acting as member of the Board of Directors;
- The proposal of Mr. Manea Sergiu – Cristian for amendment of the Director Agreement in terms of performing the activity in the Board of Directors without any remuneration;
- The Report of the Nomination and Remuneration Committee of the Board of Directors on the discussions with Mr. Manea Sergiu – Cristian, as Director, for finalizing and concluding the Director Agreement;
- The provisions of the law in force on establishing the remuneration of the members of the Board of Directors (GEO 109/2011 on corporate governance of public companies, as amended and supplemented), as well as the fact that the Director Agreement has to be signed by a representative of the shareholders, by shareholders' approval,

the Board of Directors hereby submits for review and approval to the General Meeting of Shareholders the Director Agreement to be concluded between the Company, by the shareholders representative, and Mr. Manea Sergiu – Cristian, as Director of the Company, in the form agreed by Mr. Manea Sergiu – Cristian.

Please find attached the Director Agreement.

**CHAIRMAN
OF THE BOARD OF DIRECTORS
AURORA NEGRUȚ**