

ROMGAZ

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

No. 362/14/23.12.2015



To the General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A.

Taking into account:

- the provisions of Government Decision no. 834/1991 on the identification and evaluation of lands owned by state owned companies;
- the criteria no. 2665/1992 issued by Ministry of Finance on the identification and evaluation of lands owned by state owned companies;
- the provisions of Law no. 137/2002 on measures for accelerating privatization;
- the provisions of Article 240 of Law 297/2004 on the capital market;
- the provisions of Article 215 of Law no. 31/1990 on commercial companies (republished and updated);
- that SNGN ROMGAZ SA obtained 16 certificates of land ownership, in accordance with the provisions of Government Decision no. 834/1991, for the land necessary to perform its activity, and which certificates have been issued by the Ministry of Finance in 2014, as shown in Annex 1; the total present value of lands for which certificates of ownership have been obtained amounts to RON 321,986.56;
- Romgaz Board of Directors endorsement given by Resolution no. 24/18.12.2015 to initiate the procedure for increasing the share capital of SNGN ROMGAZ SA,

We hereby request approval of:

1. Initiating the procedure to increase the share capital of SNGN ROMGAZ SA by contribution in kind with the value of land for which certificates of ownership have been obtained, pursuant to Government Decision no. 834/1991, in accordance with the attached status.
2. Transmitting a request to the Trade Register Office of Sibiu Court to appoint an independent expert to evaluate the land for which certificates of ownership have been obtained (according to the Annex), in order to increase the share capital of SNGN ROMGAZ SA.

Capital social: 385.422.400 RON
CIF: RO 14056826
Nr. Ord.reg.com/an : J32/392/2001
RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș
RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



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Annexes:

- Annex 1 regarding the centralized status of land area and value for which certificates of ownership have been obtained;
- Copies of certificates of ownership obtained by SNGN ROMGAZ SA, necessary for performing its activity
- For each ownership certificate, copy of:
 - o Status on identification of the lands owned by state owned companies
 - o Reports on land evaluation, performed in accordance with Article 6 of Government Decision no. 834/1991.

CHAIRPERSON OF THE BOARD OF DIRECTORS

Aurora NEGRUT



ANNEX 1

Centralized status of lands area and value for which certificates of ownership have been obtained

No. crt.	Name of objective	Territorial and administrative division	Series and number of certificate/date of issuance	Area for which certificate has been issued m ³	Value of the land-RON-
1.	Structure Ulies	Raciu, Mures County	M03-12901 as of March 03, 2014	549.31	919.80
2.	Cluster 1 Grebenis	Grebenis, Mures County	M03-12902 as of March 03, 2014	38.46	64
3.	Structure Ernei	Ernei, Mures County	M03-12903 as of March 03, 2014	41.14	463.78
4.	Cluster 11 Sarmasel	Sarmasu, Mures County	M03-12904 as of March 03, 2014	15.07	25
5.	Cluster 19 Taga	Sinmartin, Cluj County	M03-12905 as of March 03, 2014	137.47	313
6.	Cluster 34 Taga	Sinmartin, Cluj County	M03-12906 as of March 03, 2014	10,18	30
7.	Cluster 15 Taga	Sinmartin, Cluj County	M03-12907 as of March 03, 2014	73,54	90
8.	Compressor Station Taga	Taga, Cluj County	M03-12908 as of March 03, 2014	14,611.34	132,980
9.	Field compressor Ernei	Ernei, Mures County	M03-12909 as of March 03, 2014	3,501.37	127,695
10.	Cluster 6 Corunca Sud	Corunca, Mures County	M03-12910 as of March 03, 2014	1,475.89	22,579.33
11.	Cluster 3 Corunca Sud	Corunca, Mures County	M03-12911 as of March 03, 2014	763.36	11,678.49
12.	Cluster 1 Voivodeni	Reghin, Mures County	M03-12912 as of March 03, 2014	1,790.01	3,002.75
13.	Cluster 1 Voivodeni	Reghin, Mures County	M03-12914 as of March 03, 2014	12.54	21.04
14.	Cluster 20 Corunca Nord	Livezeni, Mures County	M03-12913 as of March 03, 2014	169.89	2,348.70
15.	Cluster 56 Corunca Sud	Livezeni, Mures County	M03-12915 as of March 03, 2014	932.47	14,265.67
16.	Cluster 11 Puini	Taga, Cluj County	M03-12916 as of March 03, 2014	871.63	5,510
				Total Area- m³	Total Value- RON
				24,993.67	321,986.56