

RESOLUTION NO. 5/April 13, 2020**of the Ordinary General Meeting of Shareholders
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Mediaș, 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**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A joined in the meeting, at its first convening, of April 13, 2020, 1:00 pm (Romania time) at the S.N.G.N. ROMGAZ S.A. working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5th floor, issues the following:

RESOLUTION**Article 1**

Approves the extension SNGN Romgaz SA Board members' mandates by two months as of the expiration date, in compliance with the provisions of article 64¹ para (5) of GEO no. 109/2011 on corporate governance of public companies, approved and subsequently amended and supplemented by Law no.111/2016, as amended from time to time, by preserving the rights and obligations of the existing parties to the contracts of mandate.

Article 2

Approves the addendum of the contract of mandate related to extending the mandate term of Board members by two months as of the expiration date, according to the annex.

Article 3

Mandates the representative of the shareholders or one of the shareholders, appointed by the Chairman of the Board of Directors/ Chairman of the meeting within the general meeting of shareholders, to sign the addenda to the contracts of mandate with SNGN Romgaz SA Board members.

Article 4

Approves S.N.G.N. Romgaz S.A. 2020 individual Income and Expenditure Budget.

Article 5

Takes note of Romgaz S.A. Group consolidated Income and Expenditure Budget for 2020.

Article 6

Authorises the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The present Resolution was signed on April 13, 2020, in 4 (four) original copies.

CHAIRMAN OF THE MEETING

SECRETARY OF THE MEETING

ADDENDUM NO TO THE DIRECTORS' AGREEMENT NO

Made between:

Societatea Națională de Gaze Naturale ROMGAZ SA, a company managed in an one-tier system, having its headquarters at Medias, 4 Constantin Motas Square, Sibiu County, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, IBAN Code RO08 RNCB 0231 0195 2533 0001 opened at BCR Medias, represented by Mr. _____, as principle ("The Company"),

and

Mister/Madam _____, born on _____ in _____, County _____, resident in _____, street _____, no. _____, building _____, apartment _____, County _____, identified by ID series _____ no. _____, issued by _____, on _____, personal identification number _____, as non-executive member of the Board of the Directors ("Director").

Whereas:

- The provisions of Article 64¹, paragraph 5 of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;
- The provisions of Article _____ of SNGN ROMGAZ SA Ordinary General Meeting of Shareholders Resolution no. _____, approving the extension of the interim directors' mandate for Mr./Mrs. _____ ;
- Directors' Agreement no. _____ concluded between the Company and the Director;

The Company and the Director mutually agree to the following:

Sole Article

The term of the Director's Agreement no. _____ is extended by 2 (two) months starting with _____ until _____.

This Addendum is concluded on _____ in 2 (two) original copies, each Party declaring that it has received one copy upon signing.

The Company, by _____

Director _____