

RESOLUTION NO. 8/October 29, 2015

**of the Extraordinary 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, October 29, 2015, 12:00 noon (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 Extraordinary General Meeting of Shareholders („EGMS”) 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 EGMS being opened by its Chairperson, Mrs./Mr., as

Whereas:

- The convening notice for the EGMS published in the Official Journal of Romania, Part IV, no., in „Bursa” daily newspaper of and on the company’s website (www.romgaz.ro), starting from September 28, 2015;
- The provisions of the effective Articles of Incorporation of the Company (“Articles of Incorporation”);
- The applicable legal provisions;

At the beginning of the meeting the Chairperson notes that the EGMS is legally established and statutory, shareholders are present or represented, holding a number of shares, representing% of the subscribed and paid up share capital, representing% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 9 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

The Chairperson notes that the EGMS is statutory and legally established and it can adopt valid resolutions regarding the items on the agenda.

In accordance with Article 129 of Law no. 31/1990, „ROMGAZ” shareholders appoint Mrs./Mr. as EGMS secretary and the Company appoints Mrs./Mr. as technical secretary of the EGMS.

Further to the debates, “ROMGAZ” shareholders decide as follows:

- I. Approve the amendment of Articles of Incorporation of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., according to the Proposed Modifications to the Articles of Incorporation of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., attached to the Convening Notice.**

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain" and
- votes were "not casted".

II. Approve the updated Articles of Incorporation of the Company.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain" and
- votes were "not casted".

III. Approve the authorization of the Chairperson of the Board of Directors to sign the updated Articles of Incorporation of the Company that will be filed with the Trade Register.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain" and
- votes were "not casted".

IV. Approve the amendments to the Director's Agreement concluded between the Company and Company directors according to the proposals contained in Request for Approval no. dated September 28, 2015.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain" and
- votes were "not casted".

V. Approve the Addendum to the Director's Agreement as presented, to be concluded with the members of the Board of Directors.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

VI. Approve the Authorization of Mr. Cornel Bobalca to sign the Addendum to the Director's Agreement, to be concluded with the members of the Board of Directors.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

VII. Approve the change of current name of Sucursala de Inmagazinare Subterana a Gazelor Naturale Ploiesti to Sucursala Ploiesti.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

VIII. Approve the main scope of activity of Sucursala de Inmagazinare Subterana a Gazelor Naturale Ploiesti from „Warehousing and storage” (CAEN Code 5210) to „Extraction of Natural Gas” (CAEN Code 0620).

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

IX. Establish November 17, 2015 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders.

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

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

This item is adopted with _____ votes representing _____% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

The present Resolution is signed today, October 29, 2015, in Medias, in 4 (for) original copies.

CHAIRPERSON

Secretary on behalf of the shareholders
