

RESOLUTION NO. 6/July 30, 2015

**of the Extraordinary 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

Today, July 30, 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 Mediaș, 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 Gazette of Romania, Part IV, no., in „Bursa” daily newspaper of and on the company’s website (www.romgaz.ro), starting from June 29, 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 authorization of S.N.G.N. „ROMGAZ” – S.A.’s representative in the General Meeting of Shareholders of S.C. AMGAZ S.A. to participate in the general meeting of shareholders that will be convened for approval of increase of S.C. AMGAZ S.A.’s share capital as follows:

- a) **For the increase of S.C. AMGAZ S.A.’s share capital by RON 1,900,000, as contribution in cash by issuing new nominal shares with nominal value of RON 10 each share, specifying that such increase shall be used prevalently for payment of the outstanding debt to Sucursala de Interventii, Reparatii Capitale si Operatii Speciale la Sonde (SIRCOSS) Medias, representing the equivalent value of supplied services and late payment penalties calculated until the date of payment;**
- b) **For exercising the preference right of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., as provided under At 216, paragraph 1 of the Company Law No. 31/1990 related to the increase of share capital of S.C. AMGAZ S.A., by**

acquisition of nominal shares belonging to S.N.G.N. „ROMGAZ” – S.A. according to its participation share of 35%.

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. Establish August 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”.

VI. 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, July 30, 2015, in Medias, in 4 (for) original copies.

CHAIRPERSON

Secretary on behalf of the shareholders
