

RESOLUTION NO. 5/June 16, 2015

**of the Ordinary 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, June 16, 2015, 12:00 AM (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 Ordinary General Meeting of Shareholders („OGMS”) 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 OGMS being opened by its Chairperson, Mrs./Mr., as

Whereas:

- The convening notice for the OGMS 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 May 15, 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 OGMS 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 7 from the Articles of Incorporation and of Article 112, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

The Chairperson notes that the OGMS 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 OGMS secretary and the Company appoints Mrs./Mr. as technical secretary of the OGMS.

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

I. Approve of Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Board of Directors’ Report for 2015 Q1 (period January 1, 2015 – March 31, 2015) containing the following:

- a) **information on the performance of the directors' mandate contracts, details on the operational performance, on the company's financial performance and on the company's financial statements;**
- b) **fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and with the set target value.**

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 7 of the Articles of Incorporation correlated with Article 112 (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 Company „Deloitte Audit” S.R.L. Bucharest as financial auditor of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. and the minimum duration of the financial audit contract to 3 (three) years.

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 7 of the Articles of Incorporation correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

III. Establish July 03, 2015 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolutions of the Ordinary 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 7 of the Articles of Incorporation correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

IV. Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary 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 7 of the Articles of Incorporation correlated with Article 112 (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, June 16, 2015, in Medias, in 4 (for) original copies.

CHAIRPERSON

Secretary on behalf of the shareholders
