

**RESOLUTION NO. 2/March 17, 2015
of the Ordinary General Meeting of Shareholders**

Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.

Registered office: Piata Constantin Motas 4, Medias, Sibiu County, Romania, registered with the Trade Register Office attached to Sibiu Law Court under no. J32/392/2001, fiscal code RO 14056826

Today, March 17, 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 Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., located in Medias, Piata Constantin Motas 4, Sibiu county, the conference room, the OGMS being opened by its Chairman Mrs./Mr., as

Whereas:

- The convening notice for the OGMS published in the Official Gazette of Romania, Part IV, no. 825 of February 13, 2015, in „Bursa” daily newspaper of February 13, 2015 and on the company’s website (www.romgaz.ro), starting with February 13, 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 Chairman notes that the OGMS is legally established and statutory, shareholders are present, represented or casted their vote by correspondence, holding a number of shares, representing% of the total number of shares, 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 Chairman notes that the OGMS is statutory and legally established and that it may 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. To elect Mrs. Sorana-Rodica Baciu as director of Societatea Nationala de Gaze Naturale “ROMGAZ” – SA Medias to occupy the vacancy in the Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” – SA Medias following Mr. Klingensmith David Harris’s resignation.**

This item is adopted by votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 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. To elect Mr. Dragos Dorcioman as director of Societatea Nationala de Gaze Naturale "Romgaz" - S.A. to occupy the vacant position following Mr. Sergiu-Cristian Manea's resignation. The mandate shall be effective from the date the position is accepted according to legal provisions, and is valid for 1 (one) year or until the appointment of new directors under the terms of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, if the selection is finalized before the mentioned term.

This item is adopted by votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 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. Authorise Mr. Cornel Bobalca as representative of the major shareholder, the Romanian State, represented by the Ministry of Energy, Small and Medium Enterprises and the Business Environment to sign the director agreement with Mrs. Sorana-Rodica Baciu and with Mr. Dragos Dorcioman.

This item is adopted by votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 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 extension of the bank facility agreement concluded with CitiBank Europe plc, Dublin - Romanian Branch for awarding bank credits by issuing and/or confirming letters of credit and letters of bank guarantee for a maximum available amount of 14 million UDS, valid until March 23, 2016.

This item is adopted by votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 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. Authorize Mr. Virgil-Marius Metea as Director General of S.N.G.N. „ROMGAZ” -S.A. and Mrs. Lucia Ionascu as Economic Director of S.N.G.N. „ROMGAZ” -S.A. to sign the bank facility agreement.

This item is adopted by _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph 7 of the Articles of Incorporation correlated with Article 112 paragraph (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 Articles of Incorporation of S.N.G.N ROMGAZ S.A. Underground Gas Storage Subsidiary - “Depogaz” Ploiesti S.R.L.

This item is adopted by _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph 7 of the Articles of Incorporation correlated with Article 112 paragraph (1) of Law no.31/1990.

The votes were recorded as follows:

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

VII. Authorize Mrs. Aurora Negrut acting as Chairperson of the Board of Directors of S.N.G.N. Romgaz S.A. to sign the Articles of Incorporation of S.N.G.N ROMGAZ S.A. Underground Gas Storage Subsidiary - “Depogaz” Ploiesti S.R.L.

This item is adopted by _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph 7 of the Articles of Incorporation correlated with Article 112 paragraph (1) of Law no.31/1990.

The votes were recorded as follows:

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

VIII. Establish April 03, 2015 as the “Record Date” of the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders

This item is adopted by _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph 7 of the Articles of Incorporation correlated with Article 112 paragraph (1) of Law no.31/1990.

The votes were recorded as follows:

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

IX. Authorize the Chairman of Meeting and the Secretary of the Meeting to execute the Resolution of the Ordinary General Meeting of Shareholders

This item is adopted by _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph 7 of the Articles of Incorporation correlated with Article 112 paragraph (1) of Law no.31/1990.

The votes were recorded as follows:

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

This resolution is executed, today, March 17, 2015, in Medias, in 4 (four) original copies.

CHAIRMAN

Secretary representing the shareholders:
