

RESOLUTION NO. 7/September 23, 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, September 23, 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 the second 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. Aurora Negrut, as Chairperson of the Board of Directors.

Whereas:

- The convening notice for the EGMS published in the Official Gazette of Romania, Part IV, no. 4345 from August 18, 2015, in „Bursa” daily newspaper no. 156 from August 18, 2015 and on the company’s website (www.romgaz.ro), starting from August 18, 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, 20 shareholders are present or represented, holding a number of 331,650,097 shares, representing 86.0485% of the subscribed and paid up share capital, representing 86.0485% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 10 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 Mr. Cornel Bobalca as EGMS secretary and the Company appoints Mr. Oprisor Gheorghe as technical secretary of the EGMS.

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 the 1st half year of 2015 (period January 1, 2015 – June 30, 2015) containing the following:**

Capital social: 385.422.400 RON

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/2001

RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș

RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



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Mediaș, jud. Sibiu - România
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- 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 by 327,938,142 votes representing 99.9925% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 327,938,142 votes "for"
- 24,754 votes "against"
- 0 votes "abstain" and
- 3,687,201 votes were "not casted".

II. Do not approve procurement by S.N.G.N. „ROMGAZ” – S.A. of outsourced consulting, assistance and legal representation specialised services.

This item is adopted by 269,847,834 votes representing 82.2800% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 57,130,862 votes "for"
- 269,847,834 votes "against"
- 984,200 votes "abstain" and
- 3,687,201 votes were "not casted".

III. Do not authorize the Board of Directors to manage the procurement procedures for outsourced consulting, assistance and legal representation specialised services.

This item is adopted by 269,847,834 votes representing 82.2800% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 57,130,862 votes "for"
- 269,847,834 votes "against"
- 984,200 votes "abstain" and
- 3,687,201 votes were "not casted".

IV. Approve establishment of work location (well cluster) „Grup de sonde 19 Caragele” belonging to Tg. Mures Branch, identified by following data:

Secondary Office name: „Grup de sonde 19 Caragele”
Address: Outside built-over area of Surdila Greci village, Braila County;
Scope of Work/CAEN code: "Natural gas production – CAEN CODE 0620";
No of employees: 05 employees.

This item is adopted by 327,962,896 votes representing 100% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 327,962,896 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3,687,201 votes were "not casted".

V. Approve the recording in the Trade Registry under Sibiu Court of Law of the modification of some work locations names belonging to S.T.T.M. Tg. Mures, as follows:

Crt. no.	Initial Name	New Name	Address
1.	Technological Transportation and Maintenance Workshop	STTM Tg. Mures – Ploiesti Work Location	Ploiesti, 8 Targovistei Str., Prahova County
2.	Technological Transportation and Maintenance Section	STTM Tg. Mures – Medias Work Location	Medias, 45 Aurel Vlaicu Str., Sibiu County
3.	Roman Work Location – Car Fleet and Maintenance Formation Roman	STTM Tg. Mures Roman 1 Work Location	Roman, 32 Nicolae Balcescu Blvd., Neamt County
4.	T.T.M. Roman Workshop Headquarters (Technological Transportation and Maintenance Workshop)	STTM Tg. Mures Roman 2 Work Location	Roman, 40 Nicolae Balcescu Blvd., Neamt County
5.	Targu Mures Technological Transportation Section – Sancraiu de Mures	STTM Tg. Mures Sancraiu de Mures Work Location	Sancraiu de Mures village, Sancraiu de Mures commune, 20 Salciilor Str., Mures County

This item is adopted by 327,962,896 votes representing 100% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 327,962,896 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3,687,201 votes were "not casted".

VI. Approve the establishment, registration and declaration to the Trade Registry under Sibiu Law Court of 152 work locations, as they are identified in the Annex to the Report No. 23368 of August 17, 2015.

This item is adopted by 327,938,142 votes representing 99.9925% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 327,938,142 votes "for"
- 24,754 votes "against"
- 0 votes "abstain" and
- 3,687,201 votes were "not casted".

VII. Establish October 07, 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 by 327,962,896 votes representing 100% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 327,962,896 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 3,687,201 votes were “not casted”.

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

This item is adopted by 327,962,896 votes representing 100% 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 10 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 327,962,896 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 3,687,201 votes were “not casted”.

The present Resolution is signed today, September 23, 2015, in Medias, in 5 (five) original copies.

CHAIRPERSON
Aurora NEGRUT



Secretary on behalf of the shareholders
Cornel Bobalca

