

**RESOLUTION No. 2/March 17, 2014
of the Extraordinary General Meeting of Shareholders**

Societatea Națională de Gaze Naturale “ROMGAZ” S.A.

Registered office: Piața Constantin Motas 4, Mediaș, 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, 2014, 12:00 AM, the shareholders of Societatea Națională 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 Documentation and Information Centre of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., located in Mediaș, Soseaua Sibiului 5, Sibiu County, the conference room, the EGMS being opened by its Chairman, Mrs. Aurora Negrut, as Chairman of the Board of Directors.

Whereas:

- The convening notice for the EGMS published in the Official Gazette Part IV, no. 967 of February 14, 2014, in “Bursa” daily newspaper of February 13, 2014 and on the company’s website (www.romgaz.ro), starting from February 13, 2014, as well as the updated convening notice published in the Official Gazette part IV, no. 1387 of March 04, 2014, in “Bursa” daily newspaper of March 03, 2014 and on the company’s website (www.romgaz.ro), starting with February 28, 2014
- 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 EGMS is legally established and statutory, ___ shareholders are present or represented, or votes casted by correspondence, holding a number of _____ shares, representing _____% of the total number of shares and _____% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

The Chairman 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 as EGMS secretary and the Company appoints as technical secretary of the EGMS.

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

I. Approval of participation of S.N.G.N. ROMGAZ S.A. to the increase of share capital of the Project Company – Hidro Tarnița S.A. by subscribing a number of 88,900 new issued

shares with a nominal value of Lei 100, issued by Hidro Tarnița S.A., according to the approval of the Board of Directors

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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. Approval to include in the budget proposal for 2014 the amounts required for payment of the subscribed shares issued by Hidro Tarnița S.A.

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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. Approval of the Agreement in principle to achieve the project “Submarine Interconnection Cable of 400 Kv Romania - Turkey ”, preliminary approved by the Board of Directors

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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. Approval of participation of S.N.G.N. ROMGAZ S.A. to the setup of the Project Company - “High Voltage Direct Current Cable Romania - Turkey S.A.” by subscription and payment of the equivalent amount of 2,000,000 shares with a nominal value of EUR 1

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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. Approval to include in the budget proposal for 2014 the amounts required for payment of the subscribed shares issued by Project Company - “HVDCC Romania - Turkey S.A.”.

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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”.

VI. Approval to correct the error from article V, letter b) of Resolution no.1/January 30, 2014 of SNGN “Romgaz” - SA Extraordinary General Meeting of Shareholders (EGMS Resolution no.1/2014) by replacing number 238 with number 260. Further to the correction, article V, letter b) shall be read as follows: “approve (...) to set up, register and declare to the Trade Register Office attached to Sibiu Law Court a number of 260 work locations listed in Annex 2 hereto”

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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”.

VII. Approval to modify Annex 2 of SNGN “Romgaz” - SA EGMS Resolution no.1/2014 by means of renumbering the items from 1 to 260, according to the attached documents

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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”.

VIII. Establishing April 02, 2014 as the record date of 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 casted by the present or represented shareholders, or votes casted by correspondence, 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”.

IX. Authorizing the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Extraordinary General Meeting of Shareholders, as per article 16, paragraph 1 of the Articles of Incorporation of S.N.G.N. „ROMGAZ” S.A.

This item is adopted with votes representing% of the total votes casted by the present or represented shareholders, or votes casted by correspondence, 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.”

This resolution is executed, today, March 17, 2014, in Medias, in 4 (four) original copies.

**CHAIRMAN
BOARD OF DIRECTORS**

Aurora NEGRUT

Secretary representing the shareholders
