

**RESOLUTION NO. 3/June 15, 2017**

**of the Ordinary 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, June 15, 2017, 14:00 pm (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 Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, the OGMS being opened by its Chairperson, Mr. Gheorghe Gheorghe Gabriel, as Chairperson of the Board of Directors.

**Whereas:**

- The convening notice for the OGMS published in the Official Journal of Romania, Part IV, no. 1590 from May 12,2017, in „Bursa” daily newspaper no. 87 from May 12, 2017 and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), starting from May 12, 2017;
- Supplementing the Agenda of OGMS published in the Official Journal of Romania, Part IV, no. 1885 from May 31, 2017, in „Bursa” daily newspaper no. 100 from May 31, 2017 and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), starting from May 31, 2017;
- 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, 52 shareholders are present or represented, holding a number of 317,865,439 shares, representing 82.4720% of the subscribed and paid up share capital, representing 82.4720% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 12 from the Articles of Incorporation.

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 Mr. Stoican Liviu as OGMS secretary.

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

**I. Approve the proposal of SNGN ROMGAZ SA net profit distribution related to 2016 financial year, as follows:**

**I. Net profit distribution for financial year 2016**

Indicators		Value (RON)
1		2
<b>A.</b>	<b>Gross result of financial year</b>	<b>1,280,695,680.62</b>
<b>B.</b>	<b>Current income tax</b>	<b>278,582,478.32</b>

C.	Deferred income tax	22,466,015.04
D.	<b>Net result of financial year [A.-B.+C.], from which:</b>	<b>1,024,579,217.34</b>
a)	Legal reserve	-
b)	Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22)	83,256,708.00
c)	Retained earnings of accounting income of the previous years	-
c <sup>1</sup> )	Set up own financing sources for projects co-financed from external loans	-
d)	Other distributions provided by special laws	-
E.	<b>Remaining net profit to be distributed (D-d)</b>	<b>941,322,509.34</b>
e)	Employees participation to profit	23,060,501.00
f)	Dividends due to shareholders (90.2823% of the net profit to be distributed (D)) - dividend / share (rounded)	925,013,760.00 2.40
g)	Profit for setting up own financing sources (E-f)	16,308,749.34
	<b>TOTAL DISTRIBUTIONS</b>	<b>1,024,579,217.34</b>

## II. Distribution of some reserves and retained earnings under the form of dividends

In accordance with G.E.O. no. 29/2017, Articles I, II and III and the provisions of *Memorandum no. 20/65552/April 5, 2017*, the amount proposed for distribution is with RON 547,299,808 additional to the amount of RON 925,013,760 of 2016 profit.

The value of the additional dividend per share resulted further the distribution of RON 547,299,808, is of **RON 1.42/share**.

Such amount will be distributed as follows: RON 435,387,655 from the retained earnings (the share corresponding to the development quota established in accordance with the G.D. no. 168/1998) and RON 111,912,153 from the retained earnings representing the surplus achieved from the reassessment reserves.

This resolution is adopted with 298,345,145 votes representing 94.8950% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 298,345,145 votes "for"
- 16,038,001 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

## II. Approve the gross dividend per share amounting to RON 3.82/share which is composed of the gross dividend per share related to 2016 financial year of RON 2.4/share and the additional gross dividend of RON 1.42/share resulted from the distribution of some reserves and retained earnings. The payment of dividends to the shareholders will start on July 26, 2017

This resolution is adopted with 295,343,108 votes representing 93.9401% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 295,343,108 votes "for"
- 19,040,038 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

**III. Set July 5, 2017, as registration date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by the Resolution of the Ordinary General Meeting of Shareholders.**

This resolution is adopted with 295,343,108 votes representing 93.9401% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 295,343,108 votes "for"
- 19,040,038 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

**IV. Establish July 04, 2017 as „ex date” representing the date falling one settlement cycle minus one business day before the Registration Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution.**

This resolution is adopted with 295,343,108 votes representing 93.9401% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 295,343,108 votes "for"
- 19,040,038 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

**V. Establish July 26, 2017, as the payment date, that is the calendar date when the distribution of the revenues related to owning securities, consisting of cash and securities will be certain.**

This resolution is adopted with 295,343,108 votes representing 93.9401% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 295,343,108 votes "for"
- 19,040,038 votes "against"
- 11,884 votes "abstain" and
- 3,470,409 votes were "not casted".

**VI. Authorize the representative of the shareholder Ministry of Energy to sign the Director’s Agreement with the new members of the Board of Directors.**

This resolution is adopted with 300,112,807 votes representing 95.4572% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 300,112,807 votes "for"
- 3,406,936 votes "against"
- 10,875,287 votes "abstain" and
- 3,470,409 votes were "not casted".

**VII. Approve the Quarterly Report of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias regarding its economic and financial activity on March 31, 2017 (period January 1, 2017 - March 31, 2017), which includes:**

- a) Information on the performance of the directors' mandate contracts, 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 set target value;**
- c) Interim individual financial statements (unaudited) for the Quarter ending on March 31, 2017.**

This resolution is adopted with 303,635,927 votes representing 96.5778% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 303,635,927 votes "for"
- 0 votes "against"
- 10,759,103 votes "abstain" and
- 3,470,409 votes were "not casted".

**VIII. Approve the procurement by Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania's Court of Accounts - Sibiu Branch, further to the audit performed in 2016.**

This resolution is adopted with 303,602,897 votes representing 96.5673% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 303,602,897 votes "for"
- 0 votes "against"
- 10,792,133 votes "abstain" and
- 3,470,409 votes were "not casted".

**IX. Approve Romgaz Board of Directors mandate to coordinate the procurement of professional external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania's Court of Accounts - Sibiu Branch, further to the audit performed in 2016.**

This resolution is adopted with 303,602,897 votes representing 96.5673% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 303,602,897 votes "for"
- 0 votes "against"
- 10,792,133 votes "abstain" and
- 3,470,409 votes were "not casted".

**X. Establish July 5, 2017 as "The Record Date", namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.**

This resolution is adopted with 314,395,030 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 314,395,030 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3,470,409 votes were "not casted".

**XI. Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.**

This resolution is adopted with 314,395,030 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

- 314,395,030 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3,470,409 votes were "not casted".

The present Resolution is signed today, June 15, 2017, in Medias, in 4 (four) original copies.

**CHAIRPERSON**  
**Gheorghe Gheorghe Gabriel**

**Secretary of the meeting**  
**Stoican Liviu**

