

**RESOLUTION No. 5/July 30, 2014  
of the Extraordinary General Meeting of Shareholders**

**Societatea Națională 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, July 30, 2014, 12:00 noon (Romania time), 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 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 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. 3616 of June 27, 2014, in "Bursa" daily newspaper of June 26, 2014 and on the company's website ([www.romgaz.ro](http://www.romgaz.ro)), starting from June 27, 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, 18 shareholders are present or represented, holding a number of 340.482.291 shares, representing 88,3400% % of the subscribed and paid up share capital, representing 88,3400% 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 Mr. Liviu Stoican and Mr. Mihai Daric as EGMS secretaries and the Company appoints Mrs. Antal Anca as technical secretary of the EGMS.

Further to the debates, "ROMGAZ" shareholders decide as follows:

**I. Approve the modification of the Articles of Incorporation of Societatea Nationala de Gaze Naturale "Romgaz"- S.A. as follows:**

**a) Article 6 paragraph 3 shall be amended to read as follows:**

***"The Romanian State holds a number of 269,823,080 shares."***

**b) A new paragraph 6 shall be inserted after paragraph 5 Article 6 and shall read as follows:**

***“Romanian and foreign, natural and legal persons hold a number of 57,813,360 shares.”***

This item is adopted with 329.545.682 votes representing 99,9197% 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:

329.545.682 votes “for”  
264.998 votes “against”  
0 votes “abstain” and  
10.671.611 votes were “not casted”.

**II. Approve the Corporate Governance Rules of Societatea Nationala de Gaze Naturale “ROMGAZ”- .SA.**

This item is adopted with 322.410.014 votes representing 97,7561% 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:

322.410.014 votes “for”  
7.400.666 votes “against”  
0 votes “abstain” and  
10.671.611 votes were “not casted”.

**III. Approve to amend item 1 of the Resolution no. 4/April 29/2013 of the Extraordinary General Meeting of Shareholders, to read as follows:**

***Approve to set up a work location belonging to S.N.G.N. “ROMGAZ”-S.A., as follows:***

***Address: Calea Plevnei No. 141, bl. 1, sc.A, ground floor, apartment 1, Bucharest***

***No. of personnel: 5 positions***

***Scope of activity: - business and other management consultancy activities, CAEN code 7022***

***- trade of electricity CAEN code 3514***

***- trade of gas through mains CAEN code 3523***

**Following the modification of item 1 of the Resolution no. 4/April 29/2013 of the Extraordinary General Meeting of Shareholders, it will read as follows:**

***Approve to set up a work location belonging to S.N.G.N. “ROMGAZ”-S.A., as follows:***

***Address: Calea Plevnei No. 141, bl. 1, sc.A, ground floor, apartment 1, Bucharest***

***No. of personnel: 5 positions***

***Scope of activity: - business and other management consultancy activities, CAEN code 7022***

***- trade of electricity CAEN code 3514***

***- trade of gas through mains CAEN code 3523***

This item is adopted with 329.794.926 votes representing 99,9952% 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:

329.794.926 votes "for"  
15.754 votes "against"  
0 votes "abstain" and  
10.671.611 votes were "not casted".

**IV. Establish August 18, 2014 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 with 329.794.926 votes representing 99,9952% 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:

329.794.926 votes "for"  
15.754 votes "against"  
0 votes "abstain" and  
10.671.611 votes were "not casted".

**V. Authorize the Chairman of the Board of Directors and the Secretaries 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 Societatea Națională de Gaze Naturale "ROMGAZ" – S.A.**

This item is adopted with 329.794.926 votes representing 99,9952% 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:

329.794.926 votes "for"  
15.754 votes "against"  
0 votes "abstain" and  
10.671.611 votes were "not casted".

This resolution is executed, today, July 30, 2014, in Medias, in 4 (four) original copies.

**CHAIRMAN  
BOARD OF DIRECTORS  
Aurora NEGRUT**

**Secretaries representing the shareholders:**

**Liviu Stoican**

**Mihai Darie**