

**RESOLUTION No. 7/September 16, 2014
of the Extraordinary General Meeting of Shareholders**

Societatea Națională de Gaze Naturale "ROMGAZ" S.A.

**Registered office: Piata 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, September 16, 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 convening at its headquarters located in Mediaș, Piata Constantin Motas no.4, Sibiu county, the conference room, the EGMS being opened by the Chairman of the meeting, Mr Cornel Bobalca, as representative of the majority shareholder.

Whereas:

- The convening notice for the EGMS published in the Official Gazette Part IV, no. 4794/august 14, 2014 in "Bursa" daily newspaper of August 14, 2014 and on the company's website (www.romgaz.ro), starting from August 14, 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, 19 shareholders are present or represented, holding a number of 333,798,455 shares, representing 86.6059 % of the subscribed and paid up share capital, representing 86.6059 % 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 as EGMS secretary and the Company appoints Mr Gheorghe Opreșor as technical secretary of the EGMS.

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

I. Take note of the Board of Directors Report for 1H 2014

This item is adopted with 322,559,357 votes representing 99.9992 % 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:

- 322,559,357 votes "for",
- 0 votes "against",
- 2,624 votes "abstention" and
- 11,236,474 votes were "not casted".

II. Rejects the proposal to approve several modifications to the Director Agreement concluded between the company and the members of the company's Board, as well as the proposed form of the Addendum to the Director Agreement.

This item is adopted with 269,838,834 votes representing 83.6549 % 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:

- 52,720,523 votes "for"
- 269,838,834 votes "against"
- 2,624 votes "abstention" and
- 11,236,474 votes were "not casted".

III. Rejects the proposal regarding mandating Mr Cornel Bobalca to sign the Addendum to the Director Agreement, in accordance with item II above.

This item is adopted with 269,838,834 votes representing 83.6549 % 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:

- 52,720,523 votes "for"
- 269,838,834 votes "against"
- 2,624 votes "abstention" and
- 11,236,474 votes were "not casted".

IV. Rejects the proposal regarding approval in principle and mandating the Board of Directors of Societatea de Gaze Naturale "ROMGAZ" SA to purchase legal consultancy, assistance and/or representation activities by selecting and concluding legal consultancy, assistance and representation contracts with professional companies with recognised expertise in certain fields, in accordance with the provisions of the Government Emergency Ordinance no. 26 of June 6, 2012 on several measures for reducing public expenses, strengthening the financial discipline and amending and supplementing normative acts.

This item is adopted 269,838,999 votes representing 83.6549 % 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:

- 52,710,358 votes "for"
- 269,838,999 votes "against"
- 12,624 votes "abstention" and
- 11,236,474 votes were "not casted".

V. Establish October 2, 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 322,543,603 votes representing 99.9943 % 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:

322,543,603 votes "for"
15,754 votes "against"
2,624 votes "abstention" and
11,236,474 votes were "not casted".

VI. Authorize the Chairman and the Secretary of the Meeting to execute the Resolution of the Extraordinary General Meeting of Shareholders

This item is adopted with 322,543,603 votes representing 99.9943 % 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:

322,543,603 votes "for"
15,754 votes "against"
2,624 votes "abstention" and
11,236,474 votes were "not casted".

This resolution is executed, today, September 16, 2014, in Medias, in 4 (four) original copies.

**CHAIRMAN
Cornel Bobalca**



**Secretary representing the shareholders:
Liviu Stoican**

