

BOARD OF DIRECTORS**RESOLUTION NO. 13 / 2014****of the Board of Directors of Societatea Națională de Gaze Naturale
"ROMGAZ" - S.A. Medias,
meeting of June 24, 2014**

The Board of Directors of Societatea Națională de Gaze Naturale "ROMGAZ" – S.A., a company managed in a one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, having its headquarters at Piata Constantin Motas 4, Medias, Sibiu County, Romania,

convened in accordance with the provisions of Article 1413 (2) of Company Law No. 31/1990, republished, as amended, in conjunction with the provisions of Article 20 (2) of the updated Articles of Incorporation of S.N.G.N. "ROMGAZ" – S.A., joined in the meeting of June 24, 2014, hours 1200, at the headquarters of S.N.G.N. "ROMGAZ" – S.A.,

in accordance with the provisions of Company Law No. 31/1990, republished, as amended, and the provisions of the updated Articles of Incorporation of S.N.G.N. "ROMGAZ" – S.A., on the basis of the documents provided for the Agenda and the discussions held during the meeting of June 24, 2014, issues the following

RESOLUTION:

Article 1 In accordance with the provisions of Article 117(1) of Company Law No. 31/1990, republished, as amended, Law No. 297/2004 regarding the capital market, republished, as amended, the Regulations of the Romanian National Securities Commission (C.N.V.M) No. 6/19 August 2009, the Government Emergency Ordinance No. 109/2011 regarding corporate governance of public enterprises, and Article 13(1) of the updated Articles of Incorporation of S.N.G.N. "ROMGAZ" – S.A., the Board of Directors decides as follows:

- a) **Approves to convene the Extraordinary General Meeting of Shareholders (EGMS) of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A.**
- b) **Establishes July 30, 2014, 12:00 AM (Romania Time) as the date of holding the Extraordinary General Meeting of Shareholders "ROMGAZ" – S.A., or 31 July 2014 12:00 AM (Romania Time) if on the date of the first EGMS convening the validity requirements are not fulfilled. The venue of the EGMS is at the headquarters of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A. located in Medias, Piata Constantin Motas 4, Sibiu county, the conference hall.**
- c) **Establishes July 18, 2014 as "The Reference Date" to identify the shareholders who have the right to cast their vote and to participate in the EGMS on July 30, 2014.**

d) Approves the EGMS agenda of July 30, 2014, as follows:

Item 1 Approval to modify 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"

Item 2 Approval of the Corporate Governance Rules of Societatea Nationala de Gaze Naturale "ROMGAZ"- .SA.

Item 3 Approval to amend item 1 of the Resolution no. 4/April 29/2013 of the Extraordinary General Meeting of Shareholders, as follows:

Approves 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*

Item 4 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

Item 5 Authorize 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 Societatea Națională de Gaze Naturale "ROMGAZ" – S.A.

e) Authorizes Mrs. Aurora Negruț, as Chairperson of the Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A. to sign the Convening Notice of the Extraordinary General Meeting of Shareholders as of July 30/31, 2014.

Article 2 In accordance with the provisions of Article 117(1) of Company Law No. 31/1990, republished, as amended, Law No. 297/2004 regarding the capital market, republished, as amended, the Regulations of the Romanian National Securities Commission (C.N.V.M) No. 6/19 August 2009, the Government Emergency Ordinance No. 109/2011 regarding corporate governance of public enterprises, and Article 13(1) of the updated Articles of Incorporation of S.N.G.N. "ROMGAZ" – S.A, the Board of Directors decides as follows:

a) Approves to convene the Ordinary General Meeting of Shareholders (OGMS) of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A

- b) Establishes July 30, 2014, 13:00 AM (Romania time) as the date of holding the Ordinary General Meeting of Shareholders "ROMGAZ" – S.A., or July 31, 2014 13:00 AM (Romania Time) if on the date of the first OGMS convening the validity requirements are not fulfilled. The venue of the EGMS is at the headquarters of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A., the conference hall.
- c) Establish July 18, 2014 as "The Reference Date" to identify the shareholders who have the right to cast their vote and to participate in the OGMS on July 30, 2014.
- d) Approves the OGMS agenda of July 30, 2014, as follows:
- Item 1 Appointment of a director on the vacant position in the Board of Directors of Societatea Nationala de Gaze Nationale "ROMGAZ"- S.A. Medias, due to the resignation of Mr. Adrian Constantin Volintiru from this position. The mandate shall be enforced as from the date the position is accepted, in accordance with the legal provisions, and shall be valid until May 14, 2017.*
 - Item 2 Authorize Mr. Cornel Bobâlca, representative of the major shareholder, to sign the director's agreement with the new member of the Board of Directors.*
 - Item 3 Establish August 18, 2014 as "The Record Date", respectively the date to identify the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders*
 - Item 4 Authorize the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Ordinary General Meeting of Shareholders, as per Article 16, paragraph 1 of the Articles of Incorporation of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A.*
- e) Authorize Mrs. Aurora Negruț, as Chairperson of the Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ"- S.A. to sign the Convening Notice of the Ordinary General Meeting of Shareholders as of July 30/31, 2014.

**CHAIRPERSON OF
THE BOARD OF DIRECTORS
Aurora NEGRUȚ**

