

ROMGAZ

Societatea Națională de Gaze Naturale Romgaz S.A. - Medias - România



CURRENT REPORT

In compliance with the Romanian Capital Market Law no. 297/2004 and CNVM Regulation no. 1/2006

Report date: December 30, 2013

Company name: S.N.G.N. ROMGAZ S.A.

Address: Medias, Piata Constantin Motas 4, Sibiu County – Romania, 551130

Phone/fax no: 004-0269-201020 / 004-0269-846901

Fiscal Code: RO14056826

Trade Register registration number: J32/392/2001

Subscribed and paid up share capital: 385 422 400 RON

Significant event to be reported:

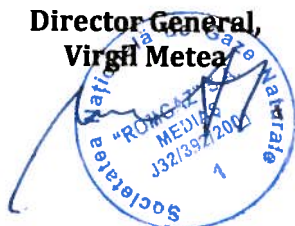
- **Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. for December 30, 2013.**

The quorum condition has been fulfilled according to the provisions of Article 15 from the Articles of Incorporation and of Article 112, paragraph 1 Company Law no. 31/1990 (“Law no. 31/1990”).

Attached:

Resolution No. 21 December 30, 2013 of the Ordinary General Meeting of Shareholders

**Director General,
Virgil Metea**



RESOLUTION No. 21/December 30, 2013

of the Ordinary General Meeting of Shareholders

S.N.G.N. "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, December 30, 2013, 10:00 AM (Romania time), the shareholders of S.N.G.N. "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 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 OGMS being opened by its Chairman, Mrs Aurora Negrut, as Chairman of the Board of Directors.

Whereas:

- The convening notice for the OGMS published in the Official Gazette Part IV, no. 6697 of November 29, 2013, in "Bursa" daily newspaper of November 29, 2013 and on the company's website (www.romgaz.ro), starting with November 28, 2013; as well as the updated convening notice published in the Official Gazette part IV, no. 6990 of December 13, 2013, in "Bursa" daily newspaper of December 13, 2013 and on the company's website (www.romgaz.ro), starting with December 12, 2013
- 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 OGMS is legally established and statutory, 19 shareholders are present, represented or expressed their votes by correspondence, holding a number of 356,719,542 shares, representing 92.5529% of the subscribed and paid up share capital, and a number of 356,719,542 voting rights, representing 92.5529% 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 112, paragraph 1 Company Law no. 31/1990 ("Law no. 31/1990").

The Chairman 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. Cornel Bobalca, representative of the major shareholder, as secretary of OGMS and Mr. Gheorghe Oprisor as technical secretary of OGMS.

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

I. Establishing the rectified Income and Expenditure Budget for 2013 of S.N.G.N. „ROMGAZ” S.A. as approved by Government Decision no. 924/November 27, 2013

This item is adopted with 278,132,307 votes representing 77.9695% of the total votes held by the present, represented shareholders, or shareholders that have expressed their votes by correspondence, in

Capital social: 385.422.400 RON

CIF: RO 14056826

Nr. Ord.reg.com/ain : J32/392/2001

RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș

RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



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accordance with Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990. The votes were recorded as follows:

- 278,132,307 votes “for”
- 60,795,537 votes “against”
- 0 votes “abstain” and
- 17,791,698 votes were “not casted”.

II. Election of S.N.G.N. “ROMGAZ” S.A.’s Board of Directors by cumulative voting

The election of the administrators by cumulative voting was performed in accordance with Article 32 of the Government Emergency Ordinance no. 109/2011 on corporative governance of public companies, as follows:

- Total number of shares/votes: 385,422,400
- Number of administrators of S.N.G.N. „ROMGAZ” – S.A.: 7
- Number of shares held /casted votes by the Ministry of Economy: 269,823,080/269,823,080; interest share 70.0071 %/70.0071 %
- Number of shares held/casted votes by S.C. Fondul Proprietatea S.A.: 57,785,960/57,785,960; interest share 14.9929% / 14.9929%
- Number of shares held/non-casted votes by The Bank of New York Mellon DRS: 17,995,412/17,995,412; interest share 4.6690% / 4.6690%
- Number of shares held/casted votes by legal person shareholders: 31,203,069/11,110,243; interest share 8.0958%/2.8826%
- Number of shares held/casted votes by individual shareholders: 8,614,879/4,847; interest share 2.2352%/0.0013%
- Total number of cumulated votes that can be assigned by shareholders: 2,697,956,800
- Total number of cumulated votes that can be assigned by the Ministry of Economy: 1,888,761,560
- Total number of cumulated votes that can be assigned by S.C. Fondul Proprietatea S.A.: 404,501,720
- Total number of cumulated votes that can be assigned by The Bank of New York Mellon DRS: 125,967,884
- Total number of cumulated votes that can be assigned by legal person shareholders: 218,421,483
- Total number of cumulated votes that can be assigned by individual shareholders: 60,304,153.

Further to reviewing the vote of the shareholders exercised by complying with the applicable law on the secret vote, the following nominees were elected as members of the Board of Directors of the Company, namely:

- a) Members of the Board of Directors in office at the date of 30 December 2013 reconfirmed through cumulative voting:

Mrs. Negrut Aurora
Mr. Virgil – Marius Metea
Mr. Constantin – Adrian Volintiru
Mr. Eugen – Dragos Doros

- b) The new Members of the Board of Directors chosen by cumulative voting at the date of 30 December 2013:

Mrs. Ecaterina Popescu
Mr. Peter Jansen
Mr. David Klingensmith

III. Mandating a representative of the shareholders to sign the contract of administration with the new members of the Board of Directors

Mr. Cornel Bobalca, as representative of the major shareholder namely the Romanian State, through the Ministry of Economy, the Energy Department, is mandated to sign the administration contract with the members of the Board of Directors

This item is adopted with 338,857,844 votes representing 94.9553% of the total votes held by the present or represented shareholders, or shareholders that have expressed their votes by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990. The votes were recorded as follows:

- 338,857,844 votes "for"
- 133,714 votes "against"
- 0 votes "abstain" and
- 17,791,698 votes were "not casted".

IV. Establishing January 17, 2014 as the record date of the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders

This item is adopted with 338,927,844 votes representing 95.0124% of the total votes held by the present or represented shareholders, or shareholders that have expressed their votes by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990. The votes were recorded as follows:

- 338,927,844 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 17,791,698 votes were "not casted".

V. Authorizing 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 S.N.G.N. „ROMGAZ” S.A.

Mrs. Aurora Negrut, as Chairman of the Board of Directors is authorized to execute on behalf of the shareholders the resolutions of the OGMS and any other documents related thereto and to perform any act or formality required by law in order to register and enforce the resolutions of the OGMS, inclusive the formalities for publication and registration thereof with the Trade Register or with any other public institution. Mrs. Aurora Negrut may delegate all or part of the above mentioned authority to any competent person to fulfil this mandate.

This item is adopted with 338,927,844 votes representing 95.0124% of the total votes held by the present or represented shareholders, or shareholders that have expressed their votes by correspondence, in accordance with Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990. The votes were recorded as follows:

- 338,927,844 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 17,791,698 votes were "not casted".

This resolution is signed today, December 30, 2013, in Medias, in 4 (four) original copies.

**CHAIRMAN
BOARD OF DIRECTORS
Aurora NEGRUT**

**Secretary representing the shareholders
Cornel Bobalca**

