

**RESOLUTION NO. 4/April 28, 2015  
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, April 28, 2015, 12:00 AM (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 Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., located in Mediaș, 4 Constantin Motas square, Sibiu County, the conference room, the OGMS being opened by its Chairperson, Mrs. Aurora Negrut, as Chairperson of the Board of Directors.

Whereas:

- The convening notice for the OGMS published in the Official Gazette of Romania, Part IV, no. 1553 of March 24, 2015, in „Bursa” daily newspaper No. 57 of March 24, 2015 and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), starting from March 24, 2015;
- The updated Convening Notice of the OGMS, published in the Official Gazette of Romania, Part IV, no. 1888 of April 10, 2015, in „Bursa” daily newspaper No. 70 of April 10, 2015 and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), starting from April 14, 2015;
- The provisions of the effective Articles of Incorporation of the Company (“Articles of Incorporation”);
- The applicable legal provisions;

The chairperson finds that upon meeting opening the OGMS is legally established and statutory, a number of 22 shareholders or shareholders’ representatives attended or have expressed their votes by correspondence, holding a number of 330,051,480 shares, representing 85.6337 % of the total number of shares and 85. 6337% of the total voting right. The quorum is met in accordance with Art. 15, paragraph (7) of the Articles of Incorporation and of Art. 112 paragraph (1) of the Company Law No. 31/1990.

The chairperson finds that OGMS is legally established and statutory and may adopt valid decisions on the matters provided on the agenda.

Capital social: 385.422.400 RON

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/Z001

RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș

RO12 BRDE 330S V024 6190 3300 - BRD Mediaș



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In accordance with the provisions of article 129 of Company Law No. 31/1990, ROMGAZ shareholders appoint Mr. Liviu Stoican as secretary of the OGMS, and the Company appoints Mr. Gheorghe Oprisor as technical secretary of the OGMS.

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

**Item I Approval for dissolution/de-registration of S.N.G.N. Romgaz S.A. work location having the following identification details:**

**Work Location Name:** „Ploiesti II Car Fleet”  
**Address:** Craiova, 29, Traian Lalescu street, Dolj County.

This item is adopted by 322,594,909 votes representing 97.7408 % of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph (7) of the Articles of Incorporation correlated with Article 115 paragraph (1) of Law no. 31/1990.

The votes were recorded as follows:

- 322,594,909 votes “for”
- 0 votes “against”
- 10,010 votes “abstain” and
- 7,446,561 votes were “not casted”.

**Item II Approval for establishment/registration of S.N.G.N. Romgaz S.A. work location with the following identification details:**

**Work Location Name:** „Craiova Car Fleet”  
**Address:** Craiova, 101C, Teilor street, Dolj County.  
**Scope of activity/NACE codes:**

- Other passenger land transport n.e.c. / 4939;
- Freight transport by land / 4941;
- Maintenance and repair of motor vehicles/ 4520.

**Number of employees:** 18 employees.

This item is adopted by 322,594,909 votes representing 97.7408 % of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph (7) of the Articles of Incorporation correlated with Article 115 paragraph (1) of Law no. 31/1990.

The votes were recorded as follows:

- 322,594,909 votes “for”
- 0 votes “against”
- 10,010 votes “abstain” and
- 7,446,561 votes were “not casted”.

**Item III Establish July 6, 2015 as “The Record Date”, respectively the date for identifying the shareholders who will receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders**

This item is adopted by 322,604,919 votes representing 97.7438 % of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph (7) of the Articles of Incorporation correlated with Article 115 paragraph (1) of Law no. 31/1990.

The votes were recorded as follows:

- 322,604,919 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 7,446,561 votes were “not casted”.

**Item IV Authorize the Chairman of the Meeting and the Secretary of the Meeting to execute the Resolution of the Ordinary General Meeting of Shareholders**

This item is adopted by 322,604,919 votes representing 97.7438 % of the total votes held by the present or represented shareholders, in accordance with Article 15 paragraph (7) of the Articles of Incorporation correlated with Article 115 paragraph (1) of Law no. 31/1990.

The votes were recorded as follows:

- 322,604,919 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 7,446,561 votes were “not casted”.

This resolution is executed, today, April 28, 2015, in Medias, in 4 (four) original copies.

**CHAIRPERSON**  
**Aurora NEGRUT**



**Secretary representing the shareholders:**  
**Liviu Stoican**

