

**RESOLUTION NO. 6/July 30, 2014
of the Ordinary General Meeting of Shareholders**

Societatea Nationala 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, 13:00 PM (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 Medias, Piata Constantin Motas 4, 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 of Romania, 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), starting from June 27, 2014;
- The supplement to the convening notice for the OGMS published in the Official Gazette of Romania, Part IV, no. 3909 of July 16, 2014, in „Bursa” daily newspaper of July 16, 2014 and on the company’s website (www.romgaz.ro), starting from July 16, 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 OGMS is legally established and statutory, 15 shareholders are present or represented, holding a number of 302.461.702 shares, representing 78,4754% of the subscribed and paid up share capital, representing 78,4754% 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. Liviu Stoican and Mr. Mihai Darie as OGMS secretaries and the Company appoints Mrs. Antal Anca as technical secretary of the OGMS.

Further to the debates, “ROMGAZ” shareholders decide as follows:

- I. **Elect Mr. Manea Sergiu Cristian as Director of Societatea Nationala de Gaze Naturale “ROMGAZ” – SA Medias, on the vacant position in the Board of Directors of S.N.G.N. Romgaz S.A further to the resignation of Mr. Adrian Constantin Volintiru from his position. The mandate shall be enforced from**

Capital social: 385.422.400 RON

CIF: RO 14056826

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RO12 BRDE 3305 V024 6190 3300 - BRD Medias



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the date the position is accepted according to legal provisions and shall be valid until May 14, 2017.

This item is adopted with 286.579.173 votes representing 98,2142% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 286.579.173 votes "for"
- 1.212.853 votes "against"
- 3.998.065 votes "abstain" and
- 10.671.611 votes were "not casted".

II. Mandate Mr. Cornel Bobalca, as representative of the majority shareholder the Romanian State, represented by the Ministry of Economy through the Energy Department for signing the Director's Agreement with Mr. Manea Sergiu Cristian.

This item is adopted with 286.579.173 votes representing 98,2142% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 286.579.173 votes "for"
- 1.212.853 votes "against"
- 3.998.065 votes "abstain" and
- 10.671.611 votes were "not casted".

III. Establish the Income and Expenditure Budget of Societatea Nationala de Gaze Naturale "ROMGAZ" - SA for the financial year 2014, according to the provisions of GD 570/2014.

This item is adopted with 289.611.720 votes representing 99,4306% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 289.611.720 votes "for"
- 1.658.371 votes "against"
- 0 votes "abstain" and
- 11.191.611 votes were "not casted".

IV. Does not approve the additional variable remuneration of Board of Directors members according to SNGN Romgaz SA shares performance and of the form of Addendum to the Directors' Agreement to be concluded with the Board of Directors members in this respect.

This item is adopted with 273.771.861 votes representing 93,9924% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 17.498.230 votes "for"
- 273.771.861 votes "against"
- 0 votes "abstain" and
- 11.191.611 votes were "not casted".

V. Does not approve to mandate the company Board of Directors to implement a system of variable remuneration of Romgaz management according to SNGN Romgaz SA shares performances.

This item is adopted with 270.088.078 votes representing 92,7277% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 21.182.013 votes "for"
- 270.088.078 votes "against"
- 0 votes "abstain" and
- 11.191.611 votes were "not casted".

VI. Does not approve to mandate Mr. Cornel Bobâlcă to sign the addendum to the Directors' Agreement to be concluded with the Board of Directors members.

This item is adopted with 273.771.861 votes representing 93,9924% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 17.498.230 votes "for"
- 273.771.861 votes "against"
- 0 votes "abstain" and
- 11.191.611 votes were "not casted".

VII. Establish August 18, 2014 as "The Record Date", in accordance with the provisions of Article 238 of Law No. 297/2004 on the capital market, as the date for identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

This item is adopted with 291.790.091 votes representing 100% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 291.790.091 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 10.671.611 votes were "not casted"

VIII. Authorize the Chairman of the Board of Directors and the Secretaries of the Meeting to sign the Resolution of the Ordinary General Meeting of Shareholders, according to the provisions of Article 16, paragraph 1 of „ROMGAZ” Articles of Incorporation.

This item is adopted with 291.790.091 votes representing 100% of the total votes held by the present or represented shareholders, or who cast their vote by correspondence, in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 112 (1) of Law no.31/1990.

The votes were recorded as follows:

- 291.790.091 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 10.671.611 votes were “not casted”

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

**CHAIRMAN
OF
THE BOARD OF DIRECTORS
Aurora NEGRUȚ**



Secretaries on behalf of the shareholders:

Liviu Stoican



Marius Darie