

**RESOLUTION NO. 8/October 29, 2015****of the Extraordinary General Meeting of Shareholders  
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Medias, 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, October 29, 2015, 12:00 noon (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 Extraordinary General Meeting of Shareholders („EGMS”) of „ROMGAZ” at its first convening, at the headquarters of “ROMGAZ”, located in Medias, 4 Constantin Motas square, Sibiu County Romania, the conference room, the EGMS being opened by its Chairperson, Mr. Virgil – Marius Metea as member of the Board of Directors of „ROMGAZ”.

Whereas:

- The convening notice for the EGMS published in the Official Journal of Romania, Part IV, no. 5400 from September 28, 2015 in „Bursa” daily newspaper no. 185 from September 28, 2015 and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), starting from September 28, 2015;
- 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 Chairperson notes that the EGMS is legally established and statutory, 21 shareholders are present or represented, holding a number of 335,263,524 shares, representing 86.9860% of the subscribed and paid up share capital, representing 86.9860% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 9 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

The Chairperson 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 Oprișor as technical secretary of the EGMS.

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

- I.1. Do not approve the modification to the of SNGN Romgaz SA Article of Incorporation in accordance with the Proposal for modification of SNGN Romgaz SA Article of Incorporation, Appendix to Convening Notice.**

This item is adopted with 279,941,052 votes representing 84.4641% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 51,491,292 votes "for"
- 279,941,052 votes "against"
- 0 votes "abstain" and
- 3,831,180 votes were "not casted".

**I.2. Approve the modification to the SNGN Romgaz SA Article of Incorporation in accordance with the Proposal for modification of SNGN Romgaz SA Articles of Incorporation made by the shareholder, the Romanian State through the Ministry of Energy, Small, and Middle Enterprisers and Business Environment.**

This item is adopted with 271,844,892 votes representing 84.1021% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 271,844,892 votes "for"
- 1,387,443 votes "against"
- 0 votes "abstain" and
- 12,031,189 votes were "not casted".

**II. Approve the updated Articles of Incorporation of the Company.**

This item is adopted with 324,006,924 votes representing 97.7596% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 324,006,924 votes "for"
- 7,425,420 votes "against"
- 0 votes "abstain" and
- 3,831,180 votes were "not casted".

**III. Approve the authorization of the Chairperson of the Board of Directors to sign the updated Articles of Incorporation of the Company that will be filed with the Trade Register.**

This item is adopted with 324,006,924 votes representing 97.7596% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 324,006,924 votes "for"
- 7,425,420 votes "against"
- 0 votes "abstain" and
- 3,831,180 votes were "not casted".

**IV. Do not approve the amendments to the Director's Agreement concluded between the Company and Company directors according to the proposals contained in Request for Approval no. 27244 dated September 28, 2015.**

This item is adopted with 330,232,933 votes representing 99.6382% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 755,065 votes "for"
- 330,232,933 votes "against"
- 444,346 votes "abstain" and
- 3,831,180 votes were "not casted".

**V. Do not approve the Addendum to the Director's Agreement as presented, to be concluded with the members of the Board of Directors.**

This item is adopted with 326,363,508 votes representing 98.4707% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 754,065 votes "for"
- 326,363,508 votes "against"
- 4,313,771 votes "abstain" and
- 3,831,180 votes were "not casted".

**VI. Do not authorize of Mr. Cornel Bobalca to sign the Addendum to the Director's Agreement, to be concluded with the members of the Board of Directors.**

This item is adopted with 325,572,399 votes representing 98.2320% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 1,546,174 votes "for"
- 325,572,399 votes "against"
- 4,313,771 votes "abstain" and
- 3,831,180 votes were "not casted".

**VII. Approve the change of current name of "Sucursala de Inmagazinare Subterana a Gazelor Naturale Ploiesti" to "Sucursala Ploiesti".**

This item is adopted with 331,407,590 votes representing 99.9925% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 331,407,590 votes "for"
- 24,754 votes "against"
- 0 votes "abstain" and
- 3,831,180 votes were "not casted".

**VIII. Approve the main scope of activity of Sucursala de Inmagazinare Subterana a Gazelor Naturale Ploiesti from „Warehousing and storage” (CAEN Code 5210) to „Extraction of Natural Gas” (CAEN Code 0620).**

This item is adopted with 331,407,590 votes representing 99.9925% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 331,407,590 votes “for”
- 24,754 votes “against”
- 0 votes “abstain” and
- 3,831,180 votes were “not casted”.

**IX. Establish November 17, 2015 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 331,407,590 votes representing 99.9925% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 331,407,590 votes “for”
- 24,754 votes “against”
- 0 votes “abstain” and
- 3,831,180 votes were “not casted”.

**X. Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders.**

This item is adopted with 331,407,590 votes representing 99.9925% 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 paragraph 9 of the Articles of Incorporation correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 331,407,590 votes “for”
- 24,754 votes “against”
- 0 votes “abstain” and
- 3,831,180 votes were “not casted”.

The present Resolution is signed today, October 29, 2015, in Medias, in 4 (four) original copies.

**CHAIRPERSON  
MANDATED  
Virgil – Marius METEA**



**Secretary on behalf of the shareholders  
Liviu Stoican**

