

**RESOLUTION NO. 5/September 7, 2017
of the Ordinary 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, the 7th of September 2017, 14.00 hours (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 ROMGAZ, located in Medias, 4 Constantin Motas Square, Sibiu County, Romania, the conference room, the OGMS being opened by its Chairperson, Mr./Mrs.as

At the beginning of the meeting, the Chairperson finds that the meeting is joined by shareholders holding a number of shares, representing% of total voting rights. As the quorum requirements are fulfilled in accordance with the provisions of Article 15 paragraph 12 of the Articles of Incorporation, the Chairperson of the meeting finds that the OGMS is 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./Mrs. as OGMS secretary.

Following the debates, ROMGAZ shareholders decide as follows:

Article 1

Mr./ Mrs. is appointed as interim member of ROMGAZ Board of Directors

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Article 2

The duration of the interim member’s mandate is set to 4 (four) months, in accordance with the provisions of Article 641 of OUG no 109/2011 on Corporate Governance of Public Enterprises, as subsequently modified and amended by Law no 111/2016.

Article 3

Approve the form of the Directors’ Agreement to be concluded with the interim members of the Board of Directors in accordance with the proposal of the Ministry of Energy.

Article 4

The remuneration of the interim members of the Board is set to twice the last 12 months' average of the monthly gross average salary for the performed activity in accordance with the classification of activities in the national economy as communicated by the National Institute of Statistics previous to the appointment.

Article 5

The mandate as interim member is extended by 2 months from expiry for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan-Nicolae, Mr. Chirilă Alexandru and Mr. Virgil Marius Metea.

Article 6

Mr. / Mrs. is appointed as member of the Board of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. with a mandate valid until December 31, 2017 for the position that became vacant on August 11, 2017, as a result of the resignation of Mr. Tcaciuc Sebastian Gabriel from his position as member of the Board of Directors of S.N.G.N. "ROMGAZ" -S.A.

Article 7

The fixed remuneration of the members of the Board who do not benefit from a variable remuneration is set to twice the last 12 months' average of the monthly gross average salary for the performed activity in accordance with the classification of the activities in the national economy as communicated by the National Institute of Statistics previous to the appointment.

Article 8

Approve to conclude the addenda to the Directors' Agreements for the interim Board members whose mandate will be extended, and the Board members who do not benefit from a variable remuneration, respectively, under the forms proposed by the Board of Directors.

Article 9

Approve to conclude the Directors' Agreement with the new Board member, appointed in accordance with Item 2.

Article 10

Authorize the representative of the majority shareholder, i.e. the Ministry of Energy, to sign the addenda to the Directors' Agreements for the interim Board members whose mandate will be extended, and the Board members who do not benefit from a variable remuneration, respectively.

Article 11

Authorize the representative of the majority shareholder, i.e. the Ministry of Energy, to sign the Directors' Agreement to be concluded with the new Board member, appointed in accordance with Item 2.

Article 12

Establish September 26, 2017 as "The Record Date", that is the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

Article 13

Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

This Resolution is signed today, the 7th of September 2017, in Medias, in 4 (four) original copies.

CHAIRPERSON

Secretary of the meeting
