

RESOLUTION NO. 6/April 26, 2018

**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**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. joined in the meeting, at its first convening, of April 26, 2018, hours 2:00pm (Romania time) at the headquarters of “ROMGAZ”, located in Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, issues the following:

RESOLUTION**Article 1**

Takes note of the Board of Directors’ Report on the activity performed in 2017.

Article 2

Takes note of the Report of the Independent Auditor DELOITTE AUDIT S.R.L. on the annual individual financial statements of S.N.G.N. “ROMGAZ”- S.A. for the year ended December 31, 2017.

Article 3

Approves the annual individual financial statements for the year ended December 31, 2017 (the individual statement of financial position, the individual statement of global result, the individual statement of changes in stockholders’ equity, the individual statement of cash flows, explanatory information on the financial statements) prepared in compliance with the International Financial Reporting Standards (IFRS) based on the Board of Directors’ Report for the financial year 2017 and the Report of the Independent Auditor S.C. Deloitte Audit S.R.L..

Article 4

Approves the distribution of net profit achieved by S.N.G.N. “ROMGAZ”- S.A. in 2017, as follows:

	Indicators	Value (RON)
0	1	2
A.	Gross result of financial year	2 181 191 837.80
B.	Current income tax	368 030 969.00
C.	Deferred income tax	41 587 509.62
D.	Net result of financial year [A.-B.+C.], (accounting profit after profit tax deduction) out of which:	1 854 748 378.42
a)	Legal reserve	.00

b)	Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22)	23 790 568.59
c)	Retained earnings of accounting income of the previous years (according to art.1, par(1) c) of GO no.64/2001	.00
c ¹)	Set up own financing sources for projects co-financed from external loans (acc. to art.1, para (1) c ¹ of GO no.64/2001	.00
d)	Other distributions provided by special laws	.00
E.	Remaining net profit to be distributed (D.-b+c)	1 830 957 809.83
e)	Employees participation to profit	23 724 631.00
f)	Dividends due to shareholders (90.19 % of the net profit of the financial year (D)) - dividend / share	1 672 733 216.00 4.34
g)	Profit for setting up own financing sources [E-f])	158 224 593.83
*	TOTAL DISTRIBUTIONS (b+f+g)	1 854 748 378.42

Article 5

Approves the dividend of RON 4.34 per share, distributed from the net profit achieved in 2017.

Article 6

Approves the employees' participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001, in amount of RON 23,724,631.

Article 7

Approves the allocation of the amount of RON 277,863,150.91 from retained earnings, representing the development quota, as follows:

- a. The amount of RON 250,524,560 to be distributed as dividends;
- b. The amount of RON 27,338,590.91 to be distributed to own financing sources.

Article 8

Approves the dividend of RON 0.65 per share, distributed from retained earnings.

Article 9

Approves the total dividend per share in amount of RON 4.99, out of which RON 4.34 related to the 2017 result, and RON 0.65 related to retained earnings.

Article 10

Takes note of the Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2017, and on fulfilment, as of December 31, 2017 of the performance criteria and objectives set out in the Director's Agreement/Contract of Mandate of the Director General of S.N.G.N. "ROMGAZ" - S.A..

Article 11

Approves the budgetary discharge of the Board members for the financial year 2017.

Article 12

Approves the extension of interim directors' mandates with a 2 months term from the expiry date, according to the provisions of art. 64¹ para (5) of GEO 109/2011.

Article 13

Approve the conclusion of addenda to the director agreements to extend by 2 months the term of the director agreements of interim directors.

Article 14

Approves to mandate the representative of the major shareholder, the Ministry of Energy, to sign the addenda for the extension of the director agreements of interim directors.

Article 15

Establishes July 6, 2018 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

Article 16

Establishes July 05, 2018 as „Ex-Date” representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution.

Article 17

Establishes July 27, 2018 as “Payment Date”, which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain.

Article 18

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

The present Resolution was signed on April 26, 2018, in 4 (four) original copies.

**CHAIRMAN OF
THE BOARD OF DIRECTORS**

SECRETARY OF THE MEETING