

**RESOLUTION NO. 4/August 9, 2017****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, August 9, 2017, 13:00 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, Mrs/Mr. ...., as .....

The Chairman of the meeting notes that, at opening the EGMS meeting, there are shareholders present holding a number of ..... shares, representing ..... % of the total voting rights. The quorum condition being fulfilled, in compliance with article 15 para 14 of the Articles of Incorporation, the Chairman of the meeting notes that the EGMS is legally set up and that it may adopt valid resolutions on the items of the agenda.

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 Mrs./Mr. .... as EGMS secretary.

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

**Article 1**

Approve amendment of Societatea de Gaze Naturale “ROMGAZ”-S.A. Articles of Incorporation as follows:

Paragraph (4) of article 6 – Share capital, shall be amended and shall read as follows:

*„ (4)The rights of the Romanian State, as shareholder of Romgaz SA, are exercised through the Ministry of Energy, with the headquarters in Bucharest, Splaiul Independentei no. 202E, district 6.”*

Letter c) is deleted *“discussing, approving or requiring the supplementation or review, as the case may be, of the governing plan, under the provisions of the law”* of paragraph (4) article 12 - Organization and Powers of the General Meeting of Shareholders.

**Article 2**

Authorise the chairman of the Board of Directors to sign the updated Articles of Incorporation and to fulfil all and any formalities required to record the specifications related to the amendment of the Articles of Incorporation and to submit the updated document to the Trade Register Office of Sibiu Court. The authorised person may assign to other persons the mandate or the fulfilment of the above mentioned formalities.

**Article 3**

Approve the conclusion of the Addendum to the Association Agreement concluded between Romgaz and Schlumberger to modify Annex B “Base Production, Production decline curves”.

**Article 4**

Approve the conclusion of the Transaction Agreement to approve modification of Annex B “Base Production, Production decline curves” to the Association Agreement for the period between May the 1<sup>st</sup> 2016 and the effective date of the Addendum for the two wells that have been unable to produce natural gas for seven consecutive days, and for the period between June the 1<sup>st</sup>, 2016 and the effective date of the Addendum for the three wells producing below 50% of the production decline curve in the last six months, with the correction of the identified material error.

**Article 5**

Establish August 30, 2017 as “The Record Date”, respectively the date for identifying the shareholders who are affected by the resolution of the Extraordinary General Meeting of Shareholders.

**Article 6**

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

The present Resolution is signed today, August 9, 2017, in Medias, in 4 (four) original copies.

**CHAIRPERSON**

**Secretary of the meeting**

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