

**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, September 7, 2017, 14:00 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 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, Mrs/Mr. ...., as .....

The Chairman of the meeting notes that, at opening the OGMS 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 12 of the Articles of Incorporation, the Chairman of the meeting notes that the OGMS is legally set up and that it may adopt valid resolutions on the items of the agenda.

The Chairperson 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 Mrs./Mr. .... as OGMS secretary.

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

**Article 1**

Extend the interim director’s mandate for a period of 2 months from the date of expiry, for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan – Nicolae, Mr. Chirila Alexandru and Mr. Metea Virgil Marius.

**Article 2**

Elect Mrs./Mr. .... member of the Board of Societatea Nationala de Gaze Naturale “ROMGAZ”- S.A. for a mandate valid until December 31, 2017 for the position that will become 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.

**Article 3**

Set the fixed remuneration for the directors of the Board who do not benefit from a variable remuneration, at a value equal to twice the last 12 months average of the monthly gross average salary for the activity carried out in accordance with the classification of the Romanian economic activities communicated by the National Institute of Statistics previous to the appointment.

**Article 4**

Approve the conclusion the addendum to the directors' agreements of the interim Board member whose mandate will be extended, and of the Board members who do not benefit from a variable remuneration, respectively, under the forms proposed by the Board of Directors.

**Article 5**

Approve the conclusion the director agreement with the new Board member, appointed in accordance with Resolution 2, under the form proposed by the Board of Directors.

**Article 6**

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

**Article 7**

Authorize the representative of the majority shareholder, the Ministry of Energy, to sign the Directors' Agreement that will be signed with the new Board member, appointed in accordance with Resolution 2.

**Article 8**

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

**Article 9**

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

The present Resolution is signed today, September 7, 2017, in Medias, in 4 (four) original copies.

**CHAIRPERSON**

**Secretary of the meeting**

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