

RESOLUTION NO. 3/June 15, 2017**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

Today, June 15, 2017, 14:00 pm (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 Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, the OGMS being opened by its Chairperson, Mrs./Mr., as

Whereas:

- The convening notice for the OGMS published in the Official Journal of Romania, Part IV, no., in „Bursa” daily newspaper of and on the company’s website (www.romgaz.ro), starting from
- 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 OGMS is legally established and statutory, shareholders are present or represented, holding a number of shares, representing% of the subscribed and paid up share capital, representing% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 12 from the Articles of Incorporation.

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:

- I. Approve the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A. Mediaș regarding its economic and financial activity on March 31, 2017 (period January 1, 2017 - March 31, 2017), which includes:**
 - a) Information on the performance of the directors’ mandate contracts, on the company’s financial performance and on the company’s financial statements;**
 - b) Fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value;**

c) Interim individual financial statements (unaudited) for the Quarter ending on March 31, 2017.

This item is adopted with _____ votes representing _____% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

II. Approve the procurement by Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania's Court of Accounts - Sibiu Branch, further to the audit performed in 2016.

This item is adopted with _____ votes representing _____% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

III. Approve Romgaz Board of Directors mandate to coordinate the procurement of professional external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania's Court of Accounts - Sibiu Branch, further to the audit performed in 2016.

This item is adopted with _____ votes representing _____% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

IV. Approve July 5, 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.

This item is adopted with _____ votes representing _____% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"
..... votes "against"

..... votes "abstain" and
..... votes were "not casted".

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

This item is adopted with _____ votes representing _____% 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"
..... votes "against"
..... votes "abstain" and
..... votes were "not casted".

The present Resolution is signed today, June 15, 2017, in Medias, in 4 (four) original copies.

CHAIRPERSON

Secretary on behalf of the shareholders
