

**RESOLUTION No. 7/September 16, 2014
of the Extraordinary General Meeting of Shareholders**

Societatea Națională de Gaze Naturale “ROMGAZ” S.A.

**Registered office: Piata Constantin Motas 4, Mediaș, 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 16, 2014, 12:00 noon (Romania time), the shareholders of Societatea Națională 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 its headquarters located in Mediaș, Piata Constantin Motas no.4, Sibiu county, the conference room, the EGMS being opened by the Chairman of the meeting, Mrs./Mr....., as
.....

Whereas:

- The convening notice for the EGMS published in the Official Gazette Part IV, no., in “Bursa” daily newspaper of August 14, 2014 and on the company’s website (www.romgaz.ro), starting from August 14, 2014;
- 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 Chairman notes that the EGMS 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 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

The Chairman 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 Mr..... and Mr..... as EGMS secretaries and the Company appoints Mrs./Mr. as technical secretary of the EGMS.

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

I. Take note of the Board of Directors Report for 1H 2014

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

II. Approve the amendments to the Director Agreement concluded between the company and the directors of the company as proposed in Note no. as well as the Addendum to the Director Agreement to be concluded with the members of the Board of Directors in this respect.

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

III. Mandate Mr. Cornel Bobalca for signing the Addendum to the Director Agreement to be concluded with the members of the Board of Directors.

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

IV. Approve in principle the possibility of concluding external professional legal consultancy, assistance and representation contracts in compliance with the Government Emergency Ordinance no. 26 of June 6, 2012 on measures for reducing public expenses, for strengthening the financial discipline and for amending and supplementing laws.

Mandate the Board of Directors of Societatea de Gaze Naturale “ROMGAZ” SA to purchase legal consultancy, assistance and/or representation activities by selecting and concluding legal consultancy, assistance and representation contracts with professional companies with recognised expertise in certain fields, further to analyses performed in exceptional cases when there are well-grounded situations.

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990. The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

V. Establish October 2, 2014 as “The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of

Shareholders.

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

VI. Authorize the Chairman and the Secretaries of the Meeting to execute the Resolution of the Extraordinary General Meeting of Shareholders, as per Article 16, paragraph 1 of the Articles of Incorporation of Societatea Națională de Gaze Naturale “ROMGAZ” – S.A.

This item is adopted with _____ votes representing _____ of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

This resolution is executed, today, September 16, 2014, in Medias, in 4 (four) original copies.

CHAIRMAN

Secretaries representing the shareholders:

