

RESOLUTION NO. 11/December 8, 2016**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, December 8, 2016, 1:00 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 Medias, 4 Constantin Motas square, Sibiu County Romania, the conference room, the OGMS being opened by its Chairperson, Mr. Buzatu Florin Dănuț, as director of the company, authorised to exercise the duties of the Chairperson of the Board of Directors of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., for the Ordinary General Meeting of Shareholders on December 8, 2016

Whereas:

- The convening notice for the OGMS published in the Official Journal of Romania, Part IV, no. 3836/27.10.2016, in „Bursa” daily newspaper of October 27, 2016 and on the company’s website (www.romgaz.ro), starting from October 27, 2016;
- 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, 39 shareholders are present or represented, holding a number of 305,428,250 shares, representing 79.2451% of the subscribed and paid up share capital, representing 79.2451% 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 Mr. Liviu Stoican as OGMS secretary.

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

I. Approves the documentation related to lands in the Buza and Band locations in order to obtain the certificates of ownership of land.

This item is adopted with 301,300,676 votes representing 100% 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:

- 301,300,767 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 0 votes were "not casted".

II. Conclusion of a legal consultancy contract with a law firm from Poland to fulfil the legal formalities for Romgaz withdrawal from Poland blocks.

This item is adopted with 301,300,676 votes representing 100% 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:

- 301,300,767 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 0 votes were "not casted".

III. Establish December 27, 2016 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 301,300,676 votes representing 100% 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:

- 301,300,767 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 0 votes were "not casted".

IV. 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 301,300,676 votes representing 100% 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:

- 301,300,767 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 0 votes were "not casted".

The present Resolution is signed today, December 8, 2016, in Medias, in 4 (four) original copies.

CHAIRPERSON
Buzatu Florin Dănuț



Secretary of the meeting
Liviu Stoican

