

RESOLUTION NO. 13/December 30, 2016**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, December 30, 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 Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, the OGMS being opened by its Chairperson, Mr. Dumitru Chisăliță, as Chairperson of the Board of Directors.

Whereas:

- The convening notice for the OGMS published in the Official Journal of Romania, Part IV, no. 4165/29.11.2016, in „Ziarul România Liberă” daily newspaper of November 29, 2016 and on the company’s website (www.romgaz.ro), starting from November 29, 2016;
- Supplementing the Agenda of OGMS published in the Official Journal of Romania, Part IV, no. 4312/ 16.12.2016, in „Bursa” daily newspaper of November 16, 2016 and on the company’s website (www.romgaz.ro), as of December 16, 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 300,229,262 shares, representing 77.8962% of the subscribed and paid up share capital, representing 77.8962% 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. Establish the fix remuneration of the members of the board Mr. Buzatu Florin Danut and Mr. Stoicescu Florin Razvan, elected according to Resolution no.10 of November 15, 2016 of the Ordinary General Meeting of Shareholders, equal to the mean of the average monthly gross earnings for the last 12 months for the activity performed according the core business of the company, as per the salary range according to the classification of activities in the national economy, as provided by the National Institute for Statistics prior to their appointment;**

This item is adopted with 288,307,313 votes representing 98.9664% % 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:

- 288,307,313 votes "for"
- 3,011,032 votes "against"
- 6,368,571 votes "abstain" and
- 8,910,917 votes were "not casted".

II. Approve the director agreement/contract of mandate that will be concluded with the new members of the board of directors in compliance with the proposal of the shareholder the Ministry of Energy.

This item is adopted with 283,025,956 votes representing 95.1434% 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:

- 283,025,956 bvotes "for"
- 14,447,151 votes "against"
- 213,809 votes "abstain" and
- 2,756,155 votes were "not casted".

III. Approve to mandate the representative of the shareholder the Ministry of Energy to sign the director agreement/contract of mandate with Mr. Buzatu Florin Danut and Mr. Stoicescu Florin Razvan. The contract shall be effective upon acceptance of the mandate by the new members of the board of directors.

This item is adopted with 282,872,457 votes representing 95,0918% 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:

- 282,872,457 votes "for"
- 14.600.650 votes "against"
- 213.809 votes "abstain" and
- 2.756.155 votes were "not casted".

IV. Approve the Quarterly Report of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias regarding its economic and financial activity on September 30, 2016 (period January 1, 2016 - September 30, 2016), 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.**

This item is adopted with 297,625,816 votes representing 99.9795% 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:

- 297,625,816 votes "for"
- 61,100 votes "against"
- 0 votes "abstain" and
- 2,542,346 votes were "not casted".

V. Establish January 19, 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 297,686,916 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:

- 297,686,916 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,542,346 votes were "not casted".

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

This item is adopted with 297,686,916 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:

- 297,686,916 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 2,542,346 votes were "not casted".

The present Resolution is signed today, December 30, 2016, in Medias, in 4 (four) original copies.

CHAIRPERSON
Dumitru Chisaliță



Secretary of the meeting
Liviu Stoican