

RESOLUTION NO. 5/June 17, 2015

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 17, 2015, 12:00 AM (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 the second 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. Aurora Negrut, as Chairperson of the Board of Directors.

Whereas:

- The convening notice for the OGMS published in the Official Gazette of Romania, Part IV, no. 2429 of May 15, 2015 in „Bursa” daily newspaper no. 91 of May 15, 2015 and on the company’s website (www.romgaz.ro), starting from May 16, 2015;
- The updated Convening Notice of the OGMS, published in the Official Gazette of Romania, Part IV, no. 2690 of June 04, 2015, in „Bursa” daily newspaper no. 130 of June 04, 2015 and on the company’s website (www.romgaz.ro), starting from June 04, 2015;
- 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, 18 shareholders are present or represented, holding a number of 337,072,957 shares, representing 87.4555% of the subscribed and paid up share capital, representing 87.4555% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 8 from the Articles of Incorporation and of Article 112, paragraph 2, Company Law no. 31/1990 (“Law no. 31/1990”).

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. Cornel Bobalca as OGMS secretary and the Company appoints Mr. Oprisor Gheorghe as technical secretary of the OGMS.

Capital social: 385.422.400 RON

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/2001

RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș

RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



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Further to the debates, "ROMGAZ" shareholders decide as follows:

I. Approve of Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Board of Directors’ Report for 2015 Q1 (period January 1, 2015 – March 31, 2015) containing the following:

- a) information on the performance of the directors’ mandate contracts, details on the operational performance, 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 with the set target value.**

This item is adopted with 331,899,445 votes representing 99.7146% 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 8 of the Articles of Incorporation correlated with Article 112 (2) of Law no. 31/1990.

The votes were recorded as follows:

- 331,899,445 votes "for"
- 0 votes "against"
- 950,000 votes "abstain" and
- 4,223,512 votes were "not casted".

II. Approve the Company „Deloitte Audit” S.R.L. Bucharest as financial auditor of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. and the minimum duration of the financial audit contract to 3 (three) years.

This item is adopted with 324,247,953 votes representing 97.4158% 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 8 of the Articles of Incorporation correlated with Article 112 (2) of Law no. 31/1990.

The votes were recorded as follows:

- 324,247,953 votes "for"
- 762,748 votes "against"
- 7,838,744 votes "abstain" and
- 4,223,512 votes were "not casted".

III. Set the Income and expenditure budget for 2015 of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., in compliance with the provisions of Government Decision no. 329/2015 on approving the Income and expenditure budget for 2015 of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A., under the authority of the Ministry of Energy, Small and Medium Enterprises and the Business Environment.

This item is adopted with 323,691,536 votes representing 99.6451% 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 8 of the Articles of Incorporation correlated with Article 112 (2) of Law no. 31/1990.

The votes were recorded as follows:

- 323,691,536 votes "for"
- 0 votes "against"
- 1,152,900 votes "abstain" and
- 12,228,521 votes were "not casted".

IV. Establish July 03, 2015 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

This item is adopted with 332,849,445 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 8 of the Articles of Incorporation correlated with Article 112 (2) of Law no. 31/1990.

The votes were recorded as follows:

- 332,849,445 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 4,223,512 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 332,849,445 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 8 of the Articles of Incorporation correlated with Article 112 (2) of Law no. 31/1990.

The votes were recorded as follows:

- 332,849,445 votes “for”
- 0 votes “against”
- 0 votes “abstain” and
- 4,223,512 votes were “not casted”.

The present Resolution is signed today, June 17, 2015, in Medias, in 4 (for) original copies.

CHAIRPERSON
Aurora NEGRUT



Secretary on behalf of the shareholders
Cornel Bobalca

