

**RESOLUTION NO 3/28 April 2014****of the Extraordinary General Meeting of Shareholders  
Societatea Națională de Gaze Naturale "ROMGAZ" - S.A.**

**Registered office: Piața Constantin Motaș, nr. 4, Mediaș, jud. Sibiu, România, registered with  
the Trade Register Office of Sibiu County under number J32/392/2001,  
Fiscal Code RO 14056826**

This day, 28 April 2014, 11:00 AM (Romania time) the shareholders of Societatea Națională de Gaze Naturale "ROMGAZ" - S.A. (hereinafter referred to as the "Company" or "ROMGAZ") have convened in the Extraordinary General Meeting of Shareholders ("EGMS") of "ROMGAZ", at first call, at the Documentation and Information Centre of the Company, located in Mediaș, 5 Soseaua Sibiului, county of Sibiu, the conference room, the EGMS being opened by the chairperson of the meeting, Mrs. Aurora Negruț, as Chairwoman of the Board of Directors.

Considering the:

- Convening notice for the EGMS published in the Official Gazette (Monitorul Oficial) of Romania, 4<sup>th</sup> part, No 1907 as of 26 March 2014, in the „Bursa” daily paper of 26 March 2014, and the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), as from 28 March 2014,
- Provisions of the Company’s Articles of Incorporation in force (“Articles of Incorporation”);
- Applicable legal provisions;

The chairperson of the meeting establishes that on opening of the meeting, the EGMS meeting is legal and statutory, shareholders holding a number of ..... shares, representing .....% of the total shares and .....% of the total voting rights being present, represented or have voted by correspondence. The quorum requirement is fulfilled in accordance with the provisions of Article 15 of the Articles of Incorporation, and Article 115 paragraph 1 of Law No. 31/1990 on trading companies (“Law 31/1990”).

The chairperson of the meeting establishes that the EGMS is statutory and legally constituted and may validly adopt resolutions regarding the subjects included in the agenda.

In accordance with the provisions of Article 129 of the Law 31/1990, ROMGAZ shareholders elect Mr. .... as secretary of the EGMS, and the Company appoints Mr. .... as technical secretary of the EGMS.

Further to the debates, ROMGAZ shareholders decide the following:

**I. Approve correction of the material error of the wording of Article V, item b) of the Resolution No.1/ January 30, 2014 of ROMGAZ EGMS (EGMS Resolution No. 1/2014) by replacing the number 238 with number 260. As a result of correction, Article V, item b) shall have the following wording: "approval (...) to establish, register and declare 260 work locations at the Trade Register Office of Sibiu County";**

This item is adopted with \_\_\_\_\_ votes, representing \_\_\_\_\_% of the total votes casted by the shareholders who are present, are represented or have exercised their voting rights by correspondence in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes have been recorded as follows:

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

**II. Approve amendment of Annex 2 to the EGMS Resolution No. 1/2014 by renumbering the items from 1 to 260**

This item is adopted with \_\_\_\_\_ votes, representing \_\_\_\_\_% of the total votes casted by the shareholders who are present, are represented or have exercised their voting rights by correspondence in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes have been recorded as follows:

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

**III. Establish the date of May 16, 2014 as the "Record Date", i.e. the date of 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 casted by the shareholders who are present, are represented or have exercised their voting rights by correspondence in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes have been recorded as follows:

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

**IV. Authorize the Chairwoman of the Board of Directors and the Secretary of the Meeting to sign the Resolution of the Extraordinary General Meeting of Shareholder, in accordance with the provisions of Article 16, paragraph 1 of ROMGAZ Articles of Incorporation.**

This item is adopted with \_\_\_\_\_ votes, representing \_\_\_\_\_% of the total votes casted by the shareholders who are present, are represented or have exercised their voting rights

by correspondence in accordance with the provisions of Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes have been recorded as follows:

- ..... votes "for"
- ..... votes "against"
- ..... votes "abstention" and
- ..... votes were "not casted".

This resolution is signed this day, 28 April 2014, in Medias, in 4 (four) original copies.

**CHAIRMAN  
BOARD OF DIRECTORS  
Aurora NEGRUȚ**

**Secretary on behalf of the shareholders**

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