

RESOLUTION NO. 8/September 16, 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, September 16, 2016, at 13:00 (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, Mrs. Aurora Negruț, as Chairperson of the Board of Directors.

Whereas:

- The convening notice for the OGMS published in the Official Gazette of Romania, Part IV, no. 2974/16.08.2016, in „Bursa” daily newspaper of 17.08.2016. and on the company’s website (www.romgaz.ro), starting from 16.08.2016;
- 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, 36 shareholders, holding a number of 298.001.925 shares, representing 77,3183% of the subscribed and paid up share capital, representing 77,3183% of the total voting rights are present, represented or cast their vote through correspondence. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 12 from the Articles of Incorporation and of Article 112, paragraph 1, 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. Stoican Liviu.

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

- I. Approve of Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Half-Year Report on June 30, 2016 on the company’s economic and financial activity (period January 1, 2016 – June 30, 2016) containing the following:**

- a) information on the performance of the directors' mandate contracts, details on the company's operational activities, financial performance and financial statements;
- b) achievement of performance indicators, review of each indicator in relation with its weighting factor and with the set target value.

This item is adopted with 294.137.881 votes representing 99,9822% 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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 294.137.881 votes "for"
- 52.343 votes "against"
- 0 votes "abstain" and
- 3.811.701 votes were "not casted".

II. Establish October 5, 2016 as „The Record Date”, as the date for identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

This item is adopted with 294.190.224 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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 294.190.224 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3.811.701 votes were "not casted".

III. 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 294.190.224 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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

- 294.190.224 votes "for"
- 0 votes "against"
- 0 votes "abstain" and
- 3.811.701 votes were "not casted".

The present Resolution is signed today, September 16, 2016, in Medias, in 4 (four) original copies.

CHAIRPERSON
Aurora Negruț



Secretary on behalf of the shareholders
Stoican Liviu

