

**RESOLUTION No. 10/ December 19, 2014  
of the Extraordinary General Meeting of Shareholders****Societatea Națională 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 19, 2014, 12:00 noon (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 Extraordinary General Meeting of Shareholders ("EGMS") of "ROMGAZ" at its first convening at its headquarters located in Medias, 4 Constantin Motas square, Sibiu county, the conference room, the EGMS being opened by the Chairman of the meeting, Mrs. Aurora Negrut as Chairman of the Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A..

Whereas:

- The convening notice for the EGMS published in the Official Gazette Part IV, no. 5715 on November 18, 2014, in "Bursa" daily newspaper on November 18, 2014 and on the company's website ([www.romgaz.ro](http://www.romgaz.ro)), as of November 18, 2014;
- 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 Chairman notes that the EGMS is legally established and statutory, 14 shareholders are present, represented or casted their vote by correspondence, holding a number of 329.992.382 shares, representing 85,6184 % of the total number of shares, representing 85,6184 % of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 ("Law no. 31/1990").

The Chairman notes that the EGMS 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 EGMS secretary and the Company appoints Mrs. Oprisor Gheorghe as technical secretary of the EGMS.

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

**Item I Approval of Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Board of Directors’ Report for 2014 Q3 containing the following:**

- a) **information on the performance of the directors’ mandate contracts, on the company’s financial performance and on the company’s financial statements;**

Capital social: 385.422.400 RON

CIF: RO 14056826

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

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RO12 BRDE 3305 V024 6190 3300 - BRD Medias



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**b) fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value.**

This item is adopted by 322.374.911 votes representing 99,9942 % of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- 322.374.911 votes "for"
- 18.754 votes "against"
- 0 votes "abstain" and
- 7.598.717 votes were "not casted".

**Item II**      **Approval for the establishment of an underground gas storage subsidiary, named S.N.G.N. "ROMGAZ" S.A. - Underground Gas Storage Subsidiary Depogaz Ploiesti SRL, having the following identification elements, number of employees and scopes of activity:**

<b>Address:</b>	<b>Ploiesti, 184 Gh. Gr. Cantacuzino street, Prahova County</b>
<b>Number of jobs:</b>	<b>20 positions;</b>
<b>Scope of activity:</b>	<b>code CAEN 5210 Storage</b>
<b>Secondary scope of activities:</b>	<b>0910 Support activities for petroleum and natural gas extraction</b>
	<b>7022 Business and other management consultancy activities</b>

This item is adopted by 322.374.911 votes representing 99,9942 % of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- 322.374.911 votes "for"
- 18.754 votes "against"
- 0 votes "abstain" and
- 7.598.717 votes were "not casted".

**Item III**      **Setting January 12, 2015 as "Record Date", namely the date of identification of shareholders affected by the EGMS Resolution.**

This item is adopted by 322.374.911 votes representing 99,9942 % of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- 322.374.911 votes "for"
- 18.754 votes "against"
- 0 votes "abstain" and
- 7.598.717 votes were "not casted".

**Item IV**      **Authorises the meeting chairperson and the secretary to sign EGMS Resolution.**

✓  
This item is adopted by 322.374.911 votes representing 99,9942 % of the total votes held by the present or represented shareholders, in accordance with Article 15 of the Articles of Incorporation correlated with Article 115 (1) of Law no.31/1990.

The votes were recorded as follows:

- 322.374.911 votes "for"
- 18.754 votes "against"
- 0 votes "abstain" and
- 7.598.717 votes were "not casted".

This resolution is signed this day, December 19, 2014, in Medias, in 4 (four) original copies.

**CHAIRPERSON**  
**Aurora NEGRUT**



**Secretary on behalf of the shareholders**

**Liviu Stoican**

