

**RESOLUTION No. 8/October 21, 2014  
of the Extraordinary General Meeting of Shareholders**

**Societatea Națională de Gaze Naturale "ROMGAZ" – S.A.**

**Registered office: Piata Constantin Motas 4, Medias, Sibiu County, Romania, registered with  
the Trade Register Office attached to Sibiu Law Court under no. J32/392/2001,  
fiscal code RO 14056826**

Today, October 21, 2014, 12:00 noon (Romania time), the shareholders of Societatea Națională 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, Piata Constantin Motas no.4, 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 de Gaze Naturale "ROMGAZ" – S.A..

Whereas:

- The convening notice for the EGMS published in the Official Gazette Part IV, no. 5715 on September 19, 2014, in "Bursa" daily newspaper on September 19, 2014 and on the company's website ([www.romgaz.ro](http://www.romgaz.ro)), as of September 19, 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, 17 shareholders are present, represented or casted their vote by correspondence, holding a number of 332,736,296 shares, representing 86.3303 % of the total number of shares, representing 86.3303 % 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. Mihai Darie 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:

- I. Approval of the quarterly reports presented by the Board of Directors on the procurement of goods, services and works with values exceeding EUR 500,000/procurement (in case of goods and works) and EUR 100,000/procurement (in case of services), and of the implementation of a centralized system for monitoring the company's public procurements. Such system shall operate as of January 1, 2015. The information will be included**

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RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



S.N.G.N. Romgaz S.A.  
551130, Piața Constantin Motas, nr. 4,  
Mediaș, jud. Sibiu - România  
Telefon 004-0269-201020  
Fax 004-0269-846901  
E-mail [secretariat@romgaz.ro](mailto:secretariat@romgaz.ro)  
[www.romgaz.ro](http://www.romgaz.ro)

**in the Board of Directors quarterly report to be published on the company's website. The report shall contain information regarding the legal basis for carrying out the procurement, the procurement process, the procurement contract scope, value and duration. Interim information shall be presented on monitoring and implementing the centralized system.**

This item is adopted by 312,883,456 votes representing 98.9855 % 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:

- 312,883,456 votes "for"
- 2,655,265 votes "against"
- 551,386 votes "abstain" and
- 16,646,189 votes were "not casted".

**II. Approve elaboration of an annual report to be prepared by the Board of Directors on the sponsorships the company made, and publishing of the previous year report on the company's website by latest the end of January.**

This item is adopted by 312,883,456 votes representing 98.9855 % 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:

- 312,883,456 votes "for"
- 2,655,265 votes "against"
- 551,386 votes "abstain" and
- 16,646,189 votes were "not casted".

**III. Approve drafting by the Board of Directors, by the end of 2014, of the 2015-2025 Development Strategy in line with the company's business management plan prepared by the Board of Directors.**

This item is adopted by 312,883,456 votes representing 98.9855 % 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:

- 312,883,456 votes "for"
- 2,655,265 votes "against"
- 551,386 votes "abstain" and
- 16,646,189 votes were "not casted".

**IV. Establish November 6, 2014 as "Record Date", respectively the date for identifying the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders**

This item is adopted by 316,090,107 votes, representing 100 % 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:

- 316,090,107 votes "for"
- 0 votes "against"
- 0 votes "abstention" and
- 16,646,189 votes were "not casted".

**V. Authorize the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Extraordinary General Meeting of Shareholders**

This item is adopted by 316,090,107 votes, representing 100 % 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:

- 316,090,107 votes "for"
- 0 votes "against"
- 0 votes "abstention" and
- 16,646,189 votes were "not casted".

This resolution is signed this day, 21 October 2014, in Medias, in 4 (four) original copies.

**CHAIRPERSON**  
**Aurora NEGRUT**



**Secretary on behalf of the shareholders**  
**Mihai Darie**

