

RESOLUTION NO. 11/December 23, 2019**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**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. joined in the meeting, at its first convening, of December 23, 2019, 1:00 pm (Romania time) at the headquarters of “ROMGAZ”, located in Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, issues the following:

RESOLUTION**Article 1**

Approves the revocation of the following Board of Directors members of Societatea Nationala de Gaze Naturale “ROMGAZ” SA:

- Mrs. Stan Olteanu Manuela Petronela;
- Mr. Havrilet Niculae;
- Mr. Parpala Caius-Mihai;
- Mr. Harabor Tudorel;
- Mr. Cimpeanu Nicolae.

Article 2

Approves the election of the following Board of Directors interim members of Societatea Nationala de Gaze Naturale “ROMGAZ” S.A.:

- Mr. Jude Aristotel Marius, domiciled in Mediaș, Sibiu county, professional qualification legal advisor;
- Mrs. Stan Olteanu Manuela Petronela, domiciled in Voluntari, Ilfov county, professional qualification legal advisor;
- Mr. Harabor Tudorel domiciled in Barlad, Vaslui county, professional qualification economist;
- Mr. Marin Marius-Dumitru, domiciled in Deva, Hunedoara county, professional qualification economist;
- Mr. Botond Balazs, domiciled in Mediaș, Sibiu county, professional qualification legal advisor

Article 3

The mandate term of the Board of Directors members is established to 4 (four) months, in accordance with GEO 109/2011 on corporate governance of public enterprises, Art. 64¹ as subsequently amended and supplemented by Law 111/2016, for interim directors appointed in accordance with item 2 above.

Article 4

The monthly gross fixed allowance of the nonexecutive members of the Board is equal to two times the average of the last 12 months of the monthly gross average salary for the activity performed in compliance with the main business activity of the company, at the class level compliant with the activities classification in the national economy, communicated by the National Institute of Statistics prior to their appointment, in compliance with Article 37, paragraph (1) of GEO no 109/2011.

Article 5

Approves the mandate contract draft to be concluded with the newly elected members of the Board of Directors in accordance with the proposal of the shareholder, the Romanian State, through the Ministry of Economy, Energy and Business Environment.

Article 6

The representative of the majority shareholder, the Romanian State acting through the Ministry of Economy, Energy and Business Environment, is mandated to sign the mandate contracts with the members of S.N.G.N. ROMGAZ S.A. Board of Directors.

The present Resolution was signed on December 23, 2019, in 4 (four) original copies.

CHAIRMAN OF THE MEETING

SECRETARY OF THE MEETING