

**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**

AGOA approves the revocation of the following Board of Directors members of Societatea Nationala de Gaze Naturale “ROMGAZ” SA.

- Mr./Mrs. [.....];
- Mr./Mrs. [.....];
- Mr./Mrs. [.....];
- Mr./Mrs. [.....];
- Mr./Mrs. [.....].

**Article 2**

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

- Mr/Mrs. [.....],domiciled in [.....], professional qualification [.....];
- Mr/Mrs. [.....],domiciled in [.....], professional qualification [.....].

**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. 64<sup>1</sup> as subsequently amended and supplemented by Law 111/2016, for interim directors appointed in accordance with item 1 above.

**Article 4**

The fixed gross monthly indemnity of the directors elected is established in accordance with Article 37, paragraph (1) and (2) of GEO no 109/2011.

**Article 5**

The mandate contract draft to be concluded with the directors elected in accordance with the shareholders' proposal [.....] is approved.

**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**