

RESOLUTION NO. 2/June 15, 2017

**of the Extraordinary 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

Today, June 15, 2017, 13:00 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 the headquarters of “ROMGAZ”, located in Mediaș, 4 Constantin Motas square, Sibiu County Romania, the conference room, the EGMS being opened by its Chairperson, Mrs./Mr., as

Whereas:

- The convening notice for the EGMS published in the Official Journal of Romania, Part IV, no., in „Bursa” daily newspaper of and on the company’s website (www.romgaz.ro), starting from
- 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 EGMS is legally established and statutory, shareholders are present or represented, holding a number of shares, representing% of the subscribed and paid up share capital, representing% of the total voting rights. The quorum condition is fulfilled according to the provisions of Article 15 paragraph 14 from the Articles of Incorporation.

The Chairperson 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 Mrs./Mr. as EGMS secretary.

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

I. Approve the conclusion of the Addendum to the Association Agreement concluded between Romgaz and Schlumberger to modify Annex B “Base Production, Production decline curves”

This item is adopted with _____ votes representing _____% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

II. Approve the conclusion of the Transaction Agreement to approve modification of Annex B “Base Production, Production decline curves” to the Association Agreement for the period between May the 1st 2016 and the effective date of the Addendum for the two wells that have been unable to produce natural gas for seven consecutive days, and for the period between June the 1st, 2016 and the effective date of the Addendum for the three wells producing below 50% of the production decline curve in the last six months, with the correction of the identified material error.

This item is adopted with _____ votes representing _____% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

III. Establish July 5, 2017 as “The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolution of the Extraordinary General Meeting of Shareholders

This item is adopted with _____ votes representing _____% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

IV. Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders.

This item is adopted with _____ votes representing _____% 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 14 of the Articles of Incorporation.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain” and
- votes were “not casted”.

The present Resolution is signed today, June 15, 2017, in Medias, in 4 (four) original copies.

CHAIRPERSON

Secretary of the meeting
