

**RESOLUTION NO. 13/December 30, 2016****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**

Today, December 30, 2016, 1:00 pm (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 Ordinary General Meeting of Shareholders („OGMS”) 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 OGMS being opened by its Chairperson, Mrs/Mr. ...., as .....

Whereas:

- The convening notice for the OGMS published in the Official Journal of Romania, Part IV, no. ...., in „Bursa” daily newspaper of ..... and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)), starting from October 27, 2016;
- 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 OGMS 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 12 from the Articles of Incorporation.

The Chairperson notes that the OGMS 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 OGMS secretary.

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

- I. Establish the fix remuneration of the members of the board Mr. Buzatu Florin Danut and Mr. Stoicescu Florin Razvan, elected according to Resolution no.10 of November 15, 2016 of the Ordinary General Meeting of Shareholders, equal to the mean of the average monthly gross earnings for the last 12 months for the activity performed according the core business of the company, as per the salary range according to the classification of activities in the national economy, as provided by the National Institute for Statistics prior to their appointment;**

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 12 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 director agreement/contract of mandate that will be concluded with the new members of the board of directors in compliance with the proposal of the shareholder the Ministry of Energy.**

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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"  
..... votes "against"  
..... votes "abstain" and  
..... votes were "not casted".

**III. Approve to mandate the representative of the shareholder the Ministry of Energy to sign the director agreement/contract of mandate with Mr. Buzatu Florin Danut and Mr. Stoicescu Florin Razvan. The contract shall be effective upon acceptance of the mandate by the new members of the board of directors.**

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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"  
..... votes "against"  
..... votes "abstain" and  
..... votes were "not casted".

**IV. Approve the Quarterly Report of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias regarding its economic and financial activity on September 30, 2016 (period January 1, 2016 - September 30, 2016), which includes:**

- a) **information on the performance of the directors' mandate contracts, on the company's financial performance and on the company's financial statements;**
- b) **fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value.**

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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"  
..... votes "against"  
..... votes "abstain" and  
..... votes were "not casted".

**V. Establish January 19, 2016 as "The Record Date", namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary 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 12 of the Articles of Incorporation.

The votes were recorded as follows:

..... votes "for"  
..... votes "against"  
..... votes "abstain" and  
..... votes were "not casted".

**VI. Authorizes the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary 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 12 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, December 30, 2016, in Medias, in 4 (four) original copies.

**CHAIRPERSON**

**Secretary on behalf of the shareholders**

\_\_\_\_\_