

**RESOLUTION NO. 9/December 20, 2017****of the Ordinary General Meeting of Shareholders  
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Medias, 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 20, 2017, hours 13:00 (Romania time) at the headquarters of “ROMGAZ”, located in Medias, 4 Constantin Motas square, Sibiu County Romania, the conference room, issues the following:

**RESOLUTION****Article 1**

Take note of the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. regarding its economic and financial activity on September 30, 2017 (period January 1, 2017 - September 30, 2017), 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;
- c) Individual interim financial statements (not audited) for the nine-month and three-month periods ended September 30, 2017, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and Ministry of Finance Order No. 2844/2016.

**Article 2**

Approve the procurement by Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. of the external specialized legal consultancy, assistance and representation services for special and specific cases up to the maximum cumulated value of EUR 200,000/year .

### **Article 3**

Mandate the Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. to coordinate the procedures related to procurement of external specialized legal consultancy, assistance and representation services.

### **Article 4**

Approve to initiate the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and supplemented by Law no. 111/2016 and mandating SNGN Romgaz S.A. Board of Directors to carry out the board members selection procedure.

### **Article 5**

Mr./Mrs. .... is elected interim director of SNGN Romgaz S.A. Board of Directors.  
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### **Article 6**

Set the mandate duration of the interim board members appointed according to item 5 at a period of 4 (four) months starting with January 8, 2018 or until the completion of the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and amended by Law no. 111/2016 in case the selection procedure is completed prior to the indicated term.

### **Article 7**

Approve the mandate contract draft to be concluded with the Board of Directors members appointed as per item 5, in accordance with the proposal made by the Romanian State through the Ministry of Energy.

### **Article 8**

Establish the remuneration of the interim Board of Directors members at a value equal with twice the average for the past 12 months of the monthly gross average wage for the activity performed according to the main scope of activity recorded for the company, at class level according to classification of activities in the national economy, communicated by the National Institute for Statistics prior to the appointment.

### **Article 9**

Authorize the majority shareholder's representative, the Romanian State acting through the Ministry of Energy, to sign the director agreement with the interim members of SNGN Romgaz S.A. Board of Directors appointed according to 5.

**Article 10**

Establish January 17, 2018 as Record Date, namely the date for identifying the shareholders who will receive additional dividends or other entitlements and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.

**Article 11**

Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The present Resolution was signed on December 20, 2017, in 4 (four) original copies.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS**

**SECRETARY OF THE MEETING**