

**RESOLUTION NO. 5/June 16, 2016  
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**

Today, June 16, 2016, 13:00 (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 Medias, 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 Gazette 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 May 16, 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 and of Article 112, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

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 and the Company appoints Mrs./Mr. .... as technical secretary of the OGMS.

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

**I. Approve to modify the performance indicators calculation method, namely to eliminate the effects of the external factors that are beyond the control of the company’s management**

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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**II. Approve to conclude an Addendum to the Directors Agreement to modify the performance indicators calculation method, namely to eliminate the effects of the external factors that are beyond the control of the company's management**

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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**III. Authorize the representative of the majority shareholder to sign the Addendum to the Directors Agreement**

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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**IV. Approve the 2016 Income and Expenditure Budget of Societatea Nationala de Gaze Naturale „ROMGAZ” - S.A. Medias, subject to the provisions of Art. 4 (1) letter d) of Government Ordinance no. 11/2016 amending and supplementing Government Ordinance no. 26/2013 on strengthening the financial discipline of economic operators where the state or administrative-territorial bodies are sole or major shareholders or which, directly or indirectly, hold a major share, in compliance with the Note of the Chairperson of the Board of Directors no. 13232 from May 16, 2016 related to the proposal to approve the 2016 Income and Expenditure Budget of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A. Medias and the Resolution of the Board of Directors nr. 11/May 12, 2016**

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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**V. Approve Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Board of Directors’ Report for 2016 Q1 (period January 1, 2016 - March 31, 2016) containing the following:**

- a) information on the performance of the directors’ mandate contracts, details on the operational performance, 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 with the set target value.

**VI. Establish July 04, 2016 as „The Record Date”, as the date for 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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**VII. Authorize 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 correlated with Article 112 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

The present Resolution is signed today, June 16, 2016, in Medias, in 4 (four) original copies.

**CHAIRPERSON**

**Secretary on behalf of the shareholders**

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