

**RESOLUTION NO. 6/June 16, 2016**

**of the Extraordinary 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, 14:00 (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 Extraordinary General Meeting of Shareholders („EGMS”) 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 EGMS being opened by its Chairperson, Mrs/Mr. ...., as .....

Whereas:

- The convening notice for the EGMS 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 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 and of Article 115, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

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

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

**I. Approve the procedure for exercising the voting rights of S.N.G.N. „ROMGAZ” – S.A. in the Extraordinary General Meeting of Shareholders of S.C. AMGAZ S.A. to be called for the approval of dissolving and initiation of winding –up of S.C. AMGAZ S.A., as follows:**

**1. For approval of the procedure for dissolving and initiation of winding –up of S.C. AMGAZ S.A. (Company)**

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

- 1.1. For approval of the procedure for dissolving and initiation of winding -up of the Company in accordance with the provisions of Art. 227 paragraph (1) letter d) of Company Law;

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

- 1.2. For approval of the setting of the dissolving date as the date which expires 30 days after publication in the Official Gazette of Romania, Part IV of the decision made in this respect by EGMS of AMGAZ S.A.

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

- 2. For approval of the appointment of Business Recovery BD&A SPRL, registered under the no. RFO II - 832 with the Romanian National Association of Practitioners in Insolvency, having its registered office in Bucharest, 84 General Berthelot Str., ground floor, Space B, District 1, taxpayer identification number 35611597, account RON ING Bank, R068 INGB 0000 9999 0568 4178, by Mr. Daniel Barbu, acting as official receiver appointed by the Company to implement the winding-up proceedings (hereinafter referred to as "Official Receiver").**

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

2.1. For approval of the Official Receiver mandate to perform all proceedings, operations and formalities required by any public authority, including, without limitation, the Trade Register Office and the fiscal authorities, related to winding-up (including transferring to the Shareholders the Company the assets deriving from winding-up) and deregister of the Company. The proposal, in this respect, is to carry out all the assignments and to undertake all liabilities provided under the Romanian law, including:

- a) To ensure allocation of assets and liabilities of the Company, following the approval by such of the inventory report issued by the Board of Directors;
- b) To ensure payment of all Company liabilities, including tax liabilities and recovery of all receivables during the winding-up proceeding;
- c) To perform and to complete all commercial operations related to winding-up and to perform in this respect all necessary transactions;
- d) To ensure realization of Company assets by selling them out, under public tender, according to Art. 255, Par. 1, letter c) under Law 31/1990;
- e) To have the right to act for the Company according to the law, including filing on behalf of the Company of any fiscal declaration or any other kind of declaration, as well as to file any registration with the public registers;
- f) To represent the Company in court;
- g) To fulfil any other assignments and responsibilities provided under the law.

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

2.2. The Official Receiver’s mandate shall be granted for the full period of winding-up procedure, starting with the date of taking the job, provided that EGMS may take, at any time, the decision to revoke the Official Receiver mandate, and in such case its mandate terminates upon the date of notification of the decision to revoke.

2.3. For approval of the following decision: the Directors and managers of the Company shall continue performing their assignments, except for those prohibited by law or by the Articles of Association, until the Official Receiver takes his position.

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

- 2.4. For approval of the following decision: the Official Receiver shall perform all necessary formal procedures to register with the Trade Register his mandate as well as all bankruptcy proceedings that have to be registered with the Trade Register under the law (including filing the reports on the status of bankruptcy proceedings and the deregistration form).

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

- 2.5. For approval of the following decision: upon the date the Official Receiver takes over the assignments provided under his mandate, the mandates of the members of the Board of Directors will terminate, and their rights of signature for the bank accounts shall be revoked.

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

- 3. For approval of the distribution to the Shareholders of the amounts that result from the bankruptcy proceedings, proportionally to their share in the share capital.**

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

- 4. For approval of the contracting an archiving company to provide archiving services to transfer the Company documents to the National Archives.**

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**5. For approval of the mandate of Mr. Răzvan Mihail Georgescu, as Director General of the Company, to act with full powers to represent the Company for fulfilling any activities and/or formalities to implement the decisions to be made in EGMS, to file the Company dissolving and initiation of the winding-up proceedings, up to the moment the Official Receiver takes over his job, and which relate to the acts and operations to be performed prior to the start of the winding-up proceedings.**

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**6. Other aspects subject to EGMS approval.**

**6.1.** For approval of the decision according to which all acts issued by the Company during winding-up period will provide expressly that the Company is under winding-up proceedings.

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 correlated with Article 115 (1) of Law no. 31/1990.

The votes were recorded as follows:

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

**II. Establish July 04, 2016 as „The Record Date”, as the date for identifying the shareholders who are affected by the Resolutions 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 correlated with Article 115 (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 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 correlated with Article 115 (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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