

**RESOLUTION NO. 7/September 22, 2015**

**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, September 22, 2015, 12:00 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 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 August 18, 2015;
- 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 9 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 of Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Board of Directors’ Report for the 1<sup>st</sup> half year of 2015 (period January 1, 2015 – June 30, 2015) 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.**

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 9 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. Approve procurement by S.N.G.N. „ROMGAZ” - S.A. of outsourced consulting, assistance and legal representation specialised services.**

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 9 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 Board of Directors to manage the procurement procedures for outsourced consulting, assistance and legal representation specialised services.**

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 9 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".

**IV. Approve establishment of work location (well cluster) „Grup de sonde 19 Caragele” belonging to Tg. Mures Branch, identified by following data:**

Secondary Office name: „Grup de sonde 19 Caragele”  
 Address: Outside built-over area of Surdila Greci village, Braila County;  
 Scope of Work/CAEN code: "Natural gas production – CAEN CODE 0620";  
 No of employees: 05 employees.

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 9 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".

**V. Approve the recording in the Trade Registry under Sibiu Court of Law of the modification of some work locations names belonging to S.T.T.M. Tg. Mureș, as follows:**

<b>Crt. no.</b>	<b>Initial Name</b>	<b>New Name</b>	<b>Address</b>
1.	Technological Transportation and Maintenance Workshop	STTM Tg. Mures - Ploiesti Work Location	Ploiesti, 8 Targovistei Str., Prahova County
2.	Technological Transportation and Maintenance Section	STTM Tg. Mures - Medias Work Location	Medias, 45 Aurel Vlaicu Str., Sibiu County
3.	Roman Work Location - Car Fleet and Maintenance Formation Roman	STTM Tg. Mures Roman 1 Work Location	Roman, 32 Nicolae Balcescu Blvd., Neamt County
4.	T.T.M. Roman Workshop Headquarters (Technological Transportation and Maintenance Workshop)	STTM Tg. Mures Roman 2 Work Location	Roman, 40 Nicolae Balcescu Blvd., Neamt County
5.	Targu Mures Technological Transportation Section - Sancraiu de Mures	STTM Tg. Mures Sancraiu de Mures Work Location	Sancraiu de Mures village, Sancraiu de Mures commune, 20 Salciilor Str., Mures County

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 9 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".

**VI. Approve the establishment, registration and declaration to the Trade Registry under Sibiu Law Court of 152 work locations, as they are identified in the Annex to the Report No. 23368 of August 17, 2015.**

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 9 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".

**VII. Establish October 07, 2015 as „The Record Date”, respectively 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 9 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”.

**VIII. 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 9 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, September 22, 2015, in Medias, in 4 (for) original copies.

**CHAIRPERSON**

**Secretary on behalf of the shareholders**

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