

**RESOLUTION NO. 4/June 12, 2014
of the Ordinary General Meeting of Shareholders**

Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.

Registered office: Piata Constantin Motas 4, Medias, 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 12, 2014, 12:00 AM (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 Societatea Nationala de Gaze Naturale “ROMGAZ” – S.A., located in Medias, Piata Constantin Motas 4, Sibiu county, the conference room, the OGMS being opened by its Chairman, Mrs. Aurora Negrut, as Chairman of the Board of Directors.

Whereas:

- The convening notice for the OGMS published in the Official Gazette of Romania, Part IV, no. 2507 of May 7, 2014, in „Bursa” daily newspaper of May 7, 2014 and on the company’s website (www.romgaz.ro), starting with May 8, 2014;
- 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 Chairman 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 from the Articles of Incorporation and of Article 115, paragraph 1, Company Law no. 31/1990 (“Law no. 31/1990”).

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

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

- I. Elect Mrs./Mr. as director of Societatea Nationala de Gaze Naturale “ROMGAZ” – SA Medias, with a mandate ending on May 14, 2017.**

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 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. Mandate Mr. Cornel Bobalca, as representative of the majority shareholder the Romanian State, represented by the Ministry of Economy through the Energy Department for signing the director's contract with Mrs./Mr.

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 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. Approve the documentation prepared in compliance with the provisions of Government Decision No.834/1991 for the pieces of land used by S.N.G.N. Romgaz S.A. in order to obtain ownership titles on them. The pieces of land, total surface 37102.6 m², are located near sites belonging to S.N.G.N. Romgaz S.A. branches, as follows:

- (1) 88 sites on locations belonging to Tg. Mures Branch, total surface of 16371.60 m²;**
- (2) 53 sites on locations belonging to Ploiesti Branch, total surface of 20503.00 m²;**
- (3) One site on a location belonging to Medias Branch, total surface of 228.00 m².**

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 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. Establish June 30, 2014 as "The Record Date", in accordance with the provisions of Article 238 of Law No. 297/2004 on the capital market, 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 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. Authorize the Chairman of the Board of Directors and the Secretaries of the Meeting to sign the Resolution of the Ordinary General Meeting of Shareholders, according to the provisions of Article 16, paragraph 1 of „ROMGAZ” Articles of Incorporation.

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 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".

This Resolution is signed today, June 12, 2014, in Medias, in 4 (four) original copies.

**CHAIRMAN
OF
THE BOARD OF DIRECTORS
Aurora NEGRUȚ**

Secretaries on behalf of the shareholders:

