

CURRENT REPORT

In compliance with the Romanian Capital Market Law no. 297/2004 and CNVM Regulation no. 1/2006

Report date: **June 13, 2014**

Company name: **Societatea Nationala de Gaze Naturale ROMGAZ S.A.**

Address: **Mediaș, 4 Constantin I. Motas Square, Sibiu County – Romania, 551130**

Phone/fax no: **004-0269-201020 / 004-0269-846901**

Fiscal Code: **RO14056826**

Trade Register registration number: **J32/392/2001**

Subscribed and paid in share capital: **385,422,400 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB), London Stock Exchange (LSE)**

Significant events to be reported:

- Resolution of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. dated June 13, 2014.
- Election of Mr. Dumitru Chisalita as a Director of S.N.G.N. ROMGAZ S.A. for the vacancy following the resignation of Mr. Eugen Dragos Doros.

The Ordinary General Meeting of Shareholders, gathered upon the second notice of convening, has been legally established and statutory, according to the provisions of Article 15, paragraph 8 from the Articles of Incorporation and of Article 112, paragraph 2 Company Law no. 31/1990.

Attached:

Resolution No.4 of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. dated June 13, 2014

**Director General,
Virgil - Marius Metea**

**RESOLUTION NO. 4/June 13, 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 13, 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 second 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;

The chairman finds that:

- on the record date, namely 02.06.2014, according to the recorded information in the Shareholders’ Registry, the total number of votes which can be expressed during the Ordinary General Meeting of the Shareholders is 385,422,400.
- the Ordinary General Meeting of the Shareholders gathered upon the second notice of convening is legally established and statutory, attended by shareholders or shareholders’ representatives holding a number of 269,823,080 shares, representing 70.0071% of the total number of share and 70.0071% of the total voting rights.
- for the OGMS gathered upon the second notice of convening a total of 78,842,703 votes by correspondence was expresses, representing 20.4562% of the total voting rights.

In accordance with the provisions of article 14, paragraph 2 of the Articles of Incorporation, the OGSM appoints Mr. Liviu Stoican as secretary of the meeting.

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

- I. To elect Mr. Dumitru Chisalita as director of Societatea Nationala de Gaze Naturale “ROMGAZ” – SA Medias to occupy the vacancy resulting further to the resignation of Mr. Eugen Dragos Doros. The mandate commences upon acceptance of the appointment in accordance with the legal provisions and ends on May 14, 2017.**

This item is adopted in accordance with the provisions of Article 15, paragraph 8 of the Articles of Incorporation with 332,953,396 votes representing 98.1978% of the total votes casted by the present or represented shareholders, or who casted their vote by correspondence.

The votes were recorded as follows:

332,953,396 votes "for"
5,159,882 votes "against"
950,803 votes "abstain" and
9,601,702 votes were "not casted".

II. To 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 Mr. Dumitru Chisalita

This item is adopted in accordance with the provisions of Article 15, paragraph 8 of the Articles of Incorporation with 332,953,396 votes representing 98.1978% of the total votes casted by the present or represented shareholders, or who casted their vote by correspondence.

The votes were recorded as follows:

332,953,396 votes "for"
5,159,882 votes "against"
950,803 votes "abstain" and
9,601,702 votes were "not casted".

III. To 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 37,102.6 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 16,371.60 m²;**
- (2) 53 sites on locations belonging to Ploiesti Branch, total surface of 20,503.00 m²;**
- (3) One site on a location belonging to Medias Branch, total surface of 228.00 m².**

This item is adopted in accordance with the provisions of Article 15 of the Articles of Incorporation with 339,064,081 votes representing 100% of the total votes casted by the present or represented shareholders, or who casted their vote by correspondence.

The votes were recorded as follows:

339,064,081 votes "for"
0 votes "against"
0 votes "abstain" and
9,601,702 votes were "not casted".

IV. To 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 in accordance with the provisions of Article 15 of the Articles of Incorporation with 339,064,081 votes representing 100% of the total votes casted by the present or represented shareholders, or who casted their vote by correspondence.

The votes were recorded as follows:

339,064,081 votes "for"
0 votes "against"
0 votes "abstain" and
9,601,702 votes were "not casted"

V. To authorize the Chairman of the Board of Directors and the Secretary 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 in accordance with the provisions of Article 15 of the Articles of Incorporation with 339,064,081 votes representing 100% of the total votes casted by the present or represented shareholders, or who casted their vote by correspondence.

The votes were recorded as follows:

339,064,081 votes "for"
0 votes "against"
0 votes "abstain" and
9,601,702 votes were "not casted"

This Resolution is signed today, June 13, 2014, in Medias, in 4 (four) original copies.

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

Secretary of the meeting:

Liviu Stoican