

**ROMGAZ**

Societatea Națională de Gaze Naturale Romgaz S.A. - Mediaș - România



## CURRENT REPORT

In compliance with Law 24/2017 regarding Issuers of Financial Instruments and Market Operations and CNVM Regulation no. 1/2006

Report date: December 5, 2017

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

LEI Code: 2549009R7KJ38D9RW354

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 event to be reported:

- **Supplemented Agenda for the Convening Notice of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. for December 20 (21), 2017**

Considering the request made by the Romanian State, as shareholder of S.N.G.N. ROMGAZ S.A. (owning 70.0071% of the share capital), represented by the Ministry of Energy, the Board of Directors approved the supplement of the agenda of the Convening Notice of the Ordinary General Meeting of Shareholders for December 20 (21), 2017 (OGMS) by adding six new items.

The new items on the Agenda of OGMS refer to:

- Approval for initiating the board members selection procedure according to Government Emergency Ordinance no. 109/2011;
- Election by cumulative voting method of interim members of SNGN Romgaz S.A. Board of Directors following the expiration of the predecessors' mandates on January 7, 2018 and setting the interim board members' mandate duration at a period of 4 months.

The list with the information regarding the candidates for the director position in the Board will be available as from **December 7, 2017** at ROMGAZ Correspondence Entry, as well as on the Company's website [www.romgaz.ro](http://www.romgaz.ro), Investor Relations Section – General Meeting of Shareholder.

All documents will be available at ROMGAZ Correspondence Entry, as well as on the Company's website [www.romgaz.ro](http://www.romgaz.ro), Investor Relations Section – General Meeting of Shareholders.

The Supplement to the Convening Notice of the OGMS is to be published in the Official Gazette of Romania Part IV and in at least one widely-spread Romanian newspaper.

### Attached:

**Supplement to the Convening Notice of the OGMS on December 20 (21), 2017**

**Director General,  
Virgil - Marius METEA**





**SUPPLEMENT TO THE CONVENING NOTICE  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
on DECEMBER 20, 2017**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A., with the registered office in Medias, 4 Constantin Motas square, Sibiu county, registered with the Trade Register Office of Sibiu Law Court under number J32/392/2001, fiscal registration number RO 14056826, considering the request to supplement the agenda of the Ordinary General Meeting of Shareholders (OGMS) on December 20, 2017 made by the shareholder the ROMANIAN STATE, represented by the MINISTRY OF ENERGY by letter no. 104987/TFP/28.11.2017, registered at S.N.G.N. „ROMGAZ” - S.A. under no. 34123/28.11.2017, the provisions of art. 7 of the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders at general meetings of companies, the provisions of art. 117<sup>1</sup> of the Law on Companies no. 31/1990, the agenda of the Ordinary General Meeting of Shareholders on December 20, 2017, initially published in the Official Gazette - Part IV- no. 4389 of November 16, 2017, in "Bursa" daily newspaper no. 214 of November 16, 2017 and on the company's website ([www.romgaz.ro](http://www.romgaz.ro)) starting from November 16, 2017 will be supplemented as follows:

- **Approval for initiating the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and supplemented by Law no. 111/2016. The procedure shall be carried out by SNGN Romgaz S.A. Board of Directors**
- **Election by cumulative voting method of interim members of SNGN Romgaz S.A. Board of Directors following the expiration of the predecessors' mandates on January 7, 2018**
- **Setting the interim board members' mandate duration at a period of 4 (four) months starting with January 8, 2018 or until the completion of the Board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and amended by Law no. 111/2016, in case the selection procedure is completed prior to the indicated term**
- **Approving the mandate contract draft to be concluded with the Board of Directors members according to the proposal made by the Romanian State, through the Ministry of Energy**
- **Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members**
- **Authorizing the majority shareholder's representative, the Romanian State acting through the Ministry of Energy, to sign the director agreement with the interim members of SNGN Romgaz S.A. Board of Directors appointed according to item 5**

Capital social: 385.422.400 RON

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/2001

RO88-RNCD-0231-0495-2533-0004 - BCR Medias

RO12 BRDE 3305 V024 6190 3300 - BRD Medias

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Therefore, following supplementation, the agenda of the Ordinary General Meeting of Shareholders on December 20, 2017, 1:00 pm (Romania time) that will take place at S.N.G.N. „ROMGAZ”- S.A. headquarters in Medias, 4 Constantin Motas square, Siblu County, the conference room, where only shareholders may attend and cast their vote who are registered on **December 8, 2017** (“Reference Date”) in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, shall be the following:

**AGENDA:**

- Item 1 Presentation of the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. regarding its economic and financial activity on September 30, 2017 (period January 1, 2017 - September 30, 2017), which includes:**
- a) Information on the performance of the directors’ mandate contracts, 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 set target value;**
  - c) Individual interim financial statements (not audited) for the nine-month and three-month periods ended September 30, 2017, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and Ministry of Finance Order No. 2844/2016.**
- Item 2 Approval of the procurement by Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. of the external specialized legal consultancy, assistance and representation services for special and specific cases up to the maximum cumulated value of EUR 200,000/year**
- Item 3 Mandating the Board of Directors of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. to coordinate the procedures related to procurement of external specialized legal consultancy, assistance and representation services**
- Item 4 Approval for initiating the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and supplemented by Law no. 111/2016. The procedure shall be carried out by SNGN Romgaz S.A. Board of Directors**
- Item 5 Election by cumulative voting method of interim members of SNGN Romgaz S.A. Board of Directors following the expiration of the predecessors’ mandates on January 7, 2018**
- Item 6 Setting the interim board members’ mandate duration at a period of 4 (four) months starting with January 8, 2018 or until the completion of the Board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and amended by Law no. 111/2016, in case the selection procedure is completed prior to the indicated term**
- Item 7 Approving the mandate contract draft to be concluded with the Board of Directors members according to the proposal made by the Romanian State, through the Ministry of Energy**

- Item 8 Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members**
- Item 9 Authorizing the majority shareholder's representative, the Romanian State acting through the Ministry of Energy, to sign the director agreement with the interim members of SNGN Romgaz S.A. Board of Directors appointed according to item 5**
- Item 10 Establishing January 17, 2018 as the Record Date, namely as the date of identifying the shareholders who are affected by the resolution of the Ordinary General Meeting of Shareholders**
- Item 11 Authorizing the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders**

The list with informational documents related to the first and last name of the persons proposed as interim director, their residence and professional experience will be available for shareholders at **ROMGAZ Correspondence Entry** as well as on the Company's website ([www.romgaz.ro](http://www.romgaz.ro)) as from **December 7, 2017**; such list may be reviewed and supplemented with candidates' proposals. The shareholders of the Company may obtain, upon request, copies of the list with informational documents related to the first and last name of the persons proposed as interim director, their residence, birth date and professional experience.

Shareholders may propose candidates for the interim director positions in the Board of Directors of S.N.G.N ROMGAZ S.A. by the cumulative voting method, by cumulative fulfilment of the following conditions:

- a) the proposals for the candidates shall be sent to and registered at **ROMGAZ Correspondence Entry** by any type of courier service with proof of delivery, or by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on electronic signature at [investor.relations@romgaz.ro](mailto:investor.relations@romgaz.ro) by **December 12, 2017, 3:30 pm** (Romania time). Both means of transmission must contain the mention "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20, 2017" written clearly and in upper case;
- b) Candidates' proposals will mention for each candidate separately the first and last name, residence and professional experience;
- c) Each candidate proposal will be accompanied by the CV.

For natural person shareholders, the proposals shall be accompanied by copies of the identity documents of the shareholders ( the identity documents must enable the identification of the shareholders in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A.) and for legal person shareholders, the proposals shall be accompanied by the copy of the identity document of the legal representative together with the original or a true copy of the excerpt issued by the Trade Register or any other document, original or true copy, issued by a competent authority from the country where the shareholder is legally registered, proving the capacity as legal representative, issued the latest 3 months before the date the OMGS convening notice is published; documents proving the capacity as legal representative drafted in a foreign language, other than English, shall be accompanied by their certified translation into Romanian or English.

When exercising the cumulative voting, shareholders may cast all cumulated votes to one or more candidates.

The number of cumulated votes that may be casted by a shareholder shall be equal to the number of shares held by such shareholder multiplied by the number of directors that form the board of directors (S.N.G.N. „ROMGAZ” S.A. Board of Directors consists of 7 directors).

The number of cumulated votes each shareholder is entitled to, will be written on a certificate received at the entrance in the room, or, as the case may be, send to the shareholder, upon request, if he/she would like to vote by correspondence, by attaching the certificate to the voting ballot.

The cumulative vote for electing interim directors of the Board of Directors will be casted by each shareholder/representative of the shareholder, by distinct voting ballots and by special or general power of attorney, as the case may be.

The voting ballot for electing the interim directors of the Board of Directors by the cumulative voting method, may be obtained in Romanian and in English starting with **December 13, 2017** from Romgaz Correspondence Entry and/or from the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)).

The special power of attorney for electing interim directors of the Board of Directors by the cumulative voting method, may be obtained in Romanian and in English, starting from **December 13, 2017** from Romgaz Correspondence Entry and/or from the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)), it will be filled in by the shareholder in three copies, one for the shareholder, one for the representative and one for the Company.

The general power of attorney will be awarded by the shareholder, acting as client, only to an agent as it is defined under Art. 2, Par. 1, point 20 of the Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

The original copy of the special and general powers of attorney, in Romanian or English language, shall be transmitted to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **December 19, 2017, 11:00 noon** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20, 2017", along with the copy of the shareholder's identity document (in case of shareholders being natural persons - copy of the identity document, and in case of shareholders being legal persons - copy of the legal representative identity document) as the case may be, along with the original or the certified true copy of the excerpt issued by the Trade Register or the original or the certified true copy of any other document issued by a competent authority of the country where the shareholder is duly incorporated, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the OGMS convening notice.

If the representative is a credit institution providing custodian services and it submits a special power of attorney, such power of attorney shall be prepared in accordance with Regulation 6/2009 of CNVM and CNVM Executive Order No. 26/20 December 2012, signed by such shareholder and, mandatorily accompanied by a sworn statement issued by the credit institution which has received the special power of attorney for representation and stating that:

- a) the credit institution provides custodian services for that respective shareholder;
- b) the instructions of the special power of attorney are identical to those comprised in the SWIFT message received by the credit institution with a view to voting on behalf of the respective shareholder;
- c) the special power of attorney is signed by the shareholder.

The special and general powers of attorney may be also sent by e-mail at: [investor.relations@romgaz.ro](mailto:investor.relations@romgaz.ro) having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **December 19, 2017, 11:00 noon** (Romania Time).

The original voting ballots for the vote by correspondence will be sent in Romanian or English by any form of courier service with proof of delivery at Romgaz Correspondence Entry, or by email having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature at [investor.relations@romgaz.ro](mailto:investor.relations@romgaz.ro) no later than **December 19, 2017, 11:00 noon** (Romania time) clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 20, 2017".

The voting ballots for the vote by correspondence, filled in and signed, will be sent along with the copy of the shareholder's identity document (in case of shareholders being natural persons - copy of the identity document, and in case of shareholders being legal persons - copy of the legal representative identity document) as the case may be, along with the original or the certified true copy of the excerpt issued by the Trade Register or the original or the certified true copy of any other document issued by a competent authority of the country where the shareholder is duly incorporated, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the OGMS convening notice.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
NISTORAN DORIN-LIVIU**

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the left.