

SNGN ROMGAZ SA Number: 34901/ November 13, 2018

THE MINISTRY OF ENERGY

Minister's Office

Ministry Registration Number: 104328/AA/November 13, 2018

To:

The Board of Directors of Societatea Nationala de Gaze Naturale "Romgaz"- S.A.

Mr. Nistoran Dorin-Liviu, Chairman of the Board of Directors

Considering:

- SNGN Romgaz SA Ordinary General Meeting of Shareholders Convening Notice for December 6, 2018, at 2 pm (first convening) and December 7, 2018 (second convening) respectively;
- Company Law 31/1990, republished, as subsequently amended and supplemented;
- Law 24/2017 on issuers of financial instruments and market operations;
- Government Emergency Ordinance No. 29/2017 on adopting some fiscal-budgetary measures;

The Ministry of Energy, representing the Romanian State as shareholder of S.N.G.N. Romgaz S.A., owning 269,823,080 shares, representing 70.01% of the share capital, requests under the provisions of art. 117¹ of Companies Law No. 31/1990 republished, as subsequently amended and supplemented, to include new items on the agenda of the Ordinary General Meeting of Shareholders, as follows:

- “- Approval to distribute the total amount of RON 716,885,664 as additional dividends, in compliance with art. II and art. III of GEO 29/2017, to the company's shareholders, according to their participation in the company's share capital;*
- *Approval of the additional gross dividend per share of 1.86 RON/share. Additional gross dividends are to be distributed from the company's reserves, representing own financing sources;*
- *Establish December 21, 2018 as Record Date, that is the date to determine the shareholders eligible to receive additional dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders;*
- *Establish December 20, 2018 as "Ex Date", representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution;*
- *Establish December 28, 2018 as Payment Date, which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain.”*

We propose the following resolution drafts:

- “- Approve the distribution of the total amount of RON 716,885,664 as additional dividends, in compliance with art. II and art. III of GEO 29/2017, to the company’s shareholders, according to their participation in the company’s share capital;*
- Approve the additional gross dividend per share of 1.86 RON/share. Additional gross dividends are to be distributed from the company’s reserves, representing own financing sources;*
- Establish December 21, 2018 as Record Date, that is the date to determine the shareholders eligible to receive additional dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders;*
- Establish December 20, 2018 as “Ex Date”, representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution;*
- Establish December 28, 2018 as Payment Date, which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain.”*

Best regards,

Anton Anton

MINISTER OF ENERGY