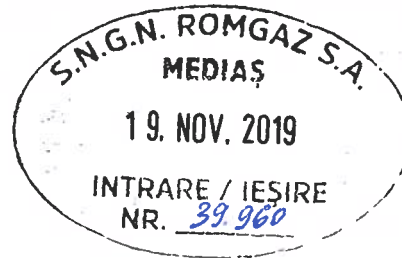


ROMGAZ

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



CURRENT REPORT

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and A.S.F. Regulation no. 5/2018

Report date: **November 19, 2019**

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

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

Phone/fax no: **004-0374-401020 / 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:

- **Request from the Ministry of Economy, Energy and Business Environment on behalf of the Romanian State, as the major shareholder of S.N.G.N. Romgaz S.A., for convening the Ordinary General Meeting of Shareholder**

According with the provisions of A.S.F. Regulation no. 5/2018 art. 234, paragraph 1 letter b), S.N.G.N. ROMGAZ S.A. informs the market about the request received on November 19, 2019 from 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 Economy, Energy and Business Environment, to convene the Ordinary General Meeting of Shareholders.

The request for convening the Ordinary General Meeting of Shareholders refers to:

- the revocation of S.N.G.N. Romgaz S.A. Board of Directors interim members holding the position as of the date of shareholders' general meeting;
- election of Board of Directors interim members.

Annexed: The request of the Ministry of Economy, Energy and Business Environment on behalf of the Romanian State, registered on no. 39868/November 19, 2019.

**Chief Executive Officer,
Constantin Adrian VOLINTIRU**

Capital social: 385.422.400 lei
CIF: RO 14056826
Nr. Ord.reg.com/an : J32/392/2001
RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș
RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



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Translation from the Romanian language

Ministry of Economy, Energy and Business Environment

Minister Cabinet

Registration number 4669 of November 18/2019

To: SNGN Romgaz S.A.

In attn. of: Mrs. Stan- Olteanu Manuela Petronela, Chairman of the Board

The Ministry of Economy, Energy and Business Environment, on behalf of the Romanian State as shareholder holding a number of 269,823,080 shares representing 70.0071% of the share capital of Societatea Nationala de Gaze Naturale "Romgaz" S.A. based on Company Law 31/1990, Art. 119, as *subsequently amended and supplemented*, requests the immediate convening of the Ordinary General Meeting of Shareholders on December 23, 2019 for the debate and approval of the following:

- 1) Revocation of SNGN Romgaz S.A. Board of Directors interim members holding the position as of the date of shareholders' general meeting;
- 2) Election of SNGN Romgaz S.A. Board of Directors interim members;
- 3) Establishing the mandate term of the Board of Directors members elected for a period of 4 (four) months starting with date of their appointment;
- 4) Establishing the fixed gross monthly indemnity of the newly elected Board members in compliance with **Article 37, paragraph (1) and (2) of GEO NO. 109/2011**.
- 5) Approval of the mandate contract draft to be concluded with the new members of the Board of Directors.
- 6) Mandating the representative of the majority shareholder to sign the mandate contracts with the new members of the Board of Directors.

We also propose the following Resolution draft:

- 1) AGOA approves the revocation of the following Board of Directors members of Societatea Nationala de Gaze Naturale "ROMGAZ" SA.
 - Mr./Mrs. [.....];
 - Mr./Mrs. [.....];
 - Mr./Mrs. [.....];
 - Mr./Mrs. [.....];
 - Mr./Mrs. [.....].
- 2) EGMS approves the election of the following Board of Directors interim members of Societatea Nationala de Gaze Naturale "ROMGAZ" SA.
 - Mr/Mrs. [.....],domiciled in [.....], professional qualification [.....];
 - Mr/Mrs. [.....],domiciled in [.....], professional qualification [.....];
 - Mr/Mrs. [.....],domiciled in [.....], professional qualification [.....];
 - Mr/Mrs. [.....],domiciled in [.....], professional qualification [.....];
 - Mr/Mrs. [.....],domiciled in [.....], professional qualification [.....];

Translation from the Romanian language

- 3) *The mandate term of the Board of Directors members is established to 4 (four) months, in accordance with GEO 109/2011 on corporate governance of public enterprises, Art. 64¹ as subsequently amended and supplemented by Law 111/2016, for interim directors appointed in accordance with item 1 above;*
- 4) *The fixed gross monthly indemnity of the directors elected is established in accordance with **Article 37, paragraph (1) and (2) of GEO no 109/2011;***
- 5) *The mandate contract draft to be concluded with the directors elected in accordance with the shareholders' proposal [.....] is approved;*
- 6) *The representative of the majority shareholder, the Romanian State acting through the Ministry of Economy, Energy and Business Environment, is mandated to sign the mandate contracts with the members of S.N.G.N. ROMGAZ S.A. Board of Directors.*

No later than 15 days after the publication of the convening notice, shareholders representing 5% from the share capital may formulate proposals for candidates. The proposals shall include information on name, place of residence and professional qualifications of the persons proposed for the respective position, in accordance with Article 117¹ paragraph (2) of Company Law no 31/1990, republished, as subsequently amended and supplemented.

Yours respectfully,

MINISTRY OF ECONOMY, ENERGY AND BUSINESS ENVIRONMENT

Name: Virgil- Daniel POPESCU

Signature

Stamp of the Ministry