

CONVENING NOTICE

The Board of Directors of S.N.G.N. „ROMGAZ” – S.A., a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, having its headquarters at Medias, 4 Constantin Motas square, Sibiu County with a subscribed and paid up share capital of RON **385,422,400** (hereinafter referred to as „ROMGAZ” or the „Company”),

CONVENES

the Extraordinary General Meeting of Shareholders (EGMS) on June 16, 2016, 14:00 (Romania Time) at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Medias, 4 Constantin Motas square, Sibiu County, in the conference room, having the following:

AGENDA

Item 1 Approve the procedure for exercising the voting rights of S.N.G.N. „ROMGAZ” – S.A. in the Extraordinary General Meeting of Shareholders of S.C. AMGAZ S.A. to be called for the approval of dissolving and initiation of winding –up of S.C. AMGAZ S.A., as follows:

- 1. *vote „For” Approval of the procedure for dissolving and initiation of winding –up of S.C. AMGAZ S.A. (Company)***
 - 1.1. *vote „For” Approval of the procedure for dissolving and initiation of winding –up of the Company in accordance with the provisions of Art. 227 paragraph (1) letter d) of Company Law;***
 - 1.2. *vote „For” Approval of the setting of the dissolving date as the date which expires 30 days after publication in the Official Gazette of Romania, Part IV of the decision made in this respect by EGMS of AMGAZ S.A.***
- 2. *vote „For” Approval of the appointment of Business Recovery BD&A SPRL, registered under the no. RFO II – 832 with the Romanian National Association of Practitioners in Insolvency, having its registered office in Bucharest, 84 General Berthelot Str., ground floor, Space B, District 1, taxpayer identification number 35611597, account RON ING Bank, RO68 INGB 0000 9999 0568 4178, by Mr. Daniel Barbu, acting as official receiver appointed by the Company to implement the winding-up proceedings (hereinafter referred to as “Official Receiver”).***
 - 2.1. *vote „For” Approval of the Official Receiver mandate to perform all proceedings, operations and formalities required by any public authority, including, without limitation, the Trade Register Office and the fiscal authorities, related to winding-up (including transferring to the Shareholders the Company the assets deriving from winding-up) and deregister of the Company. The proposal, in this respect, is to carry out all the assignments and to undertake all liabilities provided under the Romanian law, including:***

- a) To ensure allocation of assets and liabilities of the Company, following the approval by such of the inventory report issued by the Board of Directors;
 - b) To ensure payment of all Company liabilities, including tax liabilities and recovery of all receivables during the winding-up proceeding;
 - c) To perform and to complete all commercial operations related to winding-up and to perform in this respect all necessary transactions;
 - d) To ensure realization of Company assets by selling them out, under public tender, according to Art. 255, Par. 1, letter c) under Law 31/1990;
 - e) To have the right to act for the Company according to the law, including filing on behalf of the Company of any fiscal declaration or any other kind of declaration, as well as to file any registration with the public registers;
 - f) To represent the Company in court;
 - g) To fulfil any other assignments and responsibilities provided under the law.
- 2.2. The Official Receiver's mandate shall be granted for the full period of winding-up procedure, starting with the date of taking the job, provided that EGMS may take, at any time, the decision to revoke the Official Receiver mandate, and in such case its mandate terminates upon the date of notification of the decision to revoke.
- 2.3. *vote „For“* Approval of the following decision: the Directors and managers of the Company shall continue performing their assignments, except for those prohibited by law or by the Articles of Association, until the Official Receiver takes his position.
- 2.4. *vote „For“* Approval of the following decision: the Official Receiver shall perform all necessary formal procedures to register with the Trade Register his mandate as well as all bankruptcy proceedings that have to be registered with the Trade Register under the law (including filing the reports on the status of bankruptcy proceedings and the deregistration form).
- 2.5. *vote „For“* Approval of the following decision: upon the date the Official Receiver takes over the assignments provided under his mandate, the mandates of the members of the Board of Directors will terminate, and their rights of signature for the bank accounts shall be revoked.
3. ***vote „For“* Approval of the distribution to the Shareholders of the amounts that result from the bankruptcy proceedings, proportionally to their share in the share capital.**
4. ***vote „For“* Approval of the contracting an archiving company to provide archiving services to transfer the Company documents to the National Archives.**
5. ***vote „For“* Approval of the mandate of Mr. Răzvan Mihail Georgescu, as Director General of the Company, to act with full powers to represent the Company for fulfilling any activities and/or formalities to implement the decisions to be made in EGMS, to file the Company dissolving and initiation of the winding-up proceedings, up to the moment the Official Receiver takes over his job, and which relate to the acts and operations to be performed prior to the start of the winding-up proceedings.**
6. **Other aspects subject to EGMS approval.**
- 6.1. *vote „For“* Approval of the decision according to which all acts issued by the Company during winding-up period will provide expressly that the Company is under winding-up proceedings.

Item 2

Establish July 04, 2016 as „The Record Date“, respectively the date for identifying the shareholders who are affected by the Resolution of the Extraordinary General Meeting of Shareholders

Item 3 Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **June 06, 2016 (the „Reference Date”)** in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depository) may attend and cast their votes in EGMS.

Informational documents related to the items of the EGMS agenda, the draft resolutions proposed to be adopted by the EGMS will be available as from **May 16, 2016** on working days at the registry desk of the Company located in Medias, 4 Constantin Motas square, Sibiu County, Romania, postal code 551130 („ROMGAZ Correspondence Entry”) as well as on the website of the Company (www.romgaz.ro). ROMGAZ Correspondence Entry is open between hours 7:30 – 15:30 (Romania Time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the EGMS agenda.

One or more shareholders, representing individually or jointly at least 5% of the share capital of the Company, may demand through a request submitted to the Board of Directors of the Company the insertion of additional items on the agenda of the EGMS (“**proposals to add new items on the agenda**”) and submit draft resolutions for the items included or proposed to be included on the agenda of the EGMS (“**draft resolutions for the items included or proposed to be included on the agenda**”).

Proposals to add new items on the agenda shall be accompanied by a justification and/or a draft resolution proposed to be adopted.

Proposals to add new items on the agenda and justification and/or draft resolutions for the items included or proposed to be included on the agenda shall be:

- a) 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 the electronic signature, at investor.relations@romgaz.ro by **June 01, 2016, 15:30** (Romania Time). Both means of transmission shall be clearly marked with capital letters “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 16, 2016”.
- b) In case of shareholders being natural persons, accompanied by copies of the identity documents of the shareholders (the identity documents shall enable the identification of the shareholders in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A.) and in case of shareholders being legal persons, 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 of the country where the shareholder is legally registered, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice; documents proving the capacity as legal representative, prepared in a foreign language other than English, shall be accompanied by their certified translation into Romanian or English.

The supporting documents of the proposals to add new items on the agenda and/or draft resolutions related to the items included or proposed to be included on the agenda, will be available as from **June 03, 2016** at the registry desk of the Company located in Medias, 4 Constantin Motas square, Sibiu County, Romania, postal code 551130 („ROMGAZ Correspondence Entry”) as well as on the website of the Company (www.romgaz.ro). ROMGAZ Correspondence Entry is open between hours 7:30 – 15:30 (Romania Time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the agenda of the EGMS.

The shareholders of the Company may submit questions in writing, in the Romanian or English language, related to the items of the EGMS agenda. The written questions related to the items of the EGMS agenda shall be sent 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 the electronic signature, at investor.relations@romgaz.ro by **June 09, 2016, 15:30** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 16, 2016".

The shareholders of the Company may send written questions related to the items of the EGMS agenda; in case of shareholders being natural persons, accompanied by copies of the identity documents of the shareholders (the identity documents shall enable the identification of the shareholders in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A.), and in case of shareholders being legal persons, 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 of the country where the shareholder is legally registered, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice; documents proving the capacity as legal representative prepared in a foreign language other than English, shall be accompanied by their certified translation into Romanian or English.

Shareholders registered at the Reference Date in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the EGMS and may vote:

- i) in person – direct vote;
- ii) through a representative with a special or general power of attorney;
- iii) by correspondence.

The special power of attorney form:

- a) shall be available, in the Romanian and English language, as from **May 16, 2016** at ROMGAZ Correspondence Entry and on the Company web page (www.romgaz.ro);
- b) shall include the shareholder identification method, the number of owned shares, as well as the voting options "for" or "against" or "abstain" for every issue to be voted upon;
- c) shall be updated by the Company if new items are added to the agenda of the EGMS;
- d) shall be filled in by the shareholder in three counterparts: 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 14 of the Law No. 297/2004 on the capital market, or to an attorney-at-law.

The original copy of the special and general powers of attorney, in the Romanian or English language, shall be transmitted to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **June 15, 2016, 12:00** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 16, 2016", 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 EGMS 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 the address: investor.relations@romgaz.ro, having attached an extended electronic signature in accordance with the Law No. 455/2001 on Electronic Signature, no later than **June 15, 2016, 12:00** (Romania Time). Access of shareholders authorized to attend the EGMS is allowed based on simple proof of identity, as follows:

- a) in case of shareholders being natural persons - based on the identity document;
- b) in case of legal persons - based on the copy of the excerpt or equivalent and the legal representative's identity document, or the documents proving the capacity as legal representative of the legal person (in case the EGMS is not attended by the legal representative of the institutional investor), as the case may be;
- c) in case of a conventional representative, the documents provided at letter a) and b) above along with the special or general power of attorney.

The capacity as legal representative shall be proved by providing an excerpt issued by the Trade Register (or by another institution of similar authority of the resident country of the shareholder being a foreign legal person), as original or certified true copy, issued no more than 3 months prior to the publishing date of the EGMS convening notice. Documents proving the capacity as legal representative, prepared in a foreign language other than English, shall be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to EGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").

The Voting Ballot:

- a) shall be available, in the Romanian and English language, as from **May 16, 2016**, at ROMGAZ Correspondence Entry and on the Company web page (www.romgaz.ro);
- b) shall provide the shareholder identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for every issue to be voted upon;
- c) shall be updated by the Company if new items are added on the agenda of the EGMS.

The Voting Ballots shall be transmitted as original copies, in the Romanian or English language, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at the address: investor.relations@romgaz.ro, having attached an extended electronic signature in accordance with the Law No. 455/2001 on Electronic Signature, no later than **June 15, 2016, 12:00** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JUNE 16, 2016".

The filled in and signed Voting Ballots shall be accompanied by copies of the shareholders' identification documents (the identity document in case of natural persons, and the identity document of the legal representative in case of legal persons, respectively), as the case may be, along with the excerpt, as original or certified true copy, issued by the Trade Register or any other document, as original or certified true copy, issued by a competent authority of the state where the shareholder is duly incorporated, in proof of the capacity of the legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice.

If new items are added on the Agenda, after publishing the Convening Notice, the updated special power of attorney form and the Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page (www.romgaz.ro), as from **June 03, 2016**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **June 15, 2016, 12:00** (Romania Time) shall not be counted towards the quorum and majority in the EGMS.

If the agenda is supplemented/ updated and the shareholders do not submit their updated powers of attorney and updated Voting Ballots, the special powers of attorney and the Voting Ballots submitted prior to agenda supplementation/update shall not be taken into account, except for the items included in the supplemented/updated agenda.

Should the statutory quorum for convening the EGMS not be met on the first date, namely **June 16, 2016**, the EGMS shall be convened at **June 17, 2016, 14:00** (Romania Time), at the same venue and with the same agenda. In the event of a new convening, the **Reference Date** for identifying the shareholders entitled to attend and vote in the EGMS is the same, namely **June 06, 2016**.

Additional information may be obtained from the Secretary Department of the General Shareholders Meeting and the Board of Directors, phone number 0040 269 201019, and on the Company web page (www.romgaz.ro).

**CHAIRPERSON OF
THE BOARD OF DIRECTORS
Aurora Negrut**

