

CONVENING NOTICE

The Board of Directors of S.N.G.N. "ROMGAZ" – S.A., a company managed in a 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 Motăș 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 January 23, 2015, 12:00 (Romania Time) at the headquarters of S.N.G.N. „ROMGAZ”-S.A., located in Medias, 4 Constantin Motăș square, Sibiu County, the Conference Room, having the following:

AGENDA

Item 1. Approval for procurement by exception, by S.N.G.N. „ROMGAZ” -S.A., of legal consulting services, legal assistance and representation on the following matters:

- The litigation occurred following to completion of ANAF (National Agency for Fiscal Administration) thematic Fiscal Control (Annex 1);
- The start of Iernut power plant (as part of Iernut Power Plant Production Branch) development project in the form of "association in participation/joint venture" (Annex II);
- Establishment of S.N.G.N. „ROMGAZ” -S.A. UGS Subsidiary – FILIALA DE INMAGAZINARE GAZE NATURAL DEPOGAZ PLOIESTI (Annex III);
- Commercial/civil litigations and possibly criminal, further to performance of commercial relationship with Interagro SA (Annex IV).

Item 2 – Approval of S.N.G.N. „ROMGAZ” -S.A. voting decision that will be casted during S.C. Depomures S.A. Extraordinary General Meeting of Shareholders convened for January 27, 2015 as follows:

- **Vote “against” on Item 1 of the agenda (namely “approval of S.C. Depomures S.A. share capital increase by the amount of Lei 23,200,000 by issue of a number of 2,320,000 new registered shares, in nominal value of Lei 10 per share, the price of issue 10 lei/share);**
- **Vote “against” on Item 1.1 of the agenda (namely, “the share capital will increase from the current amount of Lei 300,000 to the amount of Lei 23,500,000”);**
- **Vote “against” on item 1.2 of the agenda (namely, “the new issued shares will be offered for subscription to the existing shareholders of the Company by exercising their pre-emption right, proportionally to their number of shares, as follows:.....);**
- **Vote “against” on item 1.3 of the agenda (namely, “the increase of share capital will be made according to the amount actually subscribed and paid in the Company’s account, and the newly issued and unsubscribed shares will be cancelled”);**
- **Vote “against” on item 1.4 of the agenda (namely, “approval of the one month term, from the date of publication in the Official Gazette of Romania, Part IV of the resolution on the increase of share capital of the Extraordinary General Meeting of Shareholders, for exercising the pre-emption rights by the existing**

shareholders of the Company for subscription of newly issued shares, according to Item 1.2”);

- Vote “against” on item 1.5 of the agenda (namely, “approval of delegation to the Company Board of Directors of the implementation of share capital increase, as approved by the Extraordinary General Meeting of Shareholders, namely (i) the approval of final amount of the share capital increase and allocation of shares to shareholders proportionally to the amounts they have subscribed and paid, (ii) cancelling of the newly subscribed and not paid shares, (iii) approval of the addendum to the Articles of Incorporation comprising the modifications generated by increase of share capital, (iv) approval of the updated Articles of Incorporation of the Company, (v) approval of execution of any acts and performance of formalities required for implementation and for registration of the share capital increase with the interested authorities and institutions”);
- Vote “for” on item 1.6 of the agenda (namely, “approval to authorize the Chairman of the Board of Directors (i) to sign the resolutions of the Extraordinary General Meeting of Shareholders, (ii) to sign all the documents that have to be approved by the Board of Directors related to the implementation of share capital increase, (iii) to sign the addendum for modification of the Articles of Incorporation and the updated Articles of Incorporation, (iv) to perform the legal formalities procedures required for registration with the Trade Register Office of the resolutions related to and for share capital increase, (v) to authorize the Company employees or third parties to perform some of the above mentioned activities and/or operations”);
- Vote “against” on item 2 of the agenda (namely “approval to contract a credit in amount of up to Lei 23,200,000 for the required financing of the Company. Authorization of the Board of Directors to select offers for financing, to approve the contract and any other documents related to such credit contracting. The credit will be contracted only if the General Meeting does not approve the share capital increase as it is mentioned under item 1”); for this item S.N.G.N. „ROMGAZ” -S.A. representative in the General Meeting of Shareholders of S.C. Depomures S.A. will request the following paragraph to be included in the minutes of the meeting: “Considering the provisions of Article 44.1 of Depomures Articles of Organization, which mention the competencies of Depomures Board of Directors related to execution of all necessary and useful acts for achievement of the company’s scope of work, corroborated with the technical nature of the replacement of the gathering pipeline required for fulfillment of the scope of work, as well as the provisions of letter p of same article, it falls under Depomures Board of Directors competence to decide upon contracting a credit.”

Item 3. Approval for S.N.G.N. “ROMGAZ” – S.A., as shareholder of SC Depomures SA to request SC Depomures SA Board of Directors, in compliance with art. 117¹ paragraph 1 of Law 31/1990, to add a new item on the agenda of the Extraordinary General Meeting of Shareholders of SC Depomures SA convened for January 27, 2015, as follows:

“Approve the share capital increase of SC Depomures SA by:

- i. incorporating the reserves from account “Other reserves” (in amount of RON 31 606 21, according to the financial statements as of 31.12.2013) in SC Depomures SA share capital.”**

Or

- ii. by bonus issue in order to maintain the share book value and the value of the reserves build up by the current shareholders (if the bonus issue will be transferred to “Other Reserves”)”**

The vote is in favor of this item.

Item 4. Approval for S.N.G.N. „ROMGAZ” – S.A. not to exercise the preemption right, proportional to the number of shares held, in case of a share capital increase at SC Depomures SA.

Item 5. Approve S.N.G.N. "ROMGAZ" – S.A. voting that will be casted during Extraordinary General Meeting of Shareholders of S.C. AGRI LNG Project Company S.R.L., that will be convened in January 2015, according to the decision of S.C. AGRI LNG Project Company S.R.L. Board of Directors taken in the meeting held on December 4, 2014, as follows:

- **vote "for" related to the item on the agenda (namely, "approve share capital increase of S.C. AGRI LNG Project Company S.R.L. with the amount of Euro 80,000") ;**
- **vote "for" related to the item on the agenda (namely, "approval for S.N.G.N. "ROMGAZ" – S.A. participation to the increase of SC AGRI LNG PROJECT COMPANY SRL with Euro 20,000");**

Item 6. Setting February 10, 2015 as "Record Date", namely the date of identification of shareholders affected by the EGMS Resolution.

Item 7. Authorizes the chairperson and the secretary of the meeting to sign EGMS Resolution.

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **January 13, 2015 (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 from **December 23, 2014** 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 **January 8, 2015, 15:30 (Romania Time)**. Both means of transmission shall be clearly marked with capital letters "**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 23, 2015**".
- b) **In case of shareholders 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 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 from **January 12, 2015** 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 **January 16, 2015, 15:30** (Romania Time), clearly marked with capital letters “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 23, 2015”.

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 power of attorney;
- iii) by correspondence.

Shareholders may be represented in the EGMS by their legal representative or by a conventional representative who was given a special power of attorney, based on the form of the special power of attorney provided by the Company.

The special power of attorney form:

- a) shall be available, in the Romanian and English language, as from **December 23, 2014** 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 original copy of the special 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 **January 22, 2015, 10:00 (Romania Time)**, in sealed envelope, clearly marked with capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 23, 2015"**, 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, a special power of attorney shall be provided, 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 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 **January 22, 2015, 10:00 (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 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 **December 23, 2014**, 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 **January 22, 2015, 10:00 (Romania Time)**, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 23, 2015".

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 **January 12, 2015**.

The Voting Ballots/ special powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **January 22, 2015, 10:00 (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 **January 23, 2015**, the EGMS shall be convened on **January 26, 2015**, at **12:00 (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 **January 13, 2015**.

Additional information may be obtained from the Secretary Office 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
THE BOARD OF DIRECTORS
Aurora Negrut**

