

## 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 Piata Constantin Motas, no. 4, Medias, with a subscribed and paid up share capital of RON 385,422,400 (hereinafter referred to as „ROMGAZ” or the „Company”),

### CONVENES

the Ordinary General Meeting of Shareholders (OGMS) on July 30, 2014, 13:00 hours AM (Romanian Time) at the headquarters of S.N.G.N. „ROMGAZ”-S.A. located in Medias, Piata Constantin Motas, no. 4, Sibiu County, the conference room, with the following:

### AGENDA

- Item 1** Appoint a new director on the vacant position in the Board of Directors of S.N.G.N. Romgaz S.A further to the resignation of Mr. Adrian Constantin Vollntiru from his position. The mandate shall be enforced from the date the position is accepted according to legal provisions and shall be valid until May 14, 2017.
- Item 2** Mandating Mr. Cornel Bobâlcă, representative of the majority shareholder, for signing the director's contract with the new member of the Board of Directors
- Item 3** Establish August 18, 2014 as "The Record Date", respectively the date for identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders
- Item 4** Authorizes the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Ordinary General Meeting of Shareholder, as per Article 16, paragraph 1 of the Articles of Incorporation of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A.

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders at July 18, 2014 (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 OGMS.

Capital social: 385.422.400 RON

CIF: RO 14056826

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

RO08 RNCB 0231 0195 2533 0001 - BCR Medias

RO12 BRDE 3305 V024 6190 3300 - BRD Medias



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www.romgaz.ro

Informational documents related to the items of the OGMS agenda, the drafts of the resolutions proposed to be approved by the OGMS will be available starting with **June 27, 2014** on business days at the registry desk of the Company located in Mediaş, Piata Constantin Motaş 4, Sibiu County, Romania, postal code 551130 („ROMGAZ Correspondence Entry”) as well as on the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)). **ROMGAZ Correspondence Entry** is open between hours 7:30 AM – 3:30 PM (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 OGMS.

The shareholders may propose candidates for filling the director vacancy 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 **July 14, 2014, 3:30 PM** (Romania time). Both means of transmission must contain the mention “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 30, 2014” written clearly and in upper case.
- b) each candidate proposal shall contain specific reference of name, surname, place of residence and professional qualifications of the candidate and shall be accompanied by the candidate’s CV.
- c) 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 OGMS 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.

The list containing information on the name, place of residence and professional qualification of the candidates for director position shall be made available to the shareholders at ROMGAZ Correspondence Entry and on the company’s website ([www.romgaz.ro](http://www.romgaz.ro)) starting with **July 16, 2014**.

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 OGMS (“**proposals with respect to adding new items on the agenda**”) and submit draft resolutions for the items included or proposed to be included on the agenda of the OGMS (“**draft resolutions for the items included or proposed to be included on the agenda**”).

**Proposals with respect to adding new items on the agenda** have to be accompanied by a justification and/or a resolution draft submitted for approval.

**Proposals with respect to adding new items on the agenda and draft resolutions for the items included or proposed to be included on the agenda** will 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](mailto:investor.relations@romgaz.ro) by **July 14, 2014, 3:30 PM** (Romania time). Both means of

transmission must contain the mention "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 30, 2014" written clearly and in upper case.

- b) for natural person shareholders, 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, 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 OGMS 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.

Documents justifying the proposals with respect to adding new items on the agenda and draft resolutions for the items included or proposed to be included on the agenda shall be made available starting with **July 16, 2014** at the registry desk of the Company located in Mediaş, Piata Constantin Motaş 4, Sibiu County, Romania, postal code 551130 ("**ROMGAZ Correspondence Entry**") as well as on the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)). **ROMGAZ Correspondence Entry** is open between hours 7:30 AM - 3:30 PM (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 OGMS.

The shareholders of the Company may submit questions in writing, either in Romanian language or in English language, related to the items of the OGMS agenda. The written questions related to the items of the OGMS agenda will 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](mailto:investor.relations@romgaz.ro) by **July 16, 2014, 3:30 PM** (Romania time) with the clear mention written in upper case "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 30, 2014".

The shareholders of the Company will send written questions related to the items of the OGMS agenda; in respect of natural person shareholders, 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 in respect of legal person shareholders, 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 OGMS 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.

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

- 1-in person – direct vote;
- 2-through a representative with a special power of attorney;
- 3-by correspondence

Shareholders may be represented in the OGMS 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 made available, starting from **June 27, 2014** at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro));
- b) shall provide the shareholder identification method, the number of owned shares and the voting options "for" or "against" or "abstention" for every issue that is subject to voting procedure;
- c) shall be updated by the Company if new items are added to the agenda of the OGMS;
- d) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

Original copies of the special power of attorney shall be transmitted by the shareholder to ROMGAZ Correspondence Entry, by any type of form of courier service with proof of delivery no later than **July 29, 2014, 11:00 AM** (Romania time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 30, 2014", along with the copy of the shareholder's identity document (for natural person shareholders - copy of the identity document, and for legal persons shareholders - 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 state where the shareholder is duly incorporated, in order to prove the capacity of the legal representative, being no older than 3 months as from the date of publication of the OGMS Convening Notice.

If the representative is a credit institution providing custodian services, a special power of attorney shall be provided, drafted in accordance with Regulation 6/2009 of CNVM and Disposal of Measures no. 26/20.12.2012 of CNVM, signed by the shareholder and, mandatorily accompanied by a sworn statement issued by the legal representative of the credit institution who 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 by 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 power of attorney may be also sent by e-mail at the address: [investor.relations@romgaz.ro](mailto:investor.relations@romgaz.ro), having attached an extended electronic signature in accordance with the Law on Digital Signature No. 455/2001, until **July 29, 2014, 11:00 AM (Romania time)**.

The access of shareholders authorized to attend OGMS is allowed, as follows:

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

The capacity as legal representative shall be attested by providing an excerpt issued by the Trade Register (or by another institution of similar authority from the resident country of the foreign legal person shareholder), as original or certified true copy, being no older than 3 months as from the date of publication of the OGMS Convening Notice.

The documents proving the capacity of the legal representative presented in a foreign language, other than the English language, shall be accompanied by their translation into Romanian or English performed by a certified translator.

The shareholders of the Company may vote by correspondence, prior to OGSM, by using the voting bulletin for the vote by correspondence (the „Voting Bulletin”).

The Voting Bulletin:

- a) shall be available both in English and Romanian language, starting from **June 27, 2014**, at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro));
- b) shall provide the shareholder identification method, the number of owned shares and the voting options “for” or “against” or “abstention” for every issue that is subject to voting procedure;
- c) shall be updated by the Company if new items are added on the agenda of the OGMS;

The Voting Bulletin shall be transmitted, both in Romanian and in English, as original copies to ROMGAZ Correspondence Entry, by any type of form of courier service with proof of delivery, or by e-mail at the address: [investor.relations@romgaz.ro](mailto:investor.relations@romgaz.ro), having attached an extended electronic signature in accordance with the Law on Digital Signature No. 455/2001, until **JULY 29, 2014, 11:00 AM (Romania time)**, clearly marked with capital letters “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 30, 2014”.

The Voting Bulletins, filled and signed accompanied by copies of the shareholders’ identification documents (identity documents for natural persons, identity document of the legal representative for 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 order to prove the capacity of the legal representative, being no older than 3 months as from the date of publication of the OGMS Convening Notice.

In case new item are included in the agenda after the Convening notice is published, the special power of attorney form and the voting bulletin form may be obtained from ROMGAZ Correspondence Entry or the company’s website ([www.romgaz.ro](http://www.romgaz.ro)) as of **JULY 16, 2014**.

The Voting Bulletins which are not received at the ROMGAZ Correspondence Entry or by e-mail until **JULY 29, 2014 at 11:00 AM (Romania time)** shall not be counted towards the quorum and majority in the OGMS.

If the agenda is supplemented/updated and the shareholders do not submit their updated powers of attorney and updated voting bulletins by correspondence, the special powers of attorney and the voting bulletins by correspondence submitted prior to publication of the supplemented agenda shall be taken into account only in respect of the points that are included in the supplemented agenda.

Should the statutory quorum for convening OGMS not be met on the first date, namely **JULY 30, 2014** the OGMS is convened at **JULY 31, 2014 at 13:00 AM (Romanian time)**, at the same place and with the same agenda. In the event of a new convening, the **Reference Date** determined to establish the shareholders entitled to attend and vote in the OGMS is the same, namely **JULY 18, 2014**.

Additional information can be obtained from the Board of Directors and General Shareholder Meeting Secretary Department, at the phone number 0040 269 201019, and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro)).

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**Aurora NEGRUT**

