

**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on APRIL 25, 2017**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., with the registered office in Medias, 4 Constantin Motas square, Sibiu county, registered with the Trade Register Office of Sibiu Law Court under number J32/392/2001, fiscal registration number RO 14056826, considering the request to supplement the agenda of the Ordinary General Meeting of Shareholders (OGMS) made by the shareholder the ROMANIAN STATE, represented by the MINISTRY OF ENERGY by letter no. 10471/10.04.2017, the provisions of art. 7 of the National Securities Commission Regulation no.6/2009 on the exercise of certain rights of shareholders at general meetings of companies, the provisions of art. 117¹ of the Law on Companies no.31/1990, the agenda of the Ordinary General Meeting of Shareholders, initially published in the Official Gazette – Part IV- no. 989 of March 24, 2017, in "Bursa" daily newspaper no.56 of March 24, 2017 and on the company's website (www.romgaz.ro) starting from March 24, 2017 will be supplemented as follows:

- 1) Revocation of Mr. Dumitru Chisalita, Mr. Aristotel Marius Jude, Mr. Stoicescu Razvan Florin and Mrs. Aurora Negrut from their position as directors, members of Romgaz Board of Directors;
- 2) Electing Mr. Stan Bogdan-Nicolae, Mr. Chirila Alexandru, Mr. Gheorghe Gheorghe Gabriel and Mr. Metea Virgil-Marius as interim members of Societatea Nationala de Gaze Naturale "ROMGAZ" SA Board of Directors to replace the members who have been revoked according to point 1 as a result of mandate expiration;
- 3) Setting the mandate duration of the interim members of the Board of Directors at a period of 4 (four) months according to provisions contained in Article 64¹ of Emergency Government Ordinance no. 109/2011 on corporate governance of public enterprises, as approved and amended by Law no. 111/2016.
The mandate of each of the interim members of the Board shall commence on the predecessor's mandate expiration date in compliance with the following algorithm: in chronological order of the release date of the Acceptance Letter of the position as director, the interim directors shall occupy the positions in the order they become vacant further to the predecessor's mandate coming to term;
- 4) Approving the mandate contract draft to be concluded with the interim members of the company's Board of Directors according to the proposal made by the Romanian State, as shareholder, by means of the Ministry of Energy.
- 5) Establishing the remuneration of the interim members of the company's Board of Directors.

Therefore, the agenda of the Ordinary General Meeting of Shareholders on April 25, 2017, 2:00 pm (Romania time) that will take place at S.N.G.N. „ROMGAZ” - S.A. headquarters in Medias, 4 Constantin Motas square, Sibiu County, the conference room, where only shareholders may attend and cast their vote who are registered on **April 14, 2017** ("Reference Date") in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, shall be the following:

AGENDA

- Item 1** Approve the annual individual financial statements for the year ended on December 31, 2016 (the individual statement of financial position, the individual statement of global result, the individual statement of changes in stockholders' equity, the individual statement of cash flows, explanatory information on the financial statements) prepared in compliance with the International Financial Reporting Standards (IFRS) based on the Board of Director's Report for financial year 2016 and the independent Auditor Report, S.C. Deloitte Audit S.R.L, on the individual financial statements of S.N.G.N. "ROMGAZ"- SA.
- Item 2** Approve the proposal on the net profit distribution for financial year 2016 achieved by Societatea Națională de Gaze Naturale „ROMGAZ” - S.A
- Item 3** Approve the gross dividend per share, the dividends payment term and method for financial year 2016
- Item 4** The annual Report of the Nomination and Remuneration Committee on the remuneration and other benefits granted to directors and managers during financial year 2016, the manner of fulfilling the performance criteria and objectives on December 31, 2016 set by the Director's Agreement/Contract of Mandate of the Director General of Societatea Nationala de Gaze Naturale „ROMGAZ”- S.A
- Item 5** Approve the budgetary discharge of the Board members for financial year 2016
- Item 6** Approve the amendment of the performance indicators included in the director agreements
- Item 7** Approve the 2017 Income and Expenditure Budget of Societatea de Gaze Naturale „ROMGAZ”- S.A.
- Item 8** Revocation of Mr. Dumitru Chisalita, Mr. Aristotel Marius Jude, Mr. Stoicescu Razvan Florin and Mrs. Aurora Negrut from their position as directors, members of Romgaz Board of Directors
- Item 9** Electing Mr. Stan Bogdan-Nicolae, Mr. Chirila Alexandru, Mr. Gheorghe Gheorghe Gabriel and Mr. Metea Virgil-Marius as interim members of Societatea Nationala de Gaze Naturale "ROMGAZ" SA Board of Directors to replace the members who have been revoked according to point 1 as a result of mandate expiration;
- Item 10** Setting the mandate duration of the interim members of the Board of Directors at a period of 4 (four) months according to provisions contained in Article 641 of Emergency Government Ordinance no. 109/2011 on corporate governance of public enterprises, as approved and amended by Law no. 111/2016.
- The mandate of each of the interim members of the Board shall commence on the predecessor's mandate expiration date in compliance with the following algorithm: in chronological order of the release date of the Acceptance Letter of the position as director, the interim directors shall occupy the positions in the order they become vacant further to the predecessor's mandate coming to term;

- Item 11** **Approving the mandate contract draft to be concluded with the interim members of the company's Board of Directors according to the proposal made by the Romanian State, as shareholder, by means of the Ministry of Energy.**
- Item 12** **Establishing the remuneration of the interim members of the company's Board of Directors.**
- Item 13** **Extend the director mandates for a period of 4 months from their expiration date for Mrs. Aurora Negrut, Mr. Dumitru Chisalita, Mr. Aristotel Marius Jude and Mr. Stoicescu Razvan Florin**
- Item 14** **Set the fixed remuneration of Board members whose director mandate is extended, in compliance with art. 37 para (2) of GEO no.109/2011**
- Item 15** **Approve the director agreement draft that will be concluded with the board members whose mandate is extended**
- Item 16** **Mandate the representative of the Ministry of Energy to sign the director agreement with the Board members whose mandate is extended**
- Item 17** **Establish July 5, 2017 as the registration date, namely the date for identifying the shareholders that are going to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders**
- Item 18** **Establish July 04, 2017 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**
- Item 19** **Establish July 26, 2017 as “Payment Date”, namely the calendar day when the distribution of revenue related to securities, consisting of cash or securities, becomes certain**
- Item 20** **Authorize the Chairman and the secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders.**

The list with informational documents related to the first and last name of the persons proposed as interim director, their residence and professional experience will be available for shareholders at **ROMGAZ Correspondence Entry** as well as on the Company's website (www.romgaz.ro) as from **April 13, 2017**; such list may be reviewed and supplemented with candidates' proposals.

The shareholders of the Company may obtain, upon request, copies of the list with informational documents related to the first and last name of the persons proposed as interim director, their residence, birth date and professional experience.

Shareholders may propose candidates for the interim director positions in the Board of Directors of S.N.G.N ROMGAZ S.A. 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 by **April 18, 2017, 3:30pm** (Romania time). Both means of transmission must contain the mention “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 25, 2017” written clearly and in upper case.
- b) Candidates' proposals will mention for each candidate separately the first and last name, residence, birth date and professional experience;
- c) Each candidate proposal will be accompanied by the CV.

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 OMGS 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 vote for electing interim directors of the Board of Directors will be casted by each shareholder/representative of the shareholder, by distinct voting ballots and by special or general power of attorney, as the case may be.

The voting ballot for electing the interim directors of the Board of Directors may be obtained in Romanian and in English starting with **April 19, 2017** from Romgaz Correspondence Entry and/or from the website of the Company (www.romgaz.ro).

The special power of attorney for electing interim directors of the Board of Directors may be obtained in Romanian and in English, starting from **April 19, 2017** from Romgaz Correspondence Entry and/or from the website of the Company (www.romgaz.ro), it will be filled in by the shareholder in three copies, one for the shareholder, one for the representative and one for the Company.

The vote for revoking directors of the Board of Directors, whose mandates expire in May 2017, shall be casted by each shareholder/representative of the shareholder by separate voting ballots, and as the case may be, by separate special or general powers of attorney.

The voting ballot for revoking directors of the Board of Directors whose mandates expire in May 2017, may be obtained in Romanian and in English, starting from **April 13, 2017** from Romgaz Correspondence Entry and/or from the website of the Company (www.romgaz.ro)

The special power of attorney for revoking directors of the Board of Directors whose mandates expire in May 2017, may be obtained in Romanian and in English, starting from **April 13, 2017** from Romgaz Correspondence Entry and/or from the website of the Company (www.romgaz.ro), and it will be filled in by the shareholder in three copies, 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 Romanian or English language, shall be transmitted to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **April 24, 2017, 12:00 noon** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 25, 2017", 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 OGMS 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: investor.relations@romgaz.ro having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **April 24, 2017, 12:00 noon** (Romania Time).

The original voting ballots for the vote by correspondence will be sent in Romanian or English by any form of courier service with proof of delivery at Romgaz Correspondence Entry, or by email having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature at investor.relations@romgaz.ro no later than April 24, 2017, 12:00 noon (Romania time) clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 25, 2017".

The voting ballots for the vote by correspondence, filled in and signed, will be sent 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 OGMS convening notice.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
DUMITRU CHISALITA**

