

**THE GOVERNMENT OF ROMANIA**

**THE DEPARTMENT FOR ENERGY**

**THE GENERAL DEPARTMENT FOR STATE ENERGY EQUITY PRIVATIZATION AND MANAGEMENT**

**To:      Societatea Națională de Gaze Naturale S.A.**

**Attn:    Mrs. Aurora Negruț, Chairman of the Board of Directors**

**Ref:      Convening of the Extraordinary General Meeting of Shareholders**

Considering the provisions of Art. 119 (1) of the company Law 31/1990, republished, as amended and supplemented, and in order to comply with the economic efficiency principles related to the operation of public companies as provided under Art. 3, point 1, letter c), point 2, letter c) and point 3, letter a) and b) of the GEO No. 109/2011 on corporate governance of public companies, as amended and supplemented, the Ministry of Economy, by the Department for Energy, on behalf of the Romanian State acting as shareholder of 269,823,080 shares , representing 10.0071% of S.N.G.N ROMGAZ S.A. share capital, requests S.N.G.N. ROMGAS S.A.'s Board of Directors to convene the Extraordinary General Meeting of Shareholders to debate on and to submit for shareholders' approval the following items on the agenda:

1. *Approval of quarterly submission by the Board of Directors of a report on the acquisition of goods, services and works exceeding EUR 500,000/acquisition (for acquisition of goods and works) and EUR 100,000/acquisition (for acquisition of services), respectively, and implementation of a centralized system for monitoring the public acquisitions of the company that should become operational from January 1<sup>st</sup>, 2015. The information will be included in a Report of the Board of Directors published quarterly on the company web page. The report will include information on the legal basis of the acquisition, the applied acquisition procedure, the scope of the acquisition contract, the amount and duration of the contract. Periodical information on the status of the acquisition process will be provided for the scope of monitoring.*
2. *Approval of elaboration by the Board of Directors of an annual report on the status of sponsorship granted by the company and publishing of such on the company's web page by the end of January for the previous year.*
3. *Approval of elaboration by the Board of Directors, by the end of 2014, of the development strategy for the period 2015-2025, in conjunction with the governing plan of the Board of Directors.*

The convening will be made in compliance with the legal convening and publicity provisions as provided by Art. 117 and 117<sup>2</sup> of the Law 31/1990.

The proposed draft resolutions of the Extraordinary General Meeting of Shareholders for the above mentioned items on the agenda are:

Resolution 1: *The Extraordinary General Meeting of Shareholders **approves** the quarterly submission by the Board of Directors of a report on the acquisition of goods, services and works exceeding EUR 500,000/acquisition (for acquisition of goods and works) and EUR 100,000/acquisition (for acquisition of services), respectively, and implementation of a centralized system for monitoring the public acquisitions of the company that should become operational from January 1<sup>st</sup>, 2015. The information will be included in a Report of the Board of Directors published quarterly on the company web page. The report will include information on the legal basis of the acquisition, the applied acquisition procedure, the scope of the acquisition contract, the amount and duration of the contract. Periodical information on the status of the acquisition process will be provided for the scope of monitoring.*

Resolution 2: *The Extraordinary General Meeting of Shareholders **approves** the elaboration by the Board of Directors of an annual report on the status of sponsorship granted by the company and publishing of such on the company's web page by the end of January for the previous year.*

Resolution 3: *The Extraordinary General Meeting of Shareholders **approves** the elaboration by the Board of Directors, by the end of 2014, of the development strategy for the period 2015-2025, in conjunction with the governing plan of the Board of Directors.*

**DIRECTOR GENERAL**  
**Gabriel DUMITRAȘCU**