

**CURRENT REPORT****In compliance with the Romanian Capital Market Law no. 297/2004 and CNVM Regulation no. 1/2006**Report date: **December 12, 2013**Company name: **S.N.G.N. ROMGAZ S.A.**Address: **Mediaș, Piata Constantin Motas 4, Sibiu County – Romania, 551130**Phone/fax no: **004-0269-201020 / 004-0269-846901**Fiscal Code: **RO14056826**Trade Register registration number: **J32/392/2001**Subscribed and paid up share capital: **385 422 400 RON****Significant event to be reported:**

- **Supplemented Convening Notice of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. for December 30, 2013.**

At the request of S.C. Fondul Proprietatea S.A., holding 14,99% of the Company's share capital, the agenda of the Convening Notice of the Ordinary General Meeting of Shareholders was supplemented by adding items 2 and 3 and therefore the other existing items were renumbered.

The list with the information regarding the persons proposed as members of the Board will be available to the shareholders at **ROMGAZ Correspondence Entry** as well as on the Company web site ([www.romgaz.ro](http://www.romgaz.ro)) from December 13, 2013.

Attached:

Convening Notice of Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. for December 30 2013\_Updated Version.

**Director General,  
Virgil Metea**

## 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 Piața Constantin Motaș, no. 4, Mediaș, 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 Ordinary General Meeting of Shareholders (OGMS) on December 30, 2013, 10:00 AM** (Romania time) at S.N.G.N. „ROMGAZ”-S.A. Documentation and Information Centre, located in Mediaș, Soseaua Sibiului, No. 5, Sibiu County, the conference room.

## WHEREAS

The agenda provided in the convening notice published in the Official Gazette – Part IV – on November 29, 2013 for the Ordinary General Meeting of Shareholders (OGMS) on December 30, 2013, 10:00 AM (Romania time);

The requests for supplementing the agenda of the Ordinary General Meeting of Shareholders (OGMS) on December 30, 2013, 10:00 AM (Romania time) submitted by the shareholder S.C. Fondul Proprietatea S.A., registered at S.N.G.N. "ROMGAZ" - S.A. under address no. 33301/29.11.2013, and under address no. 34374/10.12.2013;

The provisions of article 117<sup>1</sup> of Company Law No. 31/1990;

The provisions of article 7 of CNVM Regulation No. 6/2009 regarding the exercise of certain rights of shareholders in general meetings of trading companies;

The provisions of article 125, paragraph (1) of CNVM Regulation No. 1/2006, related to securities issuers and securities operations;

The provisions of article 235 paragraph (1) of Law No. 297/2004, related to capital market.

Capital social: 385.422.400 RON

CIF: RO 14056826

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

RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș

RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș



S.N.G.N. Romgaz S.A.  
551130, Piața Constantin Motaș, nr.4, Mediaș,  
jud. Sibiu - România  
Telefon 004-0269-201020  
Fax 004-0269-846901  
E-mail secretariat@romgaz.ro  
www.romgaz.ro

## SUPPLEMENTED AGENDA

of the Ordinary General Meeting of Shareholders (OGMS) convened for December 30, 2013, 10:00 AM (Romania time); at S.N.G.N. „ROMGAZ”-S.A. Documentation and Information Centre, located in Mediaş, Soseaua Sibiului, No. 5, Sibiu County, the conference room, is the following:

- Item 1            Establishing the rectified Income and Expenditure Budget for 2013 of S.N.G.N. „ROMGAZ” S.A.**
- Item 2            Election of S.N.G.N. “ROMGAZ” S.A.’s Board of Directors by cumulative voting**
- Item 3            Mandating a representative of the shareholders to sign the contract of mandate with the new members of the Board of Directors**
- Item 4            Establishing January 17, 2014 as the record date of the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders**
- Item 5            Authorizing the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Ordinary General Meeting of Shareholders, as per article 16, paragraph 1 of the Articles of Incorporation of S.N.G.N. „ROMGAZ” S.A.**

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders at **December 20, 2013 (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.

Informational documents related to the items of the OGMS agenda, the drafts of the resolutions proposed to be approved by the OGMS and the proposals for new items on the agenda of the OGMS received in due time (if applicable) will be available starting with December 13, 2013 on working days at the registry desk of the Company located in Mediaş, Piaţa Constantin Moţaş 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 list of names, place of residence and professional qualifications of the persons proposed as members of the Board is available to the shareholders at **ROMGAZ Correspondence Entry** as well as on the Company web site ([www.romgaz.ro](http://www.romgaz.ro)) from December 13, 2013, and it can be consulted and supplemented with proposals for nomination. Upon request, the Company’s shareholders may obtain copies of the List of names, place of residence and professional qualifications of the persons proposed as members of the Board.

The shareholders are allowed to submit proposals for nominees for election of S.N.G.N. “ROMGAZ” S.A.’s Board of Directors by cumulative voting, if they fulfil simultaneously the following conditions:

- a) The proposals for nomination shall be submitted and recorded 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 December 20, 2013, 11:00 AM (Romania time). Both means of transmission must contain the mention “FOR THE ORDINARY

GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 30, 2013” written clearly and in upper case.

- b) Every proposal will be accompanied by the proposed nominee’s resume.
- c) For every physical person shareholder, the proposal will be accompanied by copies of the shareholder’s identity documents (identity documents must enable the identification of the shareholder in the Company’s Register of Shareholders maintained 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 3 months before the date the OGMS convening notice is published at the earliest; 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:

- i) in person – direct vote;
- ii) by a representative having a special power of attorney;
- iii) 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 updated form:

- a) shall be made available, in Romanian and in English language, starting from December 20, 2013, 01:00 PM (Romania time) 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 include proposals for the nominees for the administrator position.

Original copies of the special power of attorney, in Romanian and in English language, 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 December 27, 2013, 10:00 AM (Romania time)**, in sealed envelope, clearly marked with capital letters “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 30, 2013”, 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, 3 months before the date of publication of the OGMS Convening Notice at the earliest.

The special powers 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, **no later than December 27, 2013, 10:00 AM (Romania time)**.

The access of shareholders authorized to attend OGMS is allowed based on simple proof of identity, 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 OGMS), 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 of 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, 3 months before the date of publication of the OGMS Convening Notice at the earliest. The documents attesting 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 updated Voting Bulletin:

- a) shall be available, in Romanian and in English language, starting from December 20, 2013, 01:00 PM (Romania time) 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 include proposals for the nominees for the administrator position;

The Voting Bulletin shall be transmitted as original copies, in Romanian or English language 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, **no later than December 27, 2013, 10:00 AM (Romania time)**, clearly marked with capital letters “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 30, 2013”.

The Voting Bulletins, filled and signed, in Romanian or English language, 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.

The Voting Bulletins which are not received at the ROMGAZ Correspondence Entry or by e-mail until December 27, 2013, 10:00 AM (Romania time) shall not be counted towards the quorum and majority in the OGMS.

If the agenda was 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/updated agenda shall be taken into account only in respect of the points that are included in the supplemented/updated agenda.

By the cumulative vote method, every shareholder has the right to assign cumulated votes (*the number of votes is obtained by multiplying the number of shares held, by seven (7), which represents the number of administrators that are going to be elected in the Board of Directors*) to one or more nominees, to be elected in the Board of Directors.

Should the statutory quorum for convening OGMS not be met on the first date, namely December 30, 2013, the OGMS is convened at **December 31, 2013, 10:00 AM (Romania time)**, at the same place 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 OGMS is the same, namely **December 20, 2013**.

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 Negruț**



**Data:** 29.11.2013

**Către:** Consiliul de Administrație al Societății Naționale de Gaze Naturale  
"Romgaz" S.A. Mediaș

**În atenția:** Doamnei Aurora Negruț, Președinte al Consiliului de Administrație

**Referitor la:** Solicitare privind completarea ordinii de zi a Adunării Generale  
Ordinare a Acționarilor din data de 30 decembrie 2013



Stimată doamnă Negruț,

Subscrisa S.C. FONDUL PROPRIETATEA S.A. cu sediul social în București, Str. Buzești nr. 78-80, Etaj 7, Sector 1, înregistrată la Registrul Comerțului de pe lângă Tribunalul București, sub nr. J40/210901/2005, cod unic de înregistrare 18253260, prin administrator unic și societate de administrare a investițiilor Franklin Templeton Investment Management Limited United Kingdom Sucursala București, cu sediul social în București, Str. Buzești nr. 78-80, etaj 7-8, Sector 1, înregistrată la Oficiul Registrului Comerțului de pe lângă Tribunalul București sub nr. J40/8587/2009, cod unic de înregistrare 25851096, reprezentată legal de către Dl Adrian Cighi,

vă solicităm, prin prezenta, completarea ordinii de zi a Adunării Generale Ordinare a Acționarilor din data de 30 decembrie 2013 cu următoarele puncte:

- Punct 1** Numirea a doi noi membri ai Consiliului de Administrație în vederea completării locurilor vacante.
- Punctul 2** Mandatarea unui reprezentant al acționarilor pentru semnarea contractului de administrare cu noii membri ai Consiliului de Administrație.

Vă transmitem propunerile noastre de hotărâri cu privire la punctele ordinii de zi:

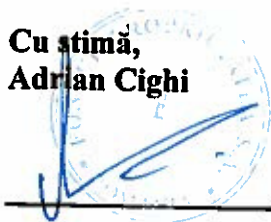
1. Se numesc dl./dna [●] și dl./dna. [●] în calitate de membri ai Consiliului de Administrație al societății.
2. Se mandatează dl. Cornel Bobâlcă să semneze contractul de administrare cu noii membri ai Consiliului de Administrație.

Având în vedere că la data de 27.11.2013 am transmis o solicitare privind convocarea adunării generale a acționarilor având pe ordinea de zi numirea a doi membri ai consiliului de administrație vă rugăm să nu luați în considerare adresa din data de 27.11.2013 și să completați ordinea de zi a Adunării Generale Ordinare a Acționarilor din data de 30 decembrie 2013 cu punctele menționate mai sus.

# FONDUL PROPRIETATEA

Vă stăm la dispoziție cu orice clarificări și vă transmitem încă o dată întreaga noastră considerație.

Cu stimă,  
Adrian Cighi



**Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch  
în calitate de administrator unic al S.C. FONDUL PROPRIETATEA S.A.**



**Data:** 10 decembrie 2013

**Către:** Consiliul de Administrație al Societății Naționale de Gaze Naturale  
"Romgaz" S.A. Mediaș

**În atenția:** Doamnei Aurora Negruț, Președinte al Consiliului de Administrație

**Referitor la:** Aplicarea votului cumulativ în cadrul Adunării Generale  
Acționarilor din data de 30 decembrie 2013



Stimată doamnă Negruț,

Subscrisa S.C. FONDUL PROPRIETATEA S.A. cu sediul social în București, Str. Buzești nr. 78-80, Etaj 7, Sector 1, înregistrată la Registrul Comerțului de pe lângă Tribunalul București, sub nr. J40/210901/2005, cod unic de înregistrare 18253260, prin administrator unic și societate de administrare a investițiilor Franklin Templeton Investment Management Limited United Kingdom Sucursala București, cu sediul social în București, Str. Buzești nr. 78-80, etaj 7-8, Sector 1, înregistrată la Oficiul Registrului Comerțului de pe lângă Tribunalul București sub nr. J40/8587/2009, cod unic de înregistrare 25851096, reprezentată legal de către Dl Adrian Cighi,

având în vedere solicitarea noastră de completare a ordinii de zi a Adunării Generale Ordinare a Acționarilor din data de 30 decembrie 2013 și prevederile art. 235 alin. (1) din Legea nr. 297/2004 privind piața de capital coroborate cu prevederile art. 125 alin. (1) din Regulamentul nr. 1/2006 privind emitenții și operațiunile cu valori mobiliare,

solicităm alegerea membrilor consiliului de administrație prin metoda votului cumulativ în cadrul Adunării Generale Ordinare a Acționarilor din data de 30 decembrie 2013.

Vă stăm la dispoziție cu orice clarificări și vă transmitem încă o dată întreaga noastră considerație.

Cu stimă,  
Adrian Cighi



**Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch**  
în calitate de administrator unic al S.C. FONDUL PROPRIETATEA S.A.