



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 Motas 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 December 19, 2014, 12:00 (Romania Time) at the headquarters of S.N.G.N. „ROMGAZ”-S.A., located in Medias, 4 Constantin Motas square, Sibiu County, the Conference Room, having the following:

AGENDA

- Item 1** **Approval of Societatea Nationala de Gaze Naturale „ROMGAZ” S.A. Board of Directors’ Report for 2014 Q3 containing the following:**
- a) **information on the performance of the directors’ mandate contracts, on the company’s financial performance and on the company’s financial statements;**
 - b) **fulfilment of performance indicators, review of each indicator in relation with its share of accomplishment and set target value.**
- Item 2** **Approval for the establishment of an underground gas storage subsidiary, named S.N.G.N. “ROMGAZ” S.A. – Underground Gas Storage Subsidiary Depogaz Ploiesti SRL, having the following identification elements, number of employees and scopes of activity:**
- | | |
|---------------------------------------|--|
| Address: | Ploiesti, 184 Gh. Gr. Cantacuzino street, Prahova County |
| Number of jobs: | 20 jobs; |
| Scope of activity: | code CAEN 5210 Storage |
| Secondary scope of activities: | class CAEN 0910 Support activities for petroleum and natural gas extraction |
| | class CAEN 7022 Business and other management consultancy activities |
- Item 3** **Setting January 12, 2015 as “Record Date”, namely the date of identification of shareholders affected by the EGMS Resolution.**
- Item 4** **Authorises the meeting chairman and the secretary to sign EGMS Resolution.**

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **December 10, 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 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 **November 18, 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 **December 4, 2014, 15:30** (Romania Time). Both means of transmission shall be clearly marked with capital letters “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 19, 2014”.
- 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 **December 9, 2014** 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 **December 12, 2014, 15:30** (Romania Time), clearly marked with capital letters “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 19, 2014”.

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 **November 18, 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 **DECEMBER 18, 2014, 10:00** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 19, 2014", 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 **December 18, 2014, 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 **November 18, 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 **December 18, 2014, 10:00** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 19, 2014".

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 **December 9, 2014**.

The Voting Ballots/ special powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **December 18, 2014, 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 **December 19, 2014**, the EGMS shall be convened on **December 22, 2014**, 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 **December 10, 2014**.

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).

**CHAIRMAN OF
THE BOARD OF DIRECTORS
Aurora Negrut**

