

## 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 headquarter 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 Ordinary General Meeting of Shareholders (OGMS) on March 25, 2016, 14:00 (Romania Time) at the headquarters of S.N.G.N. “ROMGAZ” – S.A., located in Medias, 4 Constantin Motas square, Sibiu County, in the conference room, having the following:

## AGENDA

- Item 1 Electing a director of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. for the position that will become vacant in the Board of Directors as of March 26, 2016 further to the expiration of Mr. Dragos Dorcioman mandate
- Item 2 Electing a director of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. for a mandate valid until December 30, 2017, for the position that will become vacant in the Board of Directors as of February 22, 2016 further to the resignation of Mrs. Sorana Rodica Baciuc as director in the Board of Directors of S.N.G.N. „ROMGAZ” – S.A.
- Item 3 Setting the monthly allowance for the Board members appointed according to item 1 and 2 in compliance with article 14, paragraph 2 of Government Ordinance no. 26/2013 on strengthening the financial discipline at the level of economic operators where the state or administrative-territorial units are unique or majority shareholders or hold directly or indirectly a majority participation, as subsequently amended and supplemented
- Item 4 Approving the director agreement/contract of mandate that shall be concluded with the members of the Board appointed according to items 1 and 2
- Item 5 Mandating a representative of the shareholders to sign the director agreement/contract of mandate with the new members of the Board of Directors
- Item 6 Approving the Income and Expenditure Budget for 2016 of S.N.G.N. „ROMGAZ” – S.A.
- Item 7 Establish April 12, 2016 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolution of the Ordinary General Meeting of Shareholders
- Item 8 Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **March 16, 2016 (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 draft resolutions proposed to be adopted by the OGMS will be available as from **February 23, 2016** 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 Company’s website ([www.romgaz.ro](http://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 OGMS agenda.

The shareholders may propose candidates for the two 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](mailto:investor.relations@romgaz.ro) by **March 10, 2016, 15:30** (Romania time). Both means of transmission must contain the mention “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 25, 2016” 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 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 list containing information on the name, place of residence and professional qualification of the candidates for the two director positions in the Board of Directors of S.N.G.N ROMGAZ S.A. 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 from **March 11, 2016**.

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 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 OGMS (“**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](mailto:investor.relations@romgaz.ro) by **March 10, 2016, 15:30** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 25, 2016".

- b) 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 OGMS 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 as from **March 15, 2016** 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](http://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 OGMS.

The shareholders of the Company may submit questions in writing, in the Romanian or English language, related to the items of the OGMS agenda. The written questions related to the items of the OGMS 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](mailto:investor.relations@romgaz.ro) by **March 21, 2016, 15:30** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 25, 2016".

The shareholders of the Company may send written questions related to the items of the OGMS 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 OGMS 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 OGMS and may vote:

- i) in person – direct vote;
- ii) through a representative with a special or general power of attorney;
- iii) by correspondence.

The special power of attorney form:

- a) shall be available, in the Romanian and English language, as from **February 23, 2016** at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://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 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.

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 general power of attorney shall be drafted in accordance with Regulation No. 6/2009 of CNVM (Securities National Commission), shall be signed by the shareholder, and it has to be accompanied by a statement on his own account provided by the legal representative of the agent or by the attorney at law who received representation power of attorney by general power of attorney stating that:

- a) the power of attorney is awarded by the respective shareholder, acting as client, to the agent or to the attorney at law, as the case may be;
- b) the general power of attorney is signed by the shareholder, including by attached extended electronic signature.

The original copy of the special and general 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 **March 24, 2016, 12:00** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 25, 2016", 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 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 **March 24, 2016, 12:00** (Romania Time).

Access of shareholders authorized to attend the OGMS 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 OGMS 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 or general 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 OGMS 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 OGMS, 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 **February 23, 2016**, 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 "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 OGMS.

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](mailto:investor.relations@romgaz.ro), having attached an extended electronic signature in accordance with the Law No. 455/2001 on Electronic Signature, no later than **March 24, 2016, 12:00** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 25, 2016".

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 OGMS 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](http://www.romgaz.ro)), as from **March 15, 2016**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **March 24, 2016, 12:00** (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 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 OGMS not be met on the first date, namely **March 25, 2016**, the OGMS shall be convened at **March 28, 2016, 14:00** (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 OGMS is the same, namely **March 16, 2016**.

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

**CHAIRPERSON OF  
THE BOARD OF DIRECTORS**

Aurora Negruț