

**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on June 15, 2017**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A., with the registered office in Mediaș, 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. 15876 of May 26, 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. 1590 of May 12, 2017, in "Bursa" daily newspaper no. 18 of May 12, 2017 and on the company's website (www.romgaz.ro) starting from May 12, 2017 will be supplemented as follows:

- 1) Approve the net profit distribution proposal for financial year 2016 of Societatea Nationala de Gaze Naturale "ROMGAZ" SA and the distribution as dividends of reserves and retained earnings, as follows:**

I. Net profit distribution for financial year 2016

Indicators		Value (RON)
1		2
A.	Gross result of financial year	1,280,695,680.62
B.	Current income tax	278,582,478.32
C.	Deferred income tax	22,466,015.04
D.	Net result of financial year [A.-B.+C.], from which:	1,024,579,217.34
a)	Legal reserve	-
b)	Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22)	83,256,708.00
c)	Retained earnings of accounting income of the previous years	-
c ¹)	Set up own financing sources for projects co-financed from external loans	-
d)	Other distributions provided by special laws	-
E.	Remaining net profit to be distributed (D-d)	941,322,509.34
e)	Employees participation to profit	23,060,501.00
f)	Dividends due to shareholders (90.2823% of the net profit to be distributed (D)) - dividend / share (rounded)	925,013,760.00 2.40
g)	Profit for setting up own financing sources (E-f)	16,308,749.34
TOTAL DISTRIBUTIONS		1,024,579,217.34

II. Distribution of some reserves and retained earnings under the form of dividends

In accordance with G.E.O. no. 29/2017, Articles I, II and III and the provisions of *Memorandum no. 20/65552/April 5, 2017*, the amount proposed for distribution is with RON 547,299,808 additional to the amount of RON 925,013,760 of 2016 profit.

The value of the additional dividend per share resulted further the distribution of RON 547,299,808, is of RON 1.42/share.

Such amount will be distributed as follows: RON 435,387,655 from the retained earnings (the share corresponding to the development quota established in accordance with the G.D. no. 168/1998) and RON 111,912,153 from the retained earnings representing the surplus achieved from the reassessment reserves.

- 2) Approve the gross dividend per share composed of the gross dividend per share for financial year 2016 and the gross dividend resulted further to the distribution of some reserves and of the retained earnings, the dividend payment method and term;
- 3) Set July 5, 2017, as registration date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by the Resolution of the Ordinary General Meeting of Shareholders;
- 4) Establish July 04, 2017 as „ex date” representing the date falling one settlement cycle minus one business day before the Registration Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution;
- 5) Establish July 26, 2017, as the payment date, that is the calendar date when the distribution of the revenues related to owning securities, consisting of cash and securities, will be certain;
- 6) Authorizing the representative of the shareholder Ministry of Energy to sign the Director’s Agreement with the new members of the 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 June 2, 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 net profit distribution proposal for financial year 2016 of Societatea Nationala de Gaze Naturale “ROMGAZ” SA and the distribution as dividends of reserves and retained earnings, as follows:**

I. Net profit distribution for financial year 2016

Indicators		Value (RON)
1		2
A.	Gross result of financial year	1,280,695,680.62
B.	Current income tax	278,582,478.32
C.	Deferred income tax	22,466,015.04
D.	Net result of financial year [A.-B.+C.], from which:	1,024,579,217.34
a)	Legal reserve	-
b)	Other reserves representing fiscal facilities provided by law (Law no. 227/2015-Article 22)	83,256,708.00
c)	Retained earnings of accounting income of the previous years	-

c ¹)	Set up own financing sources for projects co-financed from external loans	-
d)	Other distributions provided by special laws	-
E.	Remaining net profit to be distributed (D-d)	941,322,509.34
e)	Employees participation to profit	23,060,501.00
f)	Dividends due to shareholders (90.2823% of the net profit to be distributed (D)) - dividend / share (rounded)	925,013,760.00 2.40
g)	Profit for setting up own financing sources (E-f)	16,308,749.34
	TOTAL DISTRIBUTIONS	1,024,579,217.34

II. Distribution of some reserves and retained earnings under the form of dividends

In accordance with G.E.O. no. 29/2017, Articles I, II and III and the provisions of *Memorandum no. 20/65552/April 5, 2017*, the amount proposed for distribution is with RON 547,299,808 additional to the amount of RON 925,013,760 of 2016 profit.

The value of the additional dividend per share resulted further the distribution of RON 547,299,808, is of RON 1.42/share.

Such amount will be distributed as follows: RON 435,387,655 from the retained earnings (the share corresponding to the development quota established in accordance with the G.D. no. 168/1998) and RON 111,912,153 from the retained earnings representing the surplus achieved from the reassessment reserves.

- Item 2 Approve the gross dividend per share composed of the gross dividend per share for financial year 2016 and the gross dividend resulted further to the distribution of some reserves and of the retained earnings, the dividend payment method and term**
- Item 3 Set July 5, 2017, as registration date, namely the date for identifying the shareholders that benefit from dividends or other rights and who are affected by the Resolution of the Ordinary General Meeting of Shareholders**
- Item 4 Establish July 04, 2017 as „ex date” representing the date falling one settlement cycle minus one business day before the Registration Date, as of which the financial instruments provided under the corporate bodies’ resolutions are traded without the rights resulting from such resolution**
- Item 5 Establish July 26, 2017, as the payment date, that is the calendar date when the distribution of the revenues related to owning securities, consisting of cash and securities will be certain**
- Item 6 Authorizing the representative of the shareholder Ministry of Energy to sign the Director’s Agreement with the new members of the Board of Directors**
- Item 7 Approval of the Quarterly Report of Societatea Nationala de Gaze Naturale “ROMGAZ” - S.A. Medias regarding its economic and financial activity on March 31, 2017 (period January 1, 2017 - March 31, 2017), which includes:**
- 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;

c) Interim individual financial statements (unaudited) for the Quarter ending on March 31, 2017.

- Item 8 Approval of the procurement by Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A. Medias external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania's Court of Accounts – Sibiu Branch, further to the audit performed in 2016
- Item 9 Approval of Romgaz Board of Directors mandate to coordinate the procurement of professional external legal consulting, assistance and representation for recovering the eligible amounts nominated as prejudice by the Romania's Court of Accounts – Sibiu Branch, further to the audit performed in 2016
- Item 10 Establishing July 5, 2017 as "The Record Date", namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders
- Item 11 Authorizing the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders

The supplemented resolution draft of the OGMS will be available on the website of the company at www.romgaz.ro at *Investor Relations/GMS* starting with May 31, 2017.

CHAIRMAN OF
THE BOARD OF DIRECTORS
Sebastian Gabriel TCACIUC

