

**SUPPLEMENT TO THE CONVENING NOTICE  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

(in compliance with the request of the Ministry of Economy through the Energy Department and the request of the Societatea Comerciala Fondul Proprietatea S.A., as major shareholders of S.N.G.N. "Romgaz" S.A.)

The Board of Directors of S.N.G.N. "ROMGAZ" - S.A., with the registered office in Medias, Piata Constantin Motas 4, Sibiu county, registered with the Trade Register Office of Sibiu Law Court under number J32/392/2001, fiscal registration number RO 14056826, in accordance with the provisions of Law no.31/1990 republished, as subsequently amended and completed, and with the provisions of the updated S.N.G.N. "Romgaz" - S.A., Articles of Incorporation, at the request of the major shareholder, the Romanian State, represented by the Ministry of Economy through the Energy Department (owning 70.0071% of the share capital), sent by letter no. 1501942 on July 14, 2014, registered at S.N.G.N. "Romgaz" - S.A. under no. 19828 on July 14, 2014, and of the shareholder Societatea Comerciala Fondul Proprietatea S.A. (owning 10.0002% of the share capital), sent by letter no. 680 of July 9, 2014 registered at S.N.G.N. "Romgaz" - S.A. under no. 19444 on July 10, 2014, subject to art. 117<sup>A1</sup> Company Law no.31/1990, republished, as subsequently amended and completed, the agenda of the Ordinary General Meeting of Shareholders, initially published in the Official Gazette - Part IV - no. 3616 of June 27, 2014, in Bursa daily newspaper on June 26, 2014 and on the website of the company ([www.romgaz.ro](http://www.romgaz.ro)), starting with June 27, 2014, will be supplemented as follows:

- **Establish the Income and Expenditure Budget of Societatea Națională de Gaze Naturale „ROMGAZ” - S.A. for the financial year 2014.**
- **Approve of additional variable remuneration of Board of Directors members according to SNGN Romgaz SA shares performance and of the form of Addendum to the Directors' Agreement to be concluded with the Board of Directors members in this respect.**
- **Appoint the company Board of Directors to implement a system of variable remuneration of Romgaz management according to SNGN Romgaz SA shares performances.**
- **Appoint Mr. Cornel Bobâlcă to sign the addendum to the Directors' Agreement to be concluded with the Board of Directors members.**

Therefore the agenda for the Ordinary General Meeting of Shareholders on July 30, 2014, 13:00 PM (Romania time) that will take place at S.N.G.N. „ROMGAZ”- S.A. headquarters in Medias, Piata

Constantin Motas 4, Sibiu County, the conference room, and where only shareholders registered in the company's shareholder register on July 18, 2014 may attend and cast their votes, will be the following:

#### AGENDA

- Item 1**      **Appoint a new director on the vacant position in the Board of Directors of S.N.G.N. Romgaz S.A further to the resignation of Mr. Adrian Constantin Volintiru from his position. The mandate shall be enforced from the date the position is accepted according to legal provisions and shall be valid until May 14, 2017**
- Item 2**      **Mandate Mr. Cornel Bobălcă, representative of the majority shareholder, for signing the director's contract with the new member of the Board of Directors**
- Item 3**      **Establish the Income and Expenditure Budget of Societatea Națională de Gaze Naturale „ROMGAZ” – S.A. for the financial year 2014**
- Item 4**      **Approve of additional variable remuneration of Board of Directors members according to SNGN Romgaz SA shares performance and of the form of Addendum to the Directors' Agreement to be concluded with the Board of Directors members in this respect.**
- Item 5**      **Mandate the company Board of Directors to implement a system of variable remuneration of Romgaz management according to SNGN Romgaz SA shares performances.**
- Item 6**      **Mandate Mr. Cornel Bobălcă to sign the addendum to the Directors' Agreement to be concluded with the Board of Directors members.**
- Item 7**      **Establish August 18, 2014 as "The Record Date", respectively the date for identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.**
- Item 8**      **Authorizes the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Ordinary General Meeting of Shareholder, as per Article 16, paragraph 1 of the Articles of Incorporation of Societatea Nationala de Gaze Naturale "ROMGAZ" – S.A.**

The supplemented resolution draft of the OGMS, as well as documents and materials related to items 3, 4, 5 and 6 of the Ordinary General Meeting of Shareholders agenda will be available on the website of the company at [www.romgaz.ro](http://www.romgaz.ro) at *Investor Relations/GMS* starting with July 16, 2014.

**Chairman of  
the Board of Directors  
Authorized  
Virgil-Marius Metea**

