

ROMGAZ

Societatea Națională de Gaze Naturale Romgaz S.A. - Mediaș - România



CURRENT REPORT

In compliance with Law 24/2017 regarding Issuers of Financial Instruments and Market Operations and CNVM Regulation no. 1/2006

Report date: **April 11, 2018**

Company name: **Societatea Nationala de Gaze Naturale ROMGAZ S.A.**

Address: **Mediaș, 4 Constantin I. Motas Square, Sibiu County - Romania, 551130**

Phone/fax no: **004-0269-201020 / 004-0269-846901**

Fiscal Code: **RO14056826**

LEI Code: **2549009R7KJ38D9RW354**

Trade Register registration number: **J32/392/2001**

Subscribed and paid in share capital: **385,422,400 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB), London Stock Exchange (LSE)**

Significant event to be reported:

- **Supplemented Agenda for the Convening Notice of the Ordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. for April 26 (27), 2018**

Considering the request made by the Romanian State, as shareholder of S.N.G.N. ROMGAZ S.A. (owning 70.0071% of the share capital), represented by the Ministry of Energy, the Board of Directors approved the supplement of the agenda of the Convening Notice of the Ordinary General Meeting of Shareholders for April 26 (27), 2018 (OGMS) by adding three new items.

The supporting documents for new items on the agenda will be available for shareholders as from **April 14, 2018**.

All documents will be available at ROMGAZ Correspondence Entry, as well as on the Company's website www.romgaz.ro, *Investor Relations Section - General Meeting of Shareholders*.

The Supplement to the Convening Notice of the OGMS is to be published in the Official Gazette of Romania Part IV and in at least one widely-spread Romanian newspaper.

Attached:

Supplement to the Convening Notice of OGMS on April 26 (27), 2018

**Director General,
Corin Emil CINDREA**



**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on April 26, 2018**

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A., with the registered office in Medias, 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) on April 26, 2018 made by the shareholder the ROMANIAN STATE, represented by the MINISTRY OF ENERGY, by letter no. 10351/AA from April 5, 2018, registered at S.N.G.N. „ROMGAZ” - S.A. under no. 11088 from April 5, 2018, 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 on April 26, 2018, initially published in the Official Gazette - Part IV- no. 1226 of March 26, 2018, in "Bursa" daily newspaper no. 56 of March 26, 2018 and on the company's website (www.romgaz.ro) starting from March 26, 2018, will be supplemented as follows:

- **Extend the mandates of the interim directors with a 2 months term from the expiry date, according to the provisions of art. 64¹ para (5) of GEO 109/2011;**
- **Approve the conclusion of addenda to the director agreements to extend by 2 months the term of the director agreements of interim directors;**
- **Mandate the representative of the major shareholder, the Ministry of Energy, to sign the addenda for the extension of the director agreements of interim directors.**

Therefore, following supplementation, the agenda of the Ordinary General Meeting of Shareholders on April 26, 2018, 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 **April 16, 2018** ("Reference Date") in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, shall be the following:

AGENDA

Item 1 Board of Directors' Report on the activity performed in 2017

Item 2 Report of the Independent Auditor DELOITTE AUDIT S.R.L. on the annual individual financial statements of S.N.G.N. "ROMGAZ"- SA. for the year ended December 31, 2017

Capital social: 385.422.400 RON
CIF: RO 14056826
Nr. Ord.reg.com/an : J32/392/2001
RO08 RNCB 0231 0195 2533 0001 - BCR Medias
RO12 BRDE 3305 V024 6190 3300 - BRD Medias

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- Item 3 Approval of the annual individual financial statements for the year ended December 31, 2017 (the individual statement of financial position, the individual statement of global result, the individual statement of changes in stockholders' equity, the individual statement of cash flows, explanatory information on the financial statements) prepared in compliance with the International Financial Reporting Standards (IFRS) based on the Board of Directors' Report for the financial year 2017 and the Report of the Independent Auditor S.C. Deloitte Audit S.R.L. on the individual financial statements of S.N.G.N. "ROMGAZ"- S.A.**
- Item 4 Approval of distribution of net profit achieved by S.N.G.N. "ROMGAZ"- S.A. in 2017**
- Item 5 Approval of dividend per share distributed from the net profit achieved in 2017**
- Item 6 Approval of employees' participation in profit, in accordance with the provisions of Government Ordinance no. 64/2001**
- Item 7 Approval of allocation of an amount from retained earnings, representing the development quota**
- Item 8 Approval of dividend per share distributed from retained earnings**
- Item 9 Approval of total dividend/ dividend per share distributed from the 2017 net profit and retained earnings**
- Item 10 Annual Report of the Nomination and Remuneration Committee on remuneration and other benefits granted to directors and managers during the financial year 2017, and on fulfilment, as of December 31, 2017 of the performance criteria and objectives set out in the Director's Agreement/Contract of Mandate of the Director General of S.N.G.N. "ROMGAZ"- S.A.**
- Item 11 Approval of the budgetary discharge of the Board members for the financial year 2017**
- Item 12 Extend the mandates of the interim directors with a 2 months term from the expiry date, according to the provisions of art. 64¹ para (5) of GEO 109/2011**
- Item 13 Approve the conclusion of addenda to the director agreements to extend by 2 months the term of the director agreements of interim directors**
- Item 14 Mandate the representative of the major shareholder, the Ministry of Energy, to sign the addenda for the extension of the director agreements of interim directors**
- Item 15 Establishment of July 6, 2018 as the Record Date, that is the date to determine the shareholders eligible to receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders**
- Item 16 Establishment of July 05, 2018 as „Ex-Date” representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments provided under the corporate bodies' resolutions are traded without the rights resulting from such resolution**
- Item 17 Establishment of July 27, 2018 as "Payment Date", which is the calendar day on which distribution of revenue related to securities, consisting of cash or securities, becomes certain**

Item 18 Authorize the Chairman 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 April 14, 2018.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
NISTORAN DORIN-LIVIU**

