

**SUPPLEMENT TO THE CONVENING NOTICE  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
on March 11, 2021**

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) on March 11, 2021 made by the shareholder the Romanian State, represented by the Ministry of Energy, by letter no. 10752/VDP from February 17, 2021, registered at S.N.G.N. ROMGAZ S.A. under no. 5783 from February 17, 2021, the provisions of art. 92, par. 3 of Law No. 24/2017 on issuers of financial instruments and market operations, the provisions of art. 189 of Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority, the provisions of art. 117<sup>1</sup> of Company Law no. 31/1990, the agenda of the Ordinary General Meeting of Shareholders on March 11, 2021, initially published in the Official Gazette – Part IV-a, no. 484 of February 4, 2021, in "Jurnalul National" daily newspaper no. 810 of February 3, 2021 and on the company's website ([www.romgaz.ro](http://www.romgaz.ro)) starting from February 3, 2021, will be supplemented as follows:

- 1. Election of S.N.G.N. Romgaz S.A. Board of Directors members by means of the cumulative voting method;**
- 2. Establish the mandate term of board members elected by means of the cumulative voting method;**
- 3. Establish the fixed gross monthly remuneration for non-executive board members elected by means of the cumulative voting method;**
- 4. Approve the mandate contract to be concluded with board members;**
- 5. Authorise a person to sign, on behalf of the shareholders, the mandate contract concluded with the members of the Board of Directors.**

Therefore, following supplementation, the agenda of the Ordinary General Meeting of Shareholders on March 11, 2021, 1:00 pm (Romania time) that will take place at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, where only shareholders who are registered on February 25, 2021 ("Reference Date") in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, may attend and cast their vote, shall be the following:

## AGENDA

- Item 1** Notification on the status of transferring assets to Filiala de Înmagazinare Gaze Naturale DEPOGAZ Ploiești S.R.L.
- Item 2** Election of S.N.G.N. Romgaz S.A. Board of Directors members by means of the cumulative voting method
- Item 3** Establish the mandate term of board members elected by means of the cumulative voting method
- Item 4** Establish the fixed gross monthly remuneration for non-executive board members elected by means of the cumulative voting method
- Item 5** Approve the mandate contract to be concluded with board members
- Item 6** Authorise a person to sign, on behalf of the shareholders, the mandate contract concluded with the members of the Board of Directors
- Item 7** Authorise the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders

The initial list comprising information on the last names, first names, places of residence and professional qualifications of the persons proposed for a director position shall be available to shareholders at **Romgaz Registry Desk** as well as on Company's website ([www.romgaz.ro](http://www.romgaz.ro)), starting with **February 24, 2021**, and can be consulted and supplemented with candidate proposals. Company shareholders can obtain, upon request, copies of the List containing information on the last names, first names, places of residence and professional qualifications of the persons proposed for a director position.

Directors in office at the date of the general meeting of shareholders are rightfully registered on the list of candidates to be elected in the new Board of Directors by means of the cumulative voting method pursuant to the provisions of art. 167, par. 1 of the Regulation no. 5/2018 on issuers of financial instruments and market operations of the Financial Supervisory Authority.

The proposal for candidates to elect S.N.G.N. „ROMGAZ” – S.A. Board members by the cumulative voting method, has to be made in writing by shareholders and it has to fulfil cumulatively the following conditions:

- a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the proposal is filed by one shareholder acting as natural person or the name, registered office address, the shareholder registration number and the name of the institution/public authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal person;
- b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the proposal on behalf of the shareholder;
- c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative, natural persons, or name, registration number of the shareholder and the name of the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative legal persons, who files the proposal on behalf and on account of the shareholder;
- d) to indicate for each candidate the first and last name, residence and professional experience;
- e) to be accompanied by the candidate's CV in Romanian or English;

- f) to provide, for each of the proposed candidates, a letter of consent for processing personal data in accordance with the consent letter form published on the Company's website (<https://www.romgaz.ro/ro/aga>);
- g) to send it in Romanian or English 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 [secretariat.aga@romgaz.ro](mailto:secretariat.aga@romgaz.ro) by until **March 2, 2021, 3:00 pm** (Romania time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 11, 2021".

Starting with **March 2, 2021, 3:30 pm** the final list with information on the first and last name, residence and professional experience of the persons proposed for the director position, may be reviewed at ROMGAZ Correspondence Entry or by accessing the company's webpage (<https://www.romgaz.ro/ro/aga>).

Shareholders may cast all cumulated votes to a single candidate or to several candidates.

Cumulative votes that may be casted by a shareholder will be equal to the number of shares held by such shareholder multiplied by the number of directors that constitute the Board of Directors (in case of SNGN Romgaz SA, the Board of Directors is composed of 7 directors).

To ensure the confidentiality of the cumulative vote for electing Board members, the vote will be casted by each shareholder/shareholder representative by distinct voting ballots and as the case may be based on special power of attorney or by a general power of attorney.

The voting ballot for the vote by correspondence for item 2 of the agenda for the election of Board members by the cumulative voting method may be obtained in Romanian and in English starting with **March 2, 2021, 3:30 pm** from ROMGAZ Correspondence Entry and from the company's webpage ([www.romgaz.ro](http://www.romgaz.ro)).

The special power of attorney for item 2 of the agenda for the election of Board members by the cumulative voting method may be obtained in Romanian and in English starting with **March 2, 2021, 3:30 pm**, from ROMGAZ Correspondence Entry and from the company's webpage ([www.romgaz.ro](http://www.romgaz.ro)) and it will be filled in by the shareholder in three copies: one for the shareholders, one for the representative and one for the Company.

The voting ballot for the vote by correspondence for the rest of the items of the agenda, as updated, will be available in Romanian and English, starting with **February 24, 2021** at ROMGAZ Correspondence Entry and from the company's webpage ([www.romgaz.ro](http://www.romgaz.ro)).

The special power of attorney for the rest of the items of the agenda, as updated, will be available in Romanian and English, starting with **February 24, 2021** from ROMGAZ Correspondence Entry and from the company's webpage ([www.romgaz.ro](http://www.romgaz.ro)).

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 20 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

If the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it gives an affidavit, signed by the credit institution's legal representative, stating:

- a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
- b) that the credit institution provides custodial services for that respective shareholder.

The Voting Ballots for the vote by correspondence shall be transmitted as original copies, in Romanian or English, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at: [secretariat.aga@romgaz.ro](mailto:secretariat.aga@romgaz.ro), having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **March 9, 2021, 11:00 am** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 11, 2021".

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders shall be transmitted/submitted in original copy, in Romanian or English by the shareholder or by the credit institution, as the case may be, to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **March 9, 2021, 11:00 am** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MARCH 11, 2021".

ROMGAZ correspondence entry is open every working day, as well as on Saturday March 6, 2021 and on Sunday March 7, 2021 between 07:30 am – 3:30 pm (Romania time).

The voting ballots/special or general powers of attorney that are not received at ROMGAZ Entry Desk or by e-mail until **March 9, 2021, 11:00 am** (Romania time), will not be taken into consideration for establishing if there is or not a majority of the valid casted votes in the OGMS.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
SIMESCU NICOLAE BOGDAN**

