

**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on October 23, 2020**

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 October 23, 2020 made by the shareholder the Romanian State, represented by the Ministry of Economy, Energy and Business Environment, by letter no. 9677/VDP from October 6, 2020, registered at S.N.G.N. „ROMGAZ” – S.A. under no. 31512 from October 8, 2020, 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. 117¹ of Company Law no. 31/1990, the agenda of the Ordinary General Meeting of Shareholders on October 23, 2020, initially published in the Official Gazette – Part IV-a, no. 3330 of September 22, 2020, in "Jurnalul National" daily newspaper no. 717 of September 22, 2020 and on the company's website (www.romgaz.ro) starting from September 22, 2020, will be supplemented as follows:

- 1. Election of SNGN Romgaz S.A. Board of Directors members by means of the cumulative voting method;**
- 2. Establishing the mandate term of the Board of Directors members elected by the cumulative voting method;**
- 3. Establishing the fixed gross monthly indemnity of the non-executive members of the Board of Directors;**
- 4. Approval of the mandate contract draft to be concluded with the members of the Board of Directors;**
- 5. Mandating a person to sign, on behalf of the shareholders, the mandate contracts with the members of the Board of Directors.**

Therefore, following supplementation, the agenda of the Ordinary General Meeting of Shareholders on October 23, 2020, 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, 5th floor, where only shareholders who are registered on October 13, 2020 ("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** **Approval of SNGN Romgaz SA rectified individual 2020 Income and Expenditure Budget**
- Item 2** **Presentation of the rectified consolidated 2020 Income and Expenditure Budget of Romgaz Group**
- Item 3** **Extention of the mandates of interim directors for a period of 2 months from their expiration date, according to article 64¹ par. (5) of GEO no.109/2011 on corporate governance of public enterprises**
- Item 4** **Approval of the template and the content of the addendum to be concluded to the directors' agreements, related to extending by 2 months the term of the directors' agreements of interim directors**
- Item 5** **Authorization of the representative of the Ministry of Economy, Energy and the Business Environment in S.N.G.N. ROMGAZ S.A General Meeting of Shareholders to sign the addenda that extend the term of directors' agreements of interim directors**
- Item 6** **Authorization of the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders**
- Item 7** **Election of SNGN Romgaz S.A. Board of Directors members by means of the cumulative voting method**
- Item 8** **Establishing the mandate term of the Board of Directors members elected by the cumulative voting method**
- Item 9** **Establishing the fixed gross monthly indemnity of the non-executive members of the Board of Directors**
- Item 10** **Approval of the mandate contract draft to be concluded with the members of the Board of Directors**
- Item 11** **Mandating a person to sign, on behalf of the shareholders, the mandate contracts with the members of the Board of Directors**

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), starting with **October 09, 2020**, 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 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 by until **October 15, 2020, 3:00 pm** (Romania time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 23, 2020".

Starting with **October 15, 2020, 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 7 of the agenda for the election of Board members by the cumulative voting method may be obtained in Romanian and in English starting with **October 15, 2020, 3:30 pm** from ROMGAZ Correspondence Entry and from the company's webpage (www.romgaz.ro).

The special power of attorney for item 7 of the agenda for the election of Board members by the cumulative voting method may be obtained in Romanian and in English starting with **October 15, 2020, 3:30 pm**, from ROMGAZ Correspondence Entry and from the company's webpage (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 **October 09, 2020** at ROMGAZ Correspondence Entry and from the company's webpage (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 **October 09, 2020** from ROMGAZ Correspondence Entry and from the company's webpage (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, having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **October 21, 2020, 11:00 am** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 23, 2020".

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 **October 21, 2020, 11:00 am** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 23, 2020".

ROMGAZ correspondence entry is open every working day, as well as on Saturday October 17, 2020 and on Sunday October 18, 2020 between 07:30 am – 3:30 pm (Romania time).

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **October 21, 2020, 11:00 am** (Romania Time) shall not be counted towards the quorum and the votes validly cast in the OGMS.

**CHAIRMAN OF
THE BOARD OF DIRECTORS
STAN-OLTEANU MANUELA-PETRONELA**