

CONVENING NOTICE

The Board of Directors of S.N.G.N. „ROMGAZ” – S.A., a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, having its headquarters at Medias, 4 Constantin Motas Square, Sibiu County, with a subscribed and paid up share capital of RON 385,422,400 (hereinafter referred to as „ROMGAZ” or the „Company”),

CONVENES

the Extraordinary General Meeting of Shareholders (EGMS) on December 8, 2016, 2:00 pm (Romania Time) at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Medias, 4 Constantin Motas Square, Sibiu County, in the conference room, having the following:

AGENDA

Item 1 Approve to reduce S.C. AGRI LNG Project Company S.R.L. (“the Company”) share capital in order to solve the issue related to the negative net assets according to the first scenario presented in the Director’s Report on 15.09.2016, with the amount of RON 3,164,000 equal with the losses incurred by the Company, in compliance with article 153²⁴ of Law 31/1990 on companies.

Therefore, the share capital amounting RON 3,332,400 shall be reduced by the amount of RON 3,164,000. The reduction shall be applied by equally decreasing the number of shares held by the Partners, pro rata with their share to the share capital of the Company.

Further to the reduction, the Company’s share capital will be RON 168,400 split in 16840 shares each with a nominal value of RON 10, as follows:

- a) ROMGAZ shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital;
- b) GOGC shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital;
- c) SOCAR shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital; and
- d) MVM shall hold a number of 4210 shares, each with a nominal value of RON 10 and a total value of RON 42,100 representing 25% of the Company’s share capital.

Item 2 Approve the following amendments to the Articles of Incorporation of the Company so as to reflect resolution no.1 above:

Article 7 of the Articles of Incorporation of the Company shall be amended and shall read as follows:

„7.1. The share capital of the Company amounts to RON 168,400.

7.2. The share capital is fully subscribed and paid up in cash and it is divided 16,840 shares with a nominal value of RON 10.

7.3. Shareholding structure is as follows:

- a) ROMGAZ holds a number of 4,210 shares, numbered from 1 to 4,210, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company's share capital;
- b) GOGC holds a number of 4,210 shares, numbered from 4,211 to 8,420, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company's share capital;
- c) SOCAR holds a number of 4,210 shares, numbered from 8,421 to 12,630, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company's share capital;
- d) MVM SOCAR holds a number of 4,210 shares, numbered from 12,631 to 16,840, each with a nominal value of RON 10 and an aggregate value of RON 42,100 RON, representing 25% of the Company's share capital."

Item 3 Approve the consolidated version of the Company's Articles of Incorporation, including the amendments approved by resolution 2.

Item 4 Approve to authorise Mr. Gabriel Vasii, Romanian citizen, born on July 6, 1977 in Bucharest, resident in Moinesti street no.2, building 135, entrance A, 4th floor, ap.26, district 6 Bucharest, identified by ID series RD no. 659026, issued by SCEPL S6 on September 13, 2010, personal identification number 1770706290756 and/or Mrs. Gabor Andreea Raluca, Romanian citizen, born on November 30, 1990, resident in Anghel Saligny street no.26, Petrosani, identified with ID series HD no. 533332 issued by SPCLEP Petrosani on December 30, 2010, personal identification number 2901130204481, and/or any lawyer at Tuca Zbarcea&Asociatii, together or separately, with full power and authority, to represent the Company and the Partners to sign, amend, submit and pick up any documents, inclusive to sign the consolidated version of the Company's Articles of Incorporation, as well as to fulfil any formalities necessary at the Trade Register Office, as well as in front of any public authority, institution, legal or natural persons in order to register this resolution and to apply the amendments to the Company's Articles of Incorporation.

Item 5 Establish December 27, 2016 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolution of the Extraordinary General Meeting of Shareholders

Item 6 Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **November 22, 2016 (the „Reference Date”)** in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depository) may attend and cast their votes in EGMS.

Informational documents related to the items of the EGMS agenda, the draft resolutions proposed to be adopted by the EGMS will be available as from **October 27, 2016**, on working days, at the registry desk of the Company located in Medias, 4 Constantin Motas Square, Sibiu County, Romania, postal code 551130 („ROMGAZ Correspondence Entry”) as well as on the website of the Company (www.romgaz.ro). ROMGAZ Correspondence Entry is open between 7:30 am–3:30 pm(Romania Time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the EGMS agenda.

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company may demand, through a request submitted to the Board of Directors of the Company, the insertion of additional items on the agenda of the EGMS ("**proposals to add new items on the agenda**") and submit draft resolutions for the items included on the agenda of the EGMS ("**draft resolutions for the items included or proposed to be included on the agenda**").

Proposals to add new items on the agenda shall be accompanied by a justification and/or a draft resolution proposed to be adopted.

Proposals to add new items on the agenda and justification and/or draft resolutions for the items included or proposed to be included on the agenda shall be:

- a) sent to and registered 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 investor.relations@romgaz.ro by **November 14, 2016, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 8, 2016**".
- b) in case of shareholders being natural persons, accompanied by copies of the identity documents of the shareholders (the identity documents shall enable the identification of the shareholders in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A.) and in case of shareholders being legal persons, accompanied by the copy of the identity document of the legal representative together with the original or a true copy of the excerpt issued by the Trade Register or any other document, original or true copy, issued by a competent authority of the country where the shareholder is legally registered, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice; documents proving the capacity as legal representative, prepared in a foreign language other than English, shall be accompanied by their certified translation into Romanian or English.

The supporting documents of the proposals to add new items on the agenda and/or draft resolutions related to the items included or proposed to be included on the agenda will be available as from **November 18, 2016** at the registry desk of the Company located in Medias, 4 Constantin Motas Square, Sibiu County, Romania, postal code 551130 ("**ROMGAZ Correspondence Entry**") as well as on the website of the Company (www.romgaz.ro). **ROMGAZ Correspondence Entry** is open between 7:30 am – 3:30 pm (Romania Time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the agenda of the EGMS.

The shareholders of the Company may submit questions in writing, in Romanian or English language, related to the items of the EGMS agenda. The written questions related to the items of the EGMS agenda shall be sent and registered 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 investor.relations@romgaz.ro by **December 2, 2016, 3:30pm** (Romania Time), clearly marked with capital letters "**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 8, 2016**".

The shareholders of the Company may send written questions, related to the items of the EGMS agenda; in case of shareholders being natural persons, accompanied by copies of the identity documents of the shareholders (the identity documents shall enable the identification of the shareholders in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A.), and in case of shareholders being legal persons, accompanied by the copy of the identity document of the legal representative together with the original or a true copy of the excerpt issued by the Trade Register or any other document, original or true copy, issued by a competent authority of the country where the shareholder is legally registered, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening

notice; documents proving the capacity as legal representative prepared in a foreign language other than English, shall be accompanied by their certified translation into Romanian or English.

Shareholders registered at the Reference Date in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the EGMS and may vote:

- i) in person – direct vote;
- ii) through a representative with a special or general power of attorney;
- iii) by correspondence.

The special power of attorney form:

- a) shall be available, in Romanian and English language, as from **October 27, 2016** at ROMGAZ Correspondence Entry and on the Company web page (www.romgaz.ro);
- b) shall include the shareholder identification method, the number of owned shares, as well as the voting options "for" or "against" or "abstain" for every issue to be voted upon;
- c) shall be updated by the Company if new items are added to the agenda of the EGMS;
- d) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

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 14 of the Law No. 297/2004 on the capital market, or to an attorney-at-law.

The original copy of the special and general powers of attorney, in Romanian or English language, shall be transmitted to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **December 7, 2016, 12:00 noon (Romania Time)**, in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 8, 2016", along with the copy of the shareholder's identity document (in case of shareholders being natural persons - copy of the identity document, and in case of shareholders being legal persons – copy of the legal representative identity document) as the case may be, along with the original or the certified true copy of the excerpt issued by the Trade Register or the original or the certified true copy of any other document issued by a competent authority of the country where the shareholder is duly incorporated, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice.

If the representative is a credit institution providing custodian services and it submits a special power of attorney, such power of attorney shall be prepared in accordance with Regulation 6/2009 of CNVM and CNVM Executive Order No. 26/20 December 2012, signed by such shareholder and, mandatorily accompanied by a sworn statement issued by the credit institution which has received the special power of attorney for representation and stating that:

- a) the credit institution provides custodian services for that respective shareholder;
- b) the instructions of the special power of attorney are identical to those comprised in the SWIFT message received by the credit institution with a view to voting on behalf of the respective shareholder;
- c) the special power of attorney is signed by the shareholder.

The special and general powers of attorney may be also sent by e-mail at the address: investor.relations@romgaz.ro, having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **December 7, 2016, 12:00 noon (Romania Time)**.

Access of shareholders authorized to attend the EGMS is allowed based on simple proof of identity, as follows:

- a) in case of shareholders being natural persons - based on the identity document;
- b) in case of legal persons – based on the copy of the excerpt or equivalent and the legal representative's identity document, or the documents proving the capacity as legal

- representative of the legal person (in case the EGMS is not attended by the legal representative of the institutional investor), as the case may be;
- c) in case of a conventional representative, the documents provided at letter a) or b) above along with the special or general power of attorney.

The capacity as legal representative shall be proved by providing an excerpt issued by the Trade Register (or by another institution of similar authority of the resident country of the shareholder being a foreign legal person), as original or certified true copy, issued no more than 3 months prior to the publishing date of the EGMS convening notice. Documents proving the capacity as legal representative, prepared in a foreign language other than English, shall be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to EGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").

The Voting Ballot:

- a) shall be available, in the Romanian and English language, as from **October 27, 2016**, at ROMGAZ Correspondence Entry and on the Company web page (www.romgaz.ro);
- b) shall provide the shareholder identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for every issue to be voted upon;
- c) shall be updated by the Company if new items are added on the agenda of the EGMS.

The Voting Ballots shall be transmitted as original copies, in Romanian or English language, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at the address: investor.relations@romgaz.ro, having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **December 7, 2016, 12:00 noon** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 8, 2016".

The filled in and signed Voting Ballots shall be accompanied by copies of the shareholders' identification documents (the identity document in case of natural persons, and the identity document of the legal representative in case of legal persons, respectively), as the case may be, along with the excerpt, as original or certified true copy, issued by the Trade Register or any other document, as original or certified true copy, issued by a competent authority of the state where the shareholder is duly incorporated, in proof of the capacity of the legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice.

If new items are added on the Agenda, after publishing the Convening Notice, the updated special power of attorney form and the Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page (www.romgaz.ro), as from **November 18, 2016**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **December 7, 2016, 12:00 noon** (Romania Time) shall not be counted towards the quorum and majority in the EGMS.

If the agenda is supplemented/ updated and the shareholders do not submit their updated powers of attorney and updated Voting Ballots, the special powers of attorney and the Voting Ballots submitted prior to agenda supplementation/update shall not be taken into account, except for the items included in the supplemented/updated agenda.

Should the statutory quorum for convening the EGMS not be met on the first date, namely **December 8, 2016**, the EGMS shall be convened at **December 9, 2016, 2:00 pm** (Romania Time), at the same venue and with the same agenda. In the event of a new convening, the **Reference Date** for identifying the shareholders entitled to attend and vote in the EGMS is the same, namely **November 22, 2016**.

Additional information may be obtained from the Secretary Department of the General Shareholders Meeting and the Board of Directors, phone number 0040 269 201019, and on the Company web page (www.romgaz.ro).

**CHAIRPERSON OF
THE BOARD OF DIRECTORS
Aurora Negrut**

A handwritten signature in black ink, appearing to read 'Aurora Negrut', written in a cursive style.