

**CONVENING NOTICE**

The Board of Directors of Societatea Națională de Gaze Naturale „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 Ordinary General Meeting of Shareholders (OGMS) on July 6, 2018, at 2:00 PM** (Romania Time) at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Medias, 4 Constantin Motaș Square, Sibiu County, in the conference room, having the following:

**AGENDA**

- Item 1 Electing the members of Board of Directors of Societatea Națională de Gaze Naturale „ROMGAZ” – S.A. by cumulative voting method in compliance with the GEO no. 109/2011 as subsequently amended and supplemented**
- Item 2 Establish the mandate term for the Company’s directors elected by cumulative voting method for a 4 years period**
- Item 3 Establish the fixed monthly allowance for the Company’s directors elected by cumulative voting method**
- Item 4 Approve the form and content of the Director Agreement that will be concluded with the directors of the Company elected by cumulative voting method**
- Item 5 Authorize the representative of the Ministry of Energy in the General Meeting of Shareholders to sign the Director Agreement of the elected directors**
- Item 6 Establish July 25, 2018 as the record date, namely as the date of identifying the shareholders who are affected by the Resolutions of the Ordinary General Meeting of Shareholders**
- Item 7 Authorize the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders**

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **June 26, 2018 (the „Reference Date”)** in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depositary) may attend and cast their votes in OGMS.

Informational documents related to the items of the OGMS agenda, will be available as from **June 5, 2018**, 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](http://www.romgaz.ro)). **ROMGAZ Correspondence Entry** is open between hours 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 OGMS agenda.

The list with informational documents related to the first and last name of the persons proposed as director, their residence and professional experience will be available for shareholders at **ROMGAZ Correspondence Entry** as well as on the Company’s website ([www.romgaz.ro](http://www.romgaz.ro)) as from **June 11, 2018**; such list may be reviewed and supplemented with candidates’ proposals. The shareholders of the Company may obtain, upon request, copies of the list with informational documents related to the first and last name of the persons proposed as director, their residence, and professional experience.

Shareholders may propose candidates for the director positions in the Board of Directors of S.N.G.N ROMGAZ S.A. by the cumulative voting method, by cumulative fulfilment of the following conditions:

- a) the proposals for the candidates shall be 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 electronic signature at [investor.relations@romgaz.ro](mailto:investor.relations@romgaz.ro) by **June 21, 2018, 3:30 pm** (Romania time). Both means of transmission must contain the mention “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 6, 2018” written clearly and in upper case;
- b) Candidates’ proposals will mention for each candidate separately the first and last name, residence and professional experience;
- c) Each candidate proposal will be accompanied by the CV.

For natural person shareholders, the proposals shall be accompanied by copies of the identity documents of the shareholders ( the identity documents must enable the identification of the shareholders in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A.) and for legal person shareholders, the proposals shall be 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 from the country where the shareholder is legally registered, proving the capacity as legal representative, issued the latest 3 months before the date the OMGS convening notice is published; documents proving the capacity as legal representative drafted in a foreign language, other than English, shall be accompanied by their certified translation into Romanian or English.

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 OGMS (“proposals to add new items on the agenda”) and submit draft resolutions for the items included on the agenda of the OGMS (“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](mailto:investor.relations@romgaz.ro) by **June 21, 2018, 3:30 PM** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 6, 2018".
- 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 OGMS 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 **June 25, 2018** 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](http://www.romgaz.ro)). **ROMGAZ Correspondence Entry** is open between hours 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 OGMS.

The shareholders of the Company may submit questions in writing, in Romanian or English language, related to the items of the OGMS agenda. The written questions related to the items of the OGMS 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](mailto:investor.relations@romgaz.ro) by **July 2, 2018, 3:30 PM** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 6, 2018".

The shareholders of the Company may send written questions related to the items of the OGMS 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 OGMS 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 OGMS and may vote:

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

When exercising the cumulative voting, shareholders may cast all cumulated votes to one or more candidates.

The number of cumulated votes that may be casted by a shareholder shall be equal to the number of shares held by such shareholder multiplied by the number of directors that form the board of directors (S.N.G.N. „ROMGAZ” S.A. Board of Directors consists of 7 directors).

The number of cumulated votes each shareholder is entitled to, will be written on a certificate received at the entrance in the room, or, as the case may be, send to the shareholder, upon request, if he/she would like to vote by correspondence, by attaching the certificate to the voting ballot.

To ensure the secrecy of the vote, the cumulative vote for electing interim directors of the Board of Directors will be casted by each shareholder/representative of the shareholder, by distinct voting ballots and by special or general power of attorney, as the case may be.

The special power of attorney form for item 1 on the agenda, for electing the directors of the Board of Directors by the cumulative voting method, may be obtained in Romanian and in English starting with **June 25, 2018** from Romgaz Correspondence Entry and/or from the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)) and it shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

The special power of attorney form for items 2, 3, 4, 5, 6 and 7:

- a) shall be available, in Romanian and English language, as from **June 5, 2018** at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro));
- b) shall be updated by the Company if new items are added on the agenda of the OGMS;
- c) 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 20 of the Law No. 24/2017 on issuers of financial instruments and market operations, 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 **July 5, 2018, at 12:00 AM** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 6, 2018", 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 OGMS 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](mailto:investor.relations@romgaz.ro), having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **July 5, 2018, at 12:00 AM** (Romania Time).

Access of shareholders authorized to attend the OGMS 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 OGMS 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 OGMS 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 OGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").

The Voting Ballot form for item 1 on the agenda, for electing the directors of the Board of Directors by the cumulative voting method, may be obtained in Romanian and in English starting with **June 25, 2018** from Romgaz Correspondence Entry and/or from the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)).

The Voting Ballot form for items 2, 3, 4, 5, 6 and 7:

- a) shall be available, in the Romanian and English language, as from **June 5, 2018**, at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro));
- b) shall be updated by the Company if new items are added on the agenda of the OGMS.

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](mailto:investor.relations@romgaz.ro), having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later **July 5, 2018, at 12:00 AM** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JULY 6, 2018".

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 OGMS 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 updated and will be available at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro)), as from **June 25, 2018**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **July 5, 2018, at 12:00 AM** (Romania Time) shall not be counted towards the quorum and majority in the OGMS.

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 OGMS not be met on the first date, namely **July 6, 2018**, the OGMS shall be convened on **July 7, 2018, at 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 OGMS is the same, namely **June 26, 2018**.

Additional information may be obtained from the Secretary Department of the General Shareholders Meeting and the Board of Directors, phone number 0040 374 401643, and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro)).

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

