

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 Ordinary General Meeting of Shareholders (OGMS) on September 7, 2017, at 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 Extension of the interim director’s mandate for a period of 2 months from the date of expiry, for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan – Nicolae, Mr. Chirila Alexandru and Mr. Metea Virgil Marius**
- Item 2 Election of a member of the Board of Societatea Nationala de Gaze Naturale “ROMGAZ”- S.A. for a mandate valid until December 31, 2017 for the position that will became vacant on August 11, 2017, as a result of the resignation of Mr. Tcaciuc Sebastian Gabriel from his position as member of the Board of Directors**
- Item 3 Setting a fixed remuneration for the directors of the Board who do not benefit from a variable remuneration to twice the last 12 months average of the monthly gross average salary for the activity carried out in accordance with the classification of the Romanian economic activities communicated by the National Institute of Statistics previous to the appointment**
- Item 4 Approval to conclude the addendum to the directors’ agreements of the interim Board member whose mandate will be extended, and of the Board members who do not benefit from a variable remuneration, respectively, under the forms proposed by the Board of Directors**
- Item 5 Approval to conclude the directors’ agreement with the new Board member, appointed in accordance with Item 2, under the form proposed by the Board of Directors**
- Item 6 Authorizing the representative of the majority shareholder, the Ministry of Energy, to sign the Addendum to the Directors’ Agreements for the interim Board members whose mandate will be extended, and of the Board members who do not benefit from a variable remuneration, respectively**

Item 7 Authorizing the representative of the majority shareholder, the Ministry of Energy, to sign the Directors' Agreement that will be signed with the new Board member, appointed in accordance with Item 2

Item 8 Establishing September 26, 2017 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 9 Authorizing the Chairperson 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 **August 28, 2017 (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 OGMS.

Informational documents related to the items of the OGMS agenda, the draft resolutions proposed to be adopted by the OGMS will be available as from **August 7, 2017**, 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 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.

Shareholders may propose candidates for filling S.N.G.N ROMGAZ S.A. the Board vacancy 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 by **August 23, 2017, 3:30pm** (Romania time). Both means of transmission must contain the mention "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 7, 2017" written clearly and in upper case.
- b) Candidates' proposals will mention for each candidate separately the first and last name, residence, birth date 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.

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) as from **August 24, 2017**.

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 by **August 23, 2017, 3:30 PM (Romania Time)**. Both means of transmission shall be clearly marked with capital letters "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 7, 2017**".
- 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 **August 25, 2017** 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 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 by **September 4, 2017, 3:30 PM (Romania Time)**, clearly marked with capital letters "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 7, 2017**".

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 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 **August 7, 2017** 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 **September 6, 2017, at 12:00 AM** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 7, 2017", 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 , having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **September 6, 2017, 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:

- a) shall be available, in the Romanian and English language, as from **August 7, 2017**, 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 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, having attached an extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **September 6, 2017, at 12:00 AM** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEPTEMBER 7, 2017".

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 available at ROMGAZ Correspondence Entry and on the Company web page (www.romgaz.ro), as from **August 25, 2017**.


The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **September 6, 2017, 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 **September 7, 2017**, the OGMS shall be convened on **September 8, 2017, 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 **August 28, 2017**.

Additional information may be obtained from the Secretary Department of the General Shareholders Meeting and the Board of Directors, phone number 0040 269 201643, and on the Company web page (www.romgaz.ro).

**CHAIRPERSON OF
THE BOARD OF DIRECTORS
GHEORGHE GABRIEL GHEORGHE**

A handwritten signature in black ink, appearing to read 'G. Gheorghe', is written over a vertical line that extends from the text above. A horizontal line is drawn across the signature.