

## SUPPLEMENT TO THE CONVENING NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on August 9, 2017

The Board of Directors of Societatea Nationala de Gaze Naturale "ROMGAZ" - S.A., with the registered office in Medias, 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 Extraordinary General Meeting of Shareholders (EGMS) made by the shareholder the ROMANIAN STATE, represented by the MINISTRY OF ENERGY by letter no. 20546 of July 13, 2017, the provisions of art. 7 of the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders at general meetings of companies, the provisions of art. 117<sup>1</sup> of the Law on Companies no. 31/1990, the agenda of the Extraordinary General Meeting of Shareholders, initially published in the Official Gazette - Part IV- no. 2314 of July 4, 2017, in "Bursa" daily newspaper no. 120 of July 4, 2017 and on the company's website ([www.romgaz.ro](http://www.romgaz.ro)) starting from May 12, 2017 will be supplemented as follows:

**1) Approve the amendment of Societatea de Gaze Naturale "ROMGAZ"-S.A. Articles of Incorporation as follows:**

**Paragraph (4) of article 6 - Share capital, shall be amended and shall read as follows:**

***„(4)The rights of the Romanian State, as shareholder of Romgaz SA, are exercised through the Ministry of Energy, with the headquarters in Bucharest, Splaiul Independentei no. 202E, district 6”.***

***Letter c) is deleted „discussing, approving or requiring the supplementation or review, as the case may be, of the governing plan, under the provisions of the law” of paragraph (4) article 12 - Organization and Powers of the General Meeting of Shareholders.***

**2) Authorise the chairman of the Board of Directors to sign the updated Articles of Incorporation and to fulfil all and any formalities required to record the specifications related to the amendment of the Articles of Incorporation and to submit the updated document to the Trade Register Office of Sibiu Court. The authorised person may assign to other persons the mandate or the fulfilment of the above mentioned formalities.**

Therefore, the agenda of the Extraordinary General Meeting of Shareholders on August 9, 2017, 1:00 pm (Romania time) that will take place at S.N.G.N. „ROMGAZ"- S.A. headquarters in Medias, 4 Constantin Motas square, Sibiu County, the conference room, where only shareholders may attend and cast their vote who are registered on **July 27, 2017** ("Reference Date") in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, shall be the following:

## AGENDA

- Item 1** Approve the amendment of Societatea de Gaze Naturale "ROMGAZ"-S.A. Articles of Incorporation as follows:
- Paragraph (4) of article 6 - Share capital, shall be amended and shall read as follows:
- „(4)The rights of the Romanian State, as shareholder of Romgaz SA, are exercised through the Ministry of Energy, with the headquarters in Bucharest, Splaiul Independentei no. 202E, district 6”.*
- Letter c) is deleted *„discussing, approving or requiring the supplementation or review, as the case may be, of the governing plan, under the provisions of the law”* of paragraph (4) article 12 - Organization and Powers of the General Meeting of Shareholders.
- Item 2** Authorise the chairman of the Board of Directors to sign the updated Articles of Incorporation and to fulfil all and any formalities required to record the specifications related to the amendment of the Articles of Incorporation and to submit the updated document to the Trade Register Office of Sibiu Court. The authorised person may assign to other persons the mandate or the fulfilment of the above mentioned formalities.
- Item 3** Approval of the conclusion of the Addendum to the Association Agreement concluded between Romgaz and Schlumberger to modify Annex B "Base Production, Production decline curves"
- Item 4** Approval of the conclusion of the Transaction Agreement to approve modification of Annex B "Base Production, Production decline curves" to the Association Agreement for the period between May the 1<sup>st</sup> 2016 and the effective date of the Addendum for the two wells that have been unable to produce natural gas for seven consecutive days, and for the period between June the 1<sup>st</sup>, 2016 and the effective date of the Addendum for the three wells producing below 50% of the production decline curve in the last six months, with the correction of the identified material error.
- Item 5** Establish August 30, 2017 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.

The supplemented resolution draft of the EGMS will be available on the website of the company at [www.romgaz.ro](http://www.romgaz.ro) at *Investor Relations/GMS* starting with July 25, 2017.

CHAIRMAN OF  
THE BOARD OF DIRECTORS  
GHEORGHE GABRIEL GHEORGHE

