

SUPPLEMENT TO THE CONVENING NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

on November 15, 2016

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) made by the shareholder the ROMANIAN STATE, represented by the MINISTRY OF ENERGY by letter no. 111015/27.10.2016, registered at S.N.G.N. „ROMGAZ” - S.A. under no. 28603/28.10.2016, the provisions of art. 235 para (1) of Law no. 297/2004 on the capital market, art. 125 para (1) of National Securities Commission Regulation no.1/2006 on issuers and securities operations, 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. 117¹ of the Law on Companies no.31/1990, the agenda of the Ordinary General Meeting of Shareholders, initially published in the Official Gazette - Part IV- no.3666 of October 12, 2016 in "Bursa" daily newspaper no.196 of October 12, 2016 and on the company's website (www.romgaz.ro) starting from October 12, 2016 will be supplemented as follows:

- Item 1 Approve the rules applicable to electing/reconfirming members of the Board of Directors and on allocating directors' mandates, in case of electing new members of the Board of Directors by cumulative voting at the OGMS of November 15, 2016.**

- Item 2 Elect/reconfirm the members of the Board of Directors using the cumulative voting method.**

Therefore, the agenda of the Ordinary General Meeting of Shareholders on November 15, 2016, 1:00 pm (Romania time) that will take place at S.N.G.N. „ROMGAZ”- S.A. headquarters in Mediaș, 4 Constantin Motas square, Sibiu County, the conference room, where only shareholders may attend and cast their vote, who are registered on **November 4, 2016** ("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 rules applicable to electing/reconfirming members of the Board of Directors and on allocating directors' mandates, in case of electing new members of the Board of Directors by cumulative voting at the OGMS of November 15, 2016.**

- Item 2** Elect/reconfirm the members of the Board of Directors using the cumulative voting method.
- Item 3** Approval of:
- the amendment of the calculation method of the performance indicators weighting factors, as well as the amendment of the Directors Plan in this respect;
 - the performance criteria and objectives in conjunction with the Income and Expenditure Budget of S.N.G.N. Romgaz S.A., as approved by Resolution No. 5/2016 of the General Meeting of Shareholders;
- Item 4** Approval to conclude an Addendum to the Directors Agreement to modify the performance indicators calculation method in conjunction with the Income and Expenditure Budget of S.N.G.N. Romgaz S.A., as approved by Resolution No. 5/2016 of the General Meeting of Shareholders;
- Item 5** To mandate the representative of the major shareholder to sign the Addendum to the Directors Agreement;
- Item 6** Establishing December 5, 2016 as „The Record Date”, namely as the date for identifying the shareholders who are affected by the Resolution of the Ordinary General Meeting of Shareholders;
- Item 7** Authorizing the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.”

The list with information on the first and last name, residence, birthdate and professional experience of the candidates for the director position will be available to shareholders at **ROMGAZ Correspondence Entry** as well as on the website of the Company (www.romgaz.ro) as from November 2, 2016. The list may be reviewed and supplemented by shareholders with proposals. Company shareholders may receive, upon request, copies of the List with information on the first and last name, residence, birth date and professional experience of the candidates for the director position.

Shareholders may propose candidates to be elected as members of S.N.G.N. „ROMGAZ” S.A. Board of Directors by the cumulative voting method, by cumulatively fulfilling the following conditions:

- a) Candidates proposals will be send 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 8, 2016, 3:30pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 15, 2016”.
- b) Candidates proposals will indicate for each candidate the first and last name, residence, birthdate and professional experience;
- c) Each proposal will be accompanied by the candidate's CV.

In case of shareholders being natural persons, the proposals will be 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.

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.

The rules for electing/reconfirming members of the Board of Directors and for distributing director mandates by cumulative vote, during the meeting of November 15, 2016, approved by the OGMS according to the proposals included on the agenda, shall be mentioned in the meeting minutes.

The cumulative vote for electing/reconfirming Board members shall be casted by each shareholder/representative of the shareholder by distinct voting ballots and, as the case may be, by special or general powers of attorney.

The voting ballot for electing/reconfirming Board members by the cumulative voting method, may be obtained in Romanian and in English, starting with **November 9, 2016**, from ROMGAZ Correspondence Entry and/or from the company's website (www.romgaz.ro);

The special power of attorney for electing/reconfirming Board members by the cumulative voting method, may be obtained in Romanian and in English starting with **November 12, 2016**, from ROMGAZ Correspondence Entry and from the company's website (www.romgaz.ro) and will be filled in by the shareholder in three copies: one for the shareholder, one for the representative and one for the Company.

The general power of attorney may be given by the shareholder, as client, only to an agent defined according to art.2, para 1, point 14 of Law no.297/2004 on capital market, or to a lawyer.

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 **November 14, 2016, at 11:00 am (Romania Time)**, in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 15, 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 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 **November 14, 2016, at 11:00 am** (Romania Time).

The Voting Ballots 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 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 **November 14, 2016, at 11:00 am** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 15, 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 OGMS convening notice.

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

