

**SUPPLEMENT TO THE CONVENING NOTICE  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
on September 7, 2017**

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. 103193 of August 23, 2017, registered with SNGN Romgaz S.A. with number 24052/August 23, 2017, the provisions of art. 235 para (1) of Law no. 297/2004 on the capital market, the provisions of article 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. 117<sup>1</sup> 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. 2766 of August 7, 2017, in "Bursa" daily newspaper no. 144 of August 7, 2017 and on the company's website ([www.romgaz.ro](http://www.romgaz.ro)) starting from August 7, 2017 will be supplemented as follows:

- 1. Electing members of SNGN Romgaz S.A. Board of Directors by cumulative voting method;**
- 2. Setting the mandate duration of the Board of Directors members at a period of 4 (four) months according to provisions contained in Article 64<sup>1</sup> of Emergency Government Ordinance no. 109/2011 on corporate governance of public enterprises, as approved and amended by Law no. 111/2016;**
- 3. Approving the mandate contract draft to be concluded with the Board of Directors members in accordance with the proposal made by the Romanian State, through the Ministry of Energy.**
- 4. Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members.**

Therefore, the agenda of the Ordinary General Meeting of Shareholders on September 7, 2017, 2:00 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 those shareholders may attend and cast their vote who are registered on **August 28, 2017** ("Reference Date") in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, shall be the following:

#### **AGENDA**

- Item 1 Election of members of SNGN Romgaz S.A. Board of Directors by cumulative voting method;**
- Item 2 Setting the mandate duration of the Board of Directors members at a period of 4 (four) months according to provisions contained in Article 64<sup>1</sup> of Emergency**

Capital social: 385.422.400 RON

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/2001

RO08 RNCB 0231 0195 2533 0001 - BCR Mediaș

RO12 BRDE 3305 V024 6190 3300 - BRD Mediaș

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Government Ordinance no. 109/2011 on corporate governance of public enterprises, as approved and amended by Law no. 111/2016;

- Item 3 Approval the mandate contract draft to be concluded with the Board of Directors members in accordance with the proposal made by the Romanian State, through the Ministry of Energy.
- Item 4 Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members.
- Item 5 Extension of the interim director's mandate for a period of 2 months from the expiry date, for Mr. Gheorghe Gabriel Gheorghe, Mr. Stan Bogdan – Nicolae, Mr. Chirila Alexandru and Mr. Virgil Marius Metea.
- Item 6 Election of a member of SNGN Romgaz S.A. Board for a mandate valid until December 31, 2017 for the position that will become vacant on August 11, 2017, as a result of Mr. Tcaciuc Sebastian Gabriel resignation from his position as member of SNGN Romgaz S.A. Board of Directors.
- Item 7 Setting a fixed remuneration for the directors not benefitting from variable remuneration at a value equal to twice the average for the past 12 months 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 prior to the appointment.
- Item 8 Approval to conclude addendums to the directors' agreements for the interim directors for whom the mandates are extended, respectively for the directors not benefitting from variable remuneration, in the form proposed by the Board of Directors.
- Item 9 Approval to conclude the director's agreement with the new members of the Board of Directors, appointed in accordance with Item 2, in the form proposed by the Board of Directors.
- Item 10 Authorizing the representative of the majority shareholder, the Ministry of Energy, to sign the addendums to the directors' agreements that will be signed with the interim members of the Board of Directors whose mandates will be extended, respectively with the members not benefitting from variable remuneration.
- Item 11 Authorizing the representative of the majority shareholder, the Ministry of Energy, to sign the directors' agreement to be concluded with the new members of the Board of Directors, appointed in accordance with Item 2.
- Item 12 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 13 Authorizing the Chairman and the Secretary of the meeting to sign the Ordinary General Meeting of Shareholders Resolution".

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 company's website ([www.romgaz.ro](http://www.romgaz.ro)) as of **August 24, 2017**. 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](mailto:investor.relations@romgaz.ro) by **August 31, 2017, 2:00 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) 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 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 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 **September 1, 2017**, from ROMGAZ Correspondence Entry and/or from the company’s website ([www.romgaz.ro](http://www.romgaz.ro));

The special power of attorney for electing Board members by the cumulative voting method, may be obtained in Romanian and in English starting with **September 1, 2017**, from ROMGAZ Correspondence Entry and from the company’s website ([www.romgaz.ro](http://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 **September 6, 2017, at 1:00 pm** (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](mailto: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 1:00 pm** (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](mailto: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 1:00 pm** (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.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS  
GHEORGHE GABRIEL GHEORGHE**

