

**SUPPLEMENT TO THE CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
on August 11, 2016**

(subject to art. 117^{^1} of Company Law no. 31/1990 and according to the request of the
Ministry of Energy, on behalf of the Romanian State as shareholder
of S.N.G.N. „ROMGAZ” – S.A.)

The Board of Directors of S.N.G.N. „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, in accordance with the provisions of Company Law no. 31/1990, and with the provisions of the updated S.N.G.N. „ROMGAZ” – S.A., Articles of Incorporation, at the request of the Ministry of Energy, on behalf of the Romanian State as shareholder of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A. (owning 70.0071% of the share capital), sent by letter no. 102175 on July 7, 2016, registered at S.N.G.N. „ROMGAZ” – S.A. under no. 17990 on July 7, 2016, subject to art. 117^{^1} Company Law no. 31/1990, the agenda of the Ordinary General Meeting of Shareholders, initially published in the Official Gazette – Part IV – no. 2495 of July 6, 2016, in Bursa daily newspaper no. 126 on July 6, 2016 and on the website of the company (www.romgaz.ro), starting from July 7, 2016, will be supplemented as follows:

- 1. Revocation of Item 1 of Resolution no. 5 as of June 16, 2016 of the Ordinary General Meeting of Shareholders aproving amendment of the performance indicators calculation method, namely to eliminate the effects of the external factors that are beyond the control of the company’s management;**
- 2. Revocation of Item 2 of Resolution no. 5 as of June 16, 2016 of the Ordinary General Meeting of Shareholders aproving conclusion of an Addendum to the Directors Agreement to modify the performance indicators calculation method, namely to eliminate the effects of the external factors that are beyond the control of the company’s management;**
- 3. Revocation of Item 3 of Resolution no. 5 as of June 16, 2016 of the Ordinary General Meeting of Shareholders approving authorization of the majority shareholder’s representative to sign the Addendum to the Directors Agreement.**

Therefore the agenda, for the Ordinary General Meeting of Shareholders on August 11, 2016, 13:00 (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 August 2, 2016 (“Reference Date”) in the Company Shareholder Registry, kept and issued by the Depozitarul Central S.A, shall be the following:

AGENDA

- Item 1** Approval of procurement by S.N.G.N. „ROMGAZ” – S.A. of professional legal consulting, assistance and, as the case may be, representation services, in the following cases:
- a) The dispute following the inspection of the Court of Accounts in 2016
 - b) The potential dispute following the inspection of the European Commission
- Item 2** Approval of ROMGAZ Board of Directors mandate to coordinate the procurement of professional external legal consulting, assistance and representation services for:
- a) The dispute following the inspection of the Court of Accounts in 2016
 - b) The potential dispute following the inspection of the European Commission
- Item 3** Information on the status of projects for increasing the efficiency of CTE Iernut power plant activity, namely the increase of efficiency of the power plant, the environment investments pursuant to the requirements regarding the NOx emissions, the increase of safety and life time (actions, terms, costs, financing sources, responsibilities)
- Item 4** Information on the method of recovering debts from private and legal persons
- Item 5** Revocation of Item 1 of Resolution no. 5 as of June 16, 2016 of the Ordinary General Meeting of Shareholders aproving amendment of the performance indicators calculation method, namely to eliminate the effects of the external factors that are beyond the control of the company’s management;
- Item 6** Revocation of Item 2 of Resolution no. 5 as of June 16, 2016 of the Ordinary General Meeting of Shareholders aproving conclusion of an Addendum to the Directors Agreement to modify the performance indicators calculation method, namely to eliminate the effects of the external factors that are beyond the control of the company’s management
- Item 7** Revocation of Item 3 of Resolution no. 5 as of June16, 2016 of the Ordinary General Meeting of Shareholders approving authorization of the majority shareholder’s representative to sign the Addendum to the Directors Agreement
- Item 8** Establish August 30, 2016 as „The Record Date”, respectively the date for identifying the shareholders who are affected by the Resolution of the Ordinary General Meeting of Shareholders
- Item 9** Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders

The supplemented resolution draft of the OGMS will be available on the website of the company at www.romgaz.ro at *Investor Relations/GMS* starting with July 28, 2016.

**CHAIRPERSON OF
THE BOARD OF DIRECTORS
Aurora NEGRUT**

