

**Romgaz Round Registration Stamp indicating registration date (September 07, 2017)
registration number (25614)**

THE MINISTRY OF ENERGY

Minister's Office

Ministry Registration Number: 103465/TFP/ September 07, 2017

To: Societatea Nationala de Gaze Naturale "Romgaz" SA Board of Directors

In consideration of:

- The provisions of Government Emergency Ordinance no.29/2017 (GEO 29/2017) for the amendment of art. 1 para (1) letter g) of Government Ordinance no.64/2001 on profit distribution at national and commercial companies, fully or majority owned by the state, as well as at autonomous companies, and the amendment of art.1 para (2) and (3) of Government Emergency Ordinance no. 109/2011 on corporate governance at public enterprises according to which the companies solely or majority held by the Ministry of Energy can redistribute as of the approval of 2016 financial statements in form of dividends or payments to the state budget amounts included during previous years under *Other Reserves* according to article 1, par. (1) letter g) of Government ordinance no. 64/2001 and under *Retained Earnings* reflected in the 2016 financial statements;
- The provisions of the Company Law no.31/1990 as amended from time to time,

The Ministry of Energy, shareholder of SNGN ROMGAZ SA on behalf of the Romanian State holding 269,823,080 shares representing 70.01% of the company's share capital, based on art.119 of the Company Law no.31/1990 as amended from time to time, requests to convene immediately the ordinary general meeting of shareholders having the following items on the agenda:

- 1) Approval for the distribution of RON 750,000,000 to the company's shareholders proportionately with their participation to the company's share capital as dividends based on the provisions of articles II and III of GEO no. 29/2017.*
- 2) Establishing the dividend payment term, respectively in a period of 15 business days following the date of the general meeting of shareholders resolution.*
- 3) Setting the dividend payment modality, respectively the payment shall be made in RON, the shareholders benefitting from these amounts shall be those registered in the Shareholder's Register on the record date set by the general meeting of shareholders. The dividend payment modality shall be brought to the attention of the shareholders prior to the payment commencement date and the expenses incurred in connection with dividend payment shall be borne by the shareholders.*
- 4) Setting the record date, respectively the date for the identification of shareholders benefitting from the dividend or from other entitlements, and who are affected by the resolution of the general meeting of shareholders.*

Translation from Romanian language

5) *Authorizing the general director for signing the Ordinary General Meeting of Shareholders Resolution.*

Yours respectfully,

Toma-Florin Petcu

Minister for Energy

indecipherable signature

round stamp