



**UPDATING THE CONVENING NOTICE OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
of April 28, 2015**

**(pursuant to the provisions of Regulation No. 3/25 March 2015 of
the Financial Supervisory Authority)**

In consideration of the provisions of Regulation No. 3 of March 25, 2015 of the Financial Supervisory Authority published in the Official Gazette No. 206 of March, 27, 2015 (Art. I, item 27), the Board of Directors of Societatea Națională de Gaze Naturale „ROMGAZ” – S.A., having its registered office in Medias, 4 Constantin Motas Sq., Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under No. J32/392/2001, fiscal code RO 14056826, joined in conference call meeting on April 7, 2015, updates the Convening Notice of the Ordinary General Meeting of Shareholders, originally published in the Official Gazette – Part IV, no. 1553 of March, 24, 2015, in „Bursa” Daily Newspaper No. 57 of March 24, 2015 and on the company website (www.romgaz.ro) from March 24, 2015, as follows:

- Item 8** *Establish July 6, 2015 as “The Record Date”, respectively the date for identifying the shareholders who will receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders.*
- Item 9** *Setting July 3, 2015 as “Ex-date” representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments forming the object of the corporate bodies’ resolutions are traded without the rights resulting from such resolution.*

Therefore the agenda of the Ordinary General Meeting of Shareholders of March 28, 2015, 12:00 (Romania time) to be held at Societatea Națională de Gaze Naturale „ROMGAZ” – S.A. Headquarters, located in Medias, 4 Constantin Motas Sq., Sibiu County, Conference Room, where only shareholders who are registered at April 17, 2015, in the Company’s Register of Shareholders may attend and cast their votes, is the following:

AGENDA:

- Item 1** **Approval of annual individual financial statements drawn up for the year ended on December 31, 2014, in accordance with the International Financial Reporting Standards (IFRS) based on the Board of Directors Report for financial year 2014 and the Audit Report**
- Item 2** **Approval of the proposal regarding the distribution of Societatea Națională de Gaze Naturale “ROMGAZ” – S.A. net profit for year 2014**
- Item 3** **Approval of gross dividend per share, of the term and methods for dividends payment for financial year 2014**

- Item 4** Approval of the budgetary discharge of the Board members for financial year 2014
- Item 5** Annual Report of the Nomination and Remuneration Committee as far as related to the remunerations and other benefits awarded to directors and managers during financial year 2014, the manner of fulfilling the performance criteria and objectives set under the Directors Agreement / Contract of Mandate as of December 31, 2014
- Item 6** Approval for dissolution/de-registration of one of S.N.G.N. Romgaz S.A. work location having the following identification details:
- Work Location Name: „Ploiesti II Car Fleet”
 Address: Craiova, 29, Traian Lalescu street, Dolj County.
- Item 7** Approval for establishment/registration of S.N.G.N. Romgaz S.A. work location with the following identification details:
- Work Location Name: „Craiova Car Fleet”
 Address: Craiova, 101C, Teilor street, Dolj County.
 Scope of activity/NACE codes:
 - Other passenger land transport n.e.c. / 4939;
 - Freight transport by land / 4941;
 - Maintenance and repair of motor vehicles/ 4520.
 Number of employees: 18 employees.
- Item 8** Establish July 6, 2015 as “The Record Date”, respectively the date for identifying the shareholders who will receive dividends or other rights and who are affected by the Resolutions of the Ordinary General Meeting of Shareholders
- Item 9** Setting July 3, 2015 as “Ex-date” representing the date falling one settlement cycle minus one business day before the Record Date, as of which the financial instruments forming the object of the corporate bodies’ resolutions are traded without the rights resulting from such resolution
- Item 10** Setting July 27, 2015, as “Payment Date”, namely the calendar day when the distribution of revenue related to securities, consisting of cash or securities, becomes certain
- Item 11** Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders

The modified OGMS Resolution draft, as well as the following documents: Voting Bulletin for Vote by Correspondence and Special Power of Attorney updated for the Ordinary General Meeting of Shareholders of April 28, 2015 are available in electronic format on the company website (www.romgaz.ro), the link Investor Relationship/GMS, from April 14, 2015.

**CHAIRPERSON OF
 THE BOARD OF DIRECTORS
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