

ROMGAZ – May 2016





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All figures included in this presentation are rounded ("round to nearest" method).

Company Overview







848

1.085

938

216

285

106



Elevated Profitability in Q1/16 as well

- Revenues: flat y/y in Q1/16 helped by electricity revenues higher by 133% y/y; \checkmark
- EBITDA: -14% y/y to RON 723 mln on higher provisions regarding Elcen Bucuresti; Net Profit consequently \checkmark reached RON 489 mln in Q1/16;

50%

2013

2014

- EBITDA margin remains strong at 53.0% in Q1/16; \checkmark
- Net margin is robust at 35.9 % showing elevated profitability. \checkmark





Romgaz: Profitability Rates

44% 36% Q4/15 2015 Q1/15 Q1/16 EBITDA margin EBIT margin Net margin

Factors with impact on financial results



Regulated domestic gas production prices in Romania vs imports level



Regulated storage tariffs

Source: ANRE, Romgaz computation based on ANRE data





Strong Profitability in a challenging environment

RON mln	2012	2013	2014	2015	Q1/15	Q1/16
Revenues - of which	3,838	3,894	4,493	4,053	1,365	1,364
1. Gas Production	2,508	2,808	3,553	3,291	1,170	1,113
2. Gas Resales	1,053	461	131	19	6	15
3. Services	270	394	455	365	156	163
4. Electricity		207	335	357	30	69
Other income	134	54	108	80	13	44
Cost of commodities sold	(905)	(439)	(176)	(40)	(11)	(21)
Changes in inventory	111	56	28	138	(93)	(100)
Raw materials	(118)	(79)	(66)	(78)	(22)	(18)
Exploration expense	(193)	(59)	(43)	(42)	-	-
Headcount expense	(503)	(504)	(523)	(512)	(108)	(112)
Other gains and losses	(50)	(204)	(275)	(319)	(23)	(138)
Other expenses	(436)	(745)	(1,035)	(1,041)	(276)	(292)
EBITDA	1,854	1,960	2,490	2,218	842	723
EBITDA margin	48.3%	50.3%	55.4%	54.7%	61.7%	53.0%
D&A	(606)	(782)	(777)	(794)	(176)	(120)
EBIT	1,248	1,177	1,713	1,425	665	603
EBIT margin	32.5%	30.2%	38.1%	35.2%	48.7%	44.2%
Net Interest income	148	123	75	44	14	7
Profit before tax	1,396	1,301	1,788	1,469	679	610
Income tax	(276)	(305)	(378)	(275)	(116)	(121)
Net Profit	1,119	996	1,410	1,194	563	489
Net margin	29.2%	25.6%	31.4%	29.5%	41.2%	35.9%

Selected P&L items RON mIn

Breakdown of Revenues

- Main source of revenue is the sale of gas production which abated by 4.9 % y/y in Q1/16, due to the weak market demand.
- Revenue from imported gas resale recorded an increase y/y but stood still at low level compared to the previous years.
- Revenue from services (mostly gas storage) favorably was up by almost 5% y/y in Q1/16.
- Electricity sales hiked by 133% in Q1/16 compared with the first quarter of last year.
- Gas consumption declined by c. 4.4% y/y in Q1/16 in Romania triggered by weak demand (due to warm weather);
- "Other expenses" include main taxes paid by the company: (a) Gas and storage royalties (Q1/16: RON 79 mln); (b) Windfall profit tax on the additional revenues recorded as a result of the gas price deregulation process (Q1/16: RON 123 mln); (c) Tax on special constructions due starting with Feb 1, 2014 (Q1/16: RON 18 mln);
- "Other gains and losses" include RON 88 mln receivable allowances for Elcen Bucuresti booked in Q1/16;
- EBITDA margin was resilient at 53% and EBIT margin was strong as well at over 44% in Q1/16;
- Net margin remained robust at almost 36% showing that efforts undertaken by the company's management to maintain an elevated profitability in a challenging environment were successful.



Robust B&S Structure, Debt-free in Q1/16 as well

Selected Balance Sheet Items

RON min	2013	2014	2015	Q1/16
Total non-current assets, thereof	6,246	6,448	6,497	6,421
Property plant and equipment	5,767	5,963	5,996	5,925
Other intangible assets	384	407	400	400
Trade and other receivables Bank depos	-	-	- 29	- 25
Fotal current assets, thereof	4,231	4,364	4,188	4,959
Inventories	464	392	560	439
Trade and other receivables	1,087	1,000	601	958
Govt securities and bank depos (+3mo maturity)	1,575	2,344	2,147	3,123
Cash and equivalents	959	526	740	274
Other assets	146	102	140	166
Total assets	10,477	10,812	10,685	11,380
Shareholders' Equity				
Share capital Reserves	1,893 1,950	385 2,142	385 2,582	385 2,582
Retained earnings	5,450	7,184	6,725	7,214
Total Shareholders' Equity	9,293	9,712	9,692	10,182
Non-current liabilities, thereof Provisions	423 197	431 202	366 201	364 196
Current liabilities, thereof *	762	669	626	835
Trade and other payables	203	217	187	298
Total liabilities	1,184	1,100	992	1199
Total equity and liabilities	10,477	10,812	10,685	11,380

Selected Cash Flow Items

RON mln	2014	2015	Q1/16
Net profit for the period	1,410	1,194	489
Operating Cash Flow before Δ WC and Income tax	2,824	2,600	863
Movements in working capital	(10)	(123)	(173)
Net Cash flows from operating activities	2,313	2,131	600
Net Cash flows from investing activities	(1,758)	(702)	(1,066)
Net Cash flows from financing activities	(988)	(1,215)	0
Net increase/(decrease) in cash and cash equivalents	(433)	214	(466)

Working Capital

RON min	2014	2015	Q1/16
Inventories	392	560	439
Trade and other receivables	1,000	601	958
Trade and other payables	217	187	298
Borrowings	0	0	0
Current tax liabilities	94	91	118
Other current liabilities	323	320	384
Trade working capital	759	564	597
Total cash and equivalents, including govt securities / bank depos	2,870	2,887	3,397
wc	3,629	3,480	4,019
Trade WC ratio (Trade WC/Revenues)*	16.9%	13.9%	11. 0 %
WC ratio (WC/Revenues)*	80.8%	85.1%	73.2%

* annualized for interim results





Cash and other Short Term Financial Assets (RON mln)



Gross Dividends (RON mln) and Payout Ratios





Mature gas market, consumption covered mostly from the domestic production



Source:Romgaz, ANRE



Sizeable reserve base with a signification portion proven developed

Audited Reserves¹ and Contingent Resources² June 2013 (bcm, % of total)



- Three production areas: **Transylvanian Basin (around 90% of production)**; Muntenia Moesian Platform and Moldavia Platform
- **25 fields hold about 70% of Romgaz reserves** (average size of proved reserves per average field is of 450 million m³, with 17 fields with over 1 bcm)
- Recovery factors between 55% and 85% for most fields (90% in the more mature fields)
- Six gas storage facilities native gas acts as cushion gas in the storage process



Revisions and New Discoveries Reserves Replacement Ratio (%)

- Reevaluation driven by investment in well workovers and installation of compressors
- Effect of increasing gas prices
- Bringing existing discoveries on-stream
- New discoveries

Source: CPR prepared by DeGolyer&MacNaughton updated to June 30, 2013.

- ¹ Probable and possible reserves have not been risk adjusted to make them comparable to proved reserves.
- ² Application of any risk factor to contingent resources quantities does not equate contingent resources with reserves.

Exploration Overview



Efforts undertaken to unlock significant resource potential

- ✓ Petroleum agreements for 9 onshore exploration blocks (about 17,650 km² across the Transylvania, Moldova, Oltenia and Muntenia basins) with 100% working interests
- ✓ Major projects in Transiilvania (Cris, Laslau Mare, Deleni Deep), Moldova (Frasin Deep), Muntenia (Caragele Deep) in deep reservoirs

	20	12	201	13	2014		2015	
	11.5	RON	RON Units RON Units	RON	L la la	RON	Linite	RON
	Units	mln		Units	mln	Units	mln	
3D (km²)	700	52	1,830	145	1.218	82	912	79
2D (km²)	517	23	224	9	451	20	0	0
Well drilling	5	66	25	206	20	260	31	290
Other works ⁽¹⁾	-	9	-	7		5		14
TOTAL		150		367		348		383

Exploration Works 2012-2015 of the Key Nine Blocks

Overall in 2015:

- ✓ 3D seismic services acquired on a surface of 912 km²
- ✓ Drilling of total 31 new exploration wells
- Drilling of three wells in the Black Sea (East Rapsodia and Trident blocks)

- ✓ 3D seismic interpretation in progress for the volume acquired in all period
- ✓ Development programme in progress for 36 new wells successfully tested; 15 wells already in production test to evaluate c.14 bcm 2C contingent resources
- ✓ 10% interest in offshore exploration in the Black Sea with Lukoil and Pan Atlantic (Trident) for c. 1,000 km². Lira discovery new data assessment, geological background reanalysis and future appraisal wells design
- ✓ Consistent 2016 drilling work program for c. 20 new potential accumulations as follows:

2016 Exploration Drilling Program

Contingent Resources	No. of wells	11	
(2C)	Assessments of resources (bcm) ²⁾	11	
Prospective Resources (P90/P10)	No. of wells	26	
	Assessments of resources (bcm) ²⁾	22 /66	

Latest developments:

- Completed development of Cris discovery (December 2015)
- ✓ Finalized production tests with success for 2 new discoveries, Tapu and Laslau Deep
- ✓ Continued exploration & development work of Caragele structural complex
- ✓ Drilling of two wells with objective more than 4000m in Moesian Platform are in progress

¹ Other works: MT sounding, Gore-Sorber surveys and development for experimental production.

² Based on Romgaz own assessment.



Arresting Production Decline via Application of New Technologies

Romgaz - Annual Production Levels – bcm



Gas production potential consolidated to 15.6 mln cm / day in 2015
 Production decline rate stabilized at bellow 1% last year due to:

- Installation of gas compression and production enhancement/rehabilitation
- Acquisition of 3D seismic data, dynamic and static reservoir modelling
- Production from new discoveries

✓ Overall in 2015:

- 2 new discoveries accounting jointly for 3% of Romgaz' daily production
- Compressor station commissioned access to additional 0.50 bcm (c.9% of annual output)
- Recent production decline rates linked to the weak gas demand consolidated

Enhanced Production from Selected Fields



- Selected fields: (i) compression added Bazna, Filitelnic, Tg. Mures, (ii) production rehabilitation (Nades, Laslau, Roman) and (iii) 17 new producing fields;
- ✓ Production enhancement includes activities focused mainly on well workovers and new completion techniques.

Natural Gas Production



Successful production enhancement in some key fields





81

2014

5,055

2015

310

2013

Largest Supplier of Gas in Romania (domestic production + imports)

- Breakdown of volume gas sales in Q1/2016: 49.7% to Households (HHs) and thermal plants for the gas used for HHs heating + 50.3% to industry ٠ (including from UGS)
- Around 63% of Romgaz' gas sales are to ENGIE and E-ON (in value)
- Significant market share in Romania's gas supply

Romgaz - Key Clients in Q1/16 (value of gas sales)*





606 75% 5.563 5,513 5,529 5,304 5,156 5.200 60% 45% 30%

2011

1,018

Romgaz Gas Deliveries in Romania's Total Supply (mln cm)

Imports

15%

0%

90%

304

680

Production delivered (incl 50% Schlumberger, deliveries to lernut/Cojocna) and resold gas

2012

Market share in Romania's gas supplies

2010

* Portfolio breakdown reflects specific quarterly characteristics of gas demand in Romania

2009



Romania's largest owner and operator of UGS facilities

Player in the power segment as well

Underground Gas Storage

- Romgaz owns six facilities (90% market share) working capacity 2.77 bcm plus 40% stake in joint venture with Gaz de France - Depomures (300 mln cm)
- Regulated by ANRE using the revenue-cap methodology third 5-year regulatory period started in Apr 2013, royalties of 3% of operating revenues
- Capacity expansion: Sarmasel (0.9 bcm/cycle in process) Urziceni (0.360 bcm/cycle completed in 2014)

UGS	W	orking Capacity	UGS	W	orking Capacity
Bilciuresti	•	1,310 mln cm/cycle	Cetatea de Balta	•	100 mln cm/cycle
Sarmasel	•	800 mln cm/cycle	Ghercesti	•	150 mln cm/cycle
Urziceni	•	360 mln cm/cycle	Balaceanca	•	50 mln cm/cycle



Seasonality of Gas Consumption in Romania (TWh)

Electricity Production

- CTE lernut power plant enjoys a good strategic positioning in the middle of the Romanian electricity system
- Role: to cover national power consumption by acting in the electricity wholesale and balancing markets, ensure ancillary services to the national system, eliminate possible network constrains in NW Romania
- Installed capacity of 800 MW built in '60s, with a flexible operational structure (4x100 MW, 2x200 MW)
 - Units 1 & 4 (2x100 MW) being modernized (to reduce NO_x emissions)
 - Units 5 & 6 (2x200 MW) can operate until 2020
 - 2x100 MW out of service since January 2016 (environmental issues)
- Market share increased to 2.86% in 2015 in terms of electricity issued in the grid (+10% compared to 2014) according to ANRE
- In Q1/16 electricity sales advanced by 133% y/y and we significantly improved market share compared to Q1/15
- Optimising gas production electricity production storage injection
- We have recently completed the selection of the consultant to help us assess the procedures and criteria for finding a partner to refurbish lernut plant; plans are for a new power plant based on a Gas Turbine Combined Cycle system, of max. 400 MW capacity and gross electrical efficiency of min.55%

Main strategic goals



Enhanced recovery and development of already discovered resources Extend the life of and the amounte recovereble from evicting fields
 Extend the life of and the amounts recoverable from existing fields Appraisal of substantial contingent resource base and subsequent conversion into reserves
- Continue cooperation with Schlumberger and other partners
Discovery of new resources in established geological plays
- Further exploration program (existing and new licenses)
 Acquire additional blocks for exploration and development of conventional onshore gas resources
Frontier Reservoirs
- Further development of on-shore sub-salt reservoirs
- Exploration of unconventional potential in Romania
- Increasing focus on deep water reservoirs (Black Sea)
Potential international opportunities
Optimizing the Company's Policies and Procedures (monitoring and reporting)
Risk and Controls Management
IT systems
Increase the efficiency of the gas storage facilities in order to Enhance Gas Trading Capabilities

Management Agenda 2015-2016





Key Achievements



Selected Events

September 19, 2014

Govt amended the Fiscal Code Law by reducing the social insurance contribution owed by employers by 5% (from 20.8% to 15.8% for normal work, from 25.8% to 20.8% for special work and from 30.8% to 25.8% for heavy work).

September 30, 2014

Govt issued Law no 127 which amended the gas price deregulation calendar, postponing to July 1, 2021 the deadline for the price liberalisation of gas supplied to households.

October 22, 2014

ANRE issued Order no. 107 requiring gas suppliers to inform industrial consumers upon the end of the deregulation process on Dec 31, 2014, to submit a price offer to new eligible consumers and conclude negotiated contracts by June 30, 2015.

December 30, 2014

Govt published the 2015 State Budget Law that is based on unchanged royalties and windfall tax and on a special construction tax of 1.0% vs 1.5% before.

January 26, 2015 The EGM approved the procurement of legal consulting services for the litigation initiated against ANAF and Interagro, start of a development project for lernut power plant and the setup of a UGS subsidiary.	March 18, 2015 The EGM approved the appointment of Sorana Baciu and Dragoş Dorcioman as board members and the incorporation documents for the UGS subsidiary.	March 30, 2015 The company completed the works for bringing in production test two new gas accumulations in the Moldavia Platform an in the Transilvania Basin, with a daily production of aprox 3% of the company's daily gas production.	July 1, 2015 Gov't published the new calendar for the gas production price deregulation process for households and thermal plants for the gas used to heat households
October 14, 2015 Roman compressor station is installed, providing access to 0.5 bcm of natural gas. The completion	October 14, 2015 The drilling of the exploratory well Lira 1X in the Black Sea was	January 4, 2016 The company's Code of Corporate Governance, issued in compliance with the Bucharest Stock Exchange	March 18, 2016 The EGM approved the appointment of Marius Aristotel Jude and Sebastian

installed, providing access to 0.5 bcm of natural gas. The completion of this project compensates the drop of reservoir energy due to depletion of production units. The drilling of the exploratory well Lira 1X in the Black Sea was completed, leading to the discovery of an important gas field of up to 30 bcm of natural gas. The company's Code of Corporate Governance, issued in compliance with the Bucharest Stock Exchange Code of Corporate Governance, comes in force. The EGM approved the appointment of Marius Aristotel Jude and Sebastian Tcaciuc as board members, with mandates expiring in May 17, 2017, respectively December 30, 2017.



Why to invest in Romgaz shares					
 Operational excellence / robust margins – we are among the most profitable issuers traded on the BVB 	EBITDA margin of 53%, EBIT margin at 44% in Q1/16 Net margin of 36% in Q1/16				
> High dividend payout ratios to please investors	87% decided for 2015, 86% achieved in 2014 and over 99% in 2013				
Strong cash ¹ reserves and debt free B&S	We are able to finance by ourselves the investment programme; in the case of successful exploration projects, we will be able to combine our cash position with debt to build a favourable capital structure				
	Cash / Mktcap = 38% (at May 12, 2016)				
We are positioned as a leading gas producer in Romania and in the region as well	49% market share in terms of gas production in Romania in 2015 Main operator of the Underground Gas Storages also Holder of large gas reserves among European countries				
We are maintaining a strong base of gas reserves in Romania, largely including a proven portion developed	By significant investments, we intend to maintain the reserves level and the high RRR (through enhanced recovery in fields already in operation and new resources as well)				
Expected opening of the export gas markets (possibly in 2019) will definitely improve our sales	Export markets will enlarge our client portfolio and expand revenues				
Our policy is to carefully invest in development projects abroad	We have minority participations in order to minimize the operational risk and to avoid the waste of our cash reserves				
Strong management team, skilled and dedicated workforce	Management team has significant expertise in the sector, overall headcount is strongly committed				

Shareholder Structure and Stock Performance

- ROMGAZ
- Current shareholding structure: the Romanian State (Ministry of Energy) majority shareholder with a 70% stake; Free Float improved to 30% after Property Fund sold its stake in April to finance the shares redemption programme (free float includes shares traded on the BVB and GDRs traded on the LSE)
- The stock ranks the 2nd largest domestic stock traded on the BVB with a mktcap of EUR 2.0 bn (after OMV Petrom); Romgaz also is the 3rd most traded stock on the BVB (after Fondul Proprietatea and Banca Transilvania) *)
- Included in BVB's main indices (weighing 23.0% în energy and utilities BET-NG index, and between 7.8%-10.5% in BET, BET-XT, BET-TR, ROTX
- > Included in main global indices with allocation on Romania (such as FTSE, MSCI, S&P, STOXX, Russell Frontier).

Total no of shares: 385.42m





*) Based on the trading price on May 12, 2016, and on BVB's past 6m/12m trading statistics

The Board: Balanced Team of Privatisation Experts, Legal & Fiscal Advisors and Industry Specialists



Nominalization & Remuneratio Committee		Board of Directors							
Strategy Committee									
	Committee Experience: - Ministry of Energy (since 2009) - AVAS - Authority for State Assets Recovery (2007-2008) - Ministry of Economy and Trade (2003-2007), Transport Ministry (2002-2003) - APAPS - Authority for Privatisation and Administration of State's Contributions (1997-2002)								
Dumitru Chisalita Non-executive Member	Ecaterina Popescu Non-executive Member	Petrus Antonius Maria Jansen Non-executive Member	Sebastian Tcaciuc Non-executive Member	Aristotel Marius Jude Non-executive Member	Virgil Marius Metea Executive Member				
 Experience: SNGN Romgaz SA (various roles including Gas Trading Manager and Interim GM) SNTGN Transgaz SA (various roles) Lecturer at University of Construction Brasov (since 2008) 	 Experience: SC CHIMFOREX SA, CEO (1998-2015) Presently Director at - Bega Minerale Industriale Board member in several companies in the drilling / chemical / equipment sectors 	 Experience: Brainovate, Partner (since 2010) London School of Business and Finance, Lecturer (since 2012) Cohn & Jansen JWT, Partner (since 2002) Boston Consulting Group in Romania (2006-2008) MBA (NIMBAS) (1992-93) 	 Experience: Investment Director in Auris Capital (since 2014) and in Advent International (2005-2014) Presently also board member of Nuclearelectrica and SAI Euxinus Capital 	 Experience: Secretary of State for the Ministry of Energy SNGN Romgaz SA (various management positions) Board member of Depomures SA (2010-2014) 	 Experience: 28 years expertise in the gas industry, of which 22 years in top management roles in Romgaz, EON Moldova Distributie, EON Gaz Distributie, EON Gaz Romania, Distrigaz Nord MBA ASE, PhD 				



THANK YOU I



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1 Financial Calendar 2016

- Feb 15: Release of the 2015 Preliminary Financial Results
- Feb 17 (12:00 am / 3:00 pm local time): Confcalls in Romanian / English with investors and analysts
- April 28: SGM to approve the 2015 Financial Results
- April 29: Release of the 2015 Financial Results
- May 13: Release of the Q1 2016 Financial Results
- May 18 (12:00 am / 3:00 pm local time): Confcalls in Romanian / English with investors and analysts
- Aug 12: Release of the H1/Q2 2016 Financial Results *
- Nov 11: Release of the 9M/Q3 2016 Financial Results *

* details regarding confcalls with analysts and investors to be announced timely