

**CURRENT REPORT****In compliance with the Romanian Capital Market Law no. 297/2004 and CNVM Regulation no. 1/2006****Report date:** December 17, 2013**Company name** Societatea Nationala de Gaze Naturale ROMGAZ S.A.**Address:** Medias, 4 Constantin I. Motas Square, Sibiu County – Romania, 551130**Phone/fax no:** 004-0269-201020 / 004-0269-846901**Fiscal Code:** RO14056826**Trade Register registration number:** J32/392/2001**Subscribed and paid in share capital:** 385 422 400 RON**Significant event to be reported:**

- **Convening of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. on January 30, 2014.**

In compliance with Company Law no.31/1990, Capital Market Law no.297/2004 and CNVM Regulation no. 1/2006 on issuers and operations with securities, S.N.G.N. ROMGAZ S.A. convenes the Company's shareholders at the **Extraordinary General Meeting of Shareholders (EGMS) on January 30, 2014.**

The reference material related to the Agenda of Romgaz EGMS will be available at ROMGAZ Correspondence Entry, as well as on the Company's web page ([www.romgaz.ro](http://www.romgaz.ro)) starting from December 19, 2013.

The Convening Notice of EGMS was approved by ROMGAZ Board of Directors on December 16, 2013. The Convening Notice of the EGMS is to be published in the Official Gazette of Romania Part IV and in at least one widely-spread Romanian newspaper.

**Attached:****Convening Notice of the Extraordinary General Meeting of Shareholders of S.N.G.N. ROMGAZ S.A. on January 30, 2014.**

**Director General  
Virgil Metea**

**CONVENING NOTICE**

The Board of Directors of S.N.G.N. "ROMGAZ" – S.A., a company managed in an one-tier system, incorporated and operating under the laws of Romania, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, having its headquarters at Piata Constantin Motas 4, Medias, Sibiu County with a subscribed and paid up share capital of RON **385,422,400** (hereinafter referred to as „ROMGAZ” or the „Company”),

**CONVENES**

**the Extraordinary General Meeting of Shareholders (EGMS) on January 30, 2014, 10:00 AM** (Romania time) at S.N.G.N. „ROMGAZ”-S.A. Documentation and Information Centre, located in Medias, Soseaua Sibiului 5, Sibiu County, the conference room, with the following:

**AGENDA**

- Item 1**      **Approval for executing a new bank facilities agreement for opening a documentary letter of credit and for issuing letters of bank guarantee upon S.N.G.N. ROMGAZ S.A.’s request, within the limits of USD 14 million;**
- Item 2**      **Authorizing Mr Virgil – Marius Metea acting as Director General of S.N.G.N. “ROMGAZ” – S.A. and Ms. Lucia Ionascu acting as Financial Director of S.N.G.N. “ROMGAZ” – S.A. to execute such bank facilities agreement.**
- Item 3**      **Approval to set up the work location – “7 Caragele Well Cluster” classified as “secondary office without legal status” under the Romanian Law.**
- Item 4**      **Approval to set up the work location – “4 Faurei Well Cluster” classified as “secondary office without legal status” under the Romanian Law.**
- Item 5**      **Approval:**
  - a) to dissolve and deregister from the Trade Register Office a number 87 work locations listed in Annex 1 to the Notification no. 34155, December 9, 2013.**
  - b) to set up, register and declare to the Trade Register Office attached to Sibiu Law Court a number of 238 work locations listed in Annex 2 to the Notification 34155, December 9, 2013.**

- c) to set up, register and declare to the Trade Register Office attached to Sibiu Law Court a number of 26 work locations listed in Annex 1 to the Notification 34193, December 9, 2013.

**Item 6**            **Establishing February 18, 2014 as the record date of the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders.**

**Item 7**            **Authorizing the Chairman of the Board of Directors and the Secretary of the Meeting to execute the Resolution of the Extraordinary General Meeting of Shareholders, as per article 16, paragraph 1 of the Articles of Incorporation of S.N.G.N. „ROMGAZ” S.A.**

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders at **January 14, 2014 (the „Reference Date”)** in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depository) may attend and cast their votes in EGMS.

Informational documents related to the items of the EGMS agenda, the drafts of the resolutions proposed to be approved by the EGMS will be available starting with **December 19, 2013** on working days at the registry desk of the Company located in Medias, Piata Constantin Motas 4, Sibiu County, Romania, postal code 551130 („**ROMGAZ Correspondence Entry**”) as well as on the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)). **ROMGAZ Correspondence Entry** is open between hours 7:30 AM – 3:30 PM (Romania time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the agenda of the EGMS.

One or more shareholders, representing individually or jointly at least 5% of the share capital of the Company, may demand through a request submitted to the Executive Board of the Company the insertion of additional items on the agenda of the EGMS (“**proposals with respect to adding new items on the agenda**”) and submit draft resolutions for the items included or proposed to be included on the agenda of the EGMS (“**draft resolutions for the items included or proposed to be included on the agenda**”).

**Proposals with respect to adding new items on the agenda** have to be accompanied by a justification and/or a resolution draft submitted for approval.

**Proposals with respect to adding new items on the agenda and draft resolutions for the items included or proposed to be included on the agenda** will be:

- a) sent to 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 **January 6, 2014, 3:30 PM** (Romania time). Both means of transmission must contain the mention “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **JANUARY 30, 2014**” written clearly and in upper case.
- b) for natural person shareholders, accompanied by copies of the identity documents of the shareholders ( the identity documents must enable the identification of the shareholders in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A.) and for legal person shareholders, 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 from

the country where the shareholder is legally registered, proving the capacity as legal representative, issued 3 months before the publishing date of the EGMS convening notice at the earliest; documents proving the capacity as legal representative drafted in a foreign language, other than English, shall be accompanied by their certified translation into Romanian or English.

The supporting documents for the proposals of new items on the agenda and/or of the drafts of resolutions related to the items included or proposed to be included on the agenda, will be available starting with **January 13, 2014** at the registry desk of the Company located in Medias, Piata Constantin Motas 4, Sibiu County, Romania, postal code 551130 („**ROMGAZ Correspondence Entry**”) as well as on the website of the Company ([www.romgaz.ro](http://www.romgaz.ro)). **ROMGAZ Correspondence Entry** is open between hours 7:30 AM – 3:30 PM (Romania time), except for non-business days and public holidays. The shareholders of the Company may obtain, upon request, copies of the documents related to the items included on the agenda of the EGMS.

The shareholders of the Company may submit questions in writing, in Romanian or English language, related to the items of the EGMS agenda. The written questions related to the items of the EGMS agenda will be sent 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 **January 6, 2014**, 3:30 PM (Romania time) with the clear mention written in upper case “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 30, 2014”.

The shareholders of the Company will send written questions related to the items of the EGMS agenda; in respect of natural person shareholders, accompanied by copies of the identity documents of the shareholders ( the identity documents must enable the identification of the shareholders in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A.) and in respect of legal person shareholders, 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 from the country where the shareholder is legally registered, proving the capacity as legal representative, issued 3 months before the publishing date of the EGMS convening notice at the earliest; documents proving the capacity as legal representative drafted in a foreign language, other than English, shall be accompanied by their certified translation into Romanian or English.

Shareholders registered at the Reference Date in the Company’s Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the EGMS and may vote:

- i) in person – direct vote;
- ii) through a representative with a special power of attorney;
- iii) by correspondence.

Shareholders may be represented in the EGMS by their legal representative or by a conventional representative who was given a special power of attorney, based on the form of the special power of attorney provided by the Company.

The special power of attorney form:

- a) shall be made available, in Romanian and in English language, starting from **December 19, 2013** at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro));
- b) shall provide the shareholder identification method, the number of owned shares and the voting options “for” or “against” or “abstain” for every issue that is subject to voting procedure;
- c) shall be updated by the Company if new items are added to the agenda of the EGMS;

- d) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

Original copies of the special power of attorney, in Romanian and in English language, shall be transmitted by the shareholder to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery **no later than January 29, 2014, 8:00 AM** (Romania time), in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 30, 2014", along with the copy of the shareholder's identity document (for natural person shareholders - copy of the identity document, and for legal persons shareholders - 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 3 months before the publishing date of the EGMS convening notice at the earliest.

If the representative is a credit institution providing custodian services, it shall provide a special power of attorney drafted in accordance with Regulation 6/2009 of CNVM and CNVM Executive Order No. 26/20 December 2012, signed by that respective 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 by 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 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 the Law on Digital Signature No. 455/2001, **no later than January 29, 2014, 8:00 AM** (Romania time).

The access of shareholders authorized to attend EGMS is allowed based on simple proof of identity, as follows:

- a) in case of natural person shareholders - based on the identity document;
- b) in case of legal persons - based on the copy of the excerpt or equivalent and of the legal representative identity document, or the document proving the capacity as legal representative (if the legal representative of the institutional investor is not able to attend the EGMS), as the case may be;
- c) in case of a conventional representative, the documents provided at letter a) and b) above along with the special power of attorney.

The capacity as legal representative shall be attested by providing an excerpt issued by the Trade Register (or by another institution of similar authority from the resident country of the foreign legal person shareholder), as original or certified true copy, issued 3 months before the publishing date of the EGMS convening notice at the earliest. Documents proving the capacity as legal representative drafted in a foreign language, other than English, shall be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to EGMS, by using the voting ballot form for the vote by correspondence (the „Voting Ballot”).

The Voting Ballot:

- a) shall be available, in Romanian and in English language, starting from **December 19, 2013**, at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro));
- b) shall provide the shareholder identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for every issue that is subject to voting procedure;
- c) shall be updated by the Company if new items are added on the agenda of the EGMS.

The Voting Ballots shall be transmitted as original copies, in Romanian or English language, 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 the Law on Digital Signature No. 455/2001, **no later than January 29, 2014, 8:00 AM (Romania time)**, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 30, 2014".

The Voting Ballots, filled and signed accompanied by copies of the shareholders' identification documents (identity documents for natural persons, identity document of the legal representative for 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 order to prove the capacity of the legal representative, proving the capacity as legal representative, issued 3 months before the publishing date of the EGMS convening notice at the earliest.

If new items are added on the Agenda, after publishing the Convening Notice, the updated special power of attorney and Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro)), starting from **January 13, 2014**.

The Voting Ballots which are not received at the ROMGAZ Correspondence Entry or by e-mail **until January 29, 2014, 8:00 AM (Romania time)** shall not be counted towards the quorum and majority in the EGMS.

If the agenda is supplemented/updated and the shareholders do not submit their updated powers of attorney and updated voting ballots by correspondence, the special powers of attorney and the voting ballots by correspondence submitted prior to publication of the supplemented/updated agenda shall be taken into account only in respect of the points that are included in the supplemented/updated agenda.

Should the statutory quorum for convening EGMS not be met on the first date, namely **January 30, 2014**, the EGMS is convened at **January 31, 2014, 10:00 AM (Romania time)**, at the same place and with the same agenda. In the event of a new convening, the **Reference Date** for identifying the shareholders entitled to attend and vote in the EGMS is the same, namely **January 14, 2014**.

Additional information can be obtained from the Board of Directors and General Shareholder Meeting Secretary Department, at the phone number 0040 269 201019, and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro)).

**Chairman of  
The Board of Directors**

**Aurora Negrut**