

**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 Medias, 4 Constantin Motas Square, 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 October 28, 2016, 13:00** (Romania Time) at the headquarters of S.N.G.N. „ROMGAZ” – S.A., located in Medias, 4 Constantin Motas Square, Sibiu County, in the conference room, having the following:

**AGENDA**

**Item 1** *Approve the mandate of SNGN Romgaz SA representative to vote in the Extraordinary General Meeting of Shareholders Patria Bank SA on 05.11.2016 as follows:*

1. **“Against”** the final approval of the merger by absorption between Banca Comerciala Carpatica S.A. a joint stock company, established and operating in compliance with the Romanian laws, managed under a one-tier system, having its registered headquarters in Romania, Brezoianu Ion, Actor street, no.31, 1<sup>st</sup> and 2<sup>nd</sup> floor and attic, district 1 Bucharest, authorised by BNR as credit institution, registered with the credit institutions register under no. RB-PJR-32-045, with the order number in the Trade Register J40/9252/2016, unique registration code 11447021(“**Banca Carpatica**”) as absorbing company, and Patria Bank S.A. as absorbed company (“**the Merger**”), according to the terms and conditions provided in the merger project dated August 12, 2016 published on the website of Banca Carpatica ([www.carpatica.ro](http://www.carpatica.ro)) and Patria Bank ([www.patriabank.ro](http://www.patriabank.ro)) on August 19, 2016 (“**the Merger Project**”)and in consequence “**AGAINST**” the approval of the Merger Project, of the audited interim financial statements as of May 31, 2016 of Patria Bank and Banca Carpatica, that are the basis of the Merger Project, as well as against the effects of the Merger, including but not limited to:
  - a. **“AGAINST”** the transfer by universal title of all assets and liabilities, rights and obligations respectively, the patrimony of Patria Bank to Banca Carpatica, including, but not limited to the transfer of all secondary offices from Patria Bank to Banca Carpatica as an effect of the Merger, as such secondary offices are presented in the list attached to this convening notice;
  - b. **“AGAINST”** the increase of Banca Carpatica share capital from the amount of RON 220,274,282.20 to the amount of RON 376,239,921.30, split in 3,762,399.213 shares with a nominal value of RON 0.1 /share.

The share capital of Banca Carpatica increases as a result of the Merger by issuing 2,972,995,407 new nominal, ordinary shares, each having a nominal value of RON 0.1/share, new shares that will be allocated to the shareholders of Patria Bank, according to the exchange report mentioned in the Merger Report. Therefore, Banca Carpatica should record a share capital increase of RON 297,299,540.70 (2,972,995,407 new shares x RON 0.1 nominal value). But, in compliance with art.250 of Law 31/1990 on companies, the shares held by Patria Bank at Banca Carpatica shall not be exchanged with shares issued by Banca Carpatica; therefore 1,413,339,016 shares issued by Banca Carpatica and held by Patria Bank on the date of the Merger Project shall be annulled.

c. **"AGAINST"** changing the name of the absorbing company from Banca Comerciala Carpatica S.A. to Patria Bank S.A.;

d. **"AGAINST"** establishing the date on which the Merger will come into force, which will be the first day of the calendar month following the month on which all necessary approvals are obtained and the necessary formalities are met, respectively the preliminary approval of Banca Nationala a Romaniei is obtained and the Court decision is issued by the competent court approving the Merger and ordering the registration of its effects at Oficiul National al Registrului Comertului (**"Implementation Date"**);

e. **"AGAINST"** the dissolution without going into liquidation of Patria Bank, as absorbed company and as an effect of the Merger.

2. **"AGAINST"** authorizing the persons who will sign EGMS resolutions on behalf of shareholders including any minutes or other documents or papers regarding the transfer of some assets or liabilities of Patria Bank patrimony to Banca Carpatica patrimony as an effect of the Merger and to fulfill any and all formalities required by law to obtain approval of competent authorities related to the registration, the enforcement of EGMS resolutions dated 05.10.2016 and/or 06.10.2016 and to ensure their binding character for third parties and granting them the right to delegate another person the mandate to carry out the aforementioned formalities.

**Item 2. Approval of the amendment of the Articles of Incorporation, by supplementing article 5, paragraph 3 with the following activity:**

**" 3700 Wastewater collection and treatment"**

**Item 3. Authorize the Chairperson of the Board of Directors, Mrs. Aurora Negruț, to sign the updated Articles of Incorporation in order to fulfil the formalities regarding the registration of the amendment of the Articles of Incorporation and to submit the update to the trade register.**

**Item 4. Establish November 16, 2016 as „The Record Date”, namely as the date for identifying the shareholders who are affected by the Resolutions of the Extraordinary General Meeting of Shareholders.**

**Item 5. Authorize the Chairperson and the Secretary of the meeting to sign the resolution of the Extraordinary General Meeting of Shareholders.**

Only shareholders who are registered as S.N.G.N. „ROMGAZ” S.A. shareholders on **October 19, 2016 (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 draft resolutions proposed to be adopted by the EGMS will be available as from **September 27, 2016**, on working days, at the registry desk of the Company located in Medias, 4 Constantin Motas Square, 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 – 15:30 (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 EGMS agenda.

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 Board of Directors of the Company, the insertion of additional items on the agenda of the EGMS (**"proposals to add new items on the agenda"**) and submit draft resolutions for the items included on the agenda of the EGMS (**"draft resolutions for the items included or proposed to be included on the agenda"**).

**Proposals to add new items on the agenda** shall be accompanied by a justification and/or a draft resolution proposed to be adopted.

**Proposals to add new items on the agenda and justification and/or draft resolutions for the items included or proposed to be included on the agenda shall 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 **October 13, 2016, 15:30** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 28, 2016".
- b) in case of shareholders being natural persons, accompanied by copies of the identity documents of the shareholders (the identity documents shall enable the identification of the shareholders in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A.) and in case of shareholders being legal persons, 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 of the country where the shareholder is legally registered, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice; documents proving the capacity as legal representative, prepared in a foreign language other than English, shall be accompanied by their certified translation into Romanian or English.

The supporting documents of the proposals to add new items on the agenda and/or draft resolutions related to the items included or proposed to be included on the agenda will be available as from **October 17, 2016** at the registry desk of the Company located in Medias, 4 Constantin Motas Square, 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 – 15:30 (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 shall 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 **October 24, 2016, 15:30** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 28, 2016".

The shareholders of the Company may send written questions related to the items of the EGMS agenda; in case of shareholders being natural persons, accompanied by copies of the identity documents of the shareholders (the identity documents shall enable the identification of the shareholders in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A.), and in case of shareholders being legal persons, 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 of the country where the shareholder is legally registered, proving the capacity as legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice; documents proving the capacity as legal representative prepared 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 or general power of attorney;
- iii) by correspondence.

The special power of attorney form:

- a) shall be available, in Romanian and English language, as from **September 27, 2016** at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro));
- b) shall include the shareholder identification method, the number of owned shares, as well as the voting options "for" or "against" or "abstain" for every issue to be voted upon;
- 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.

The general power of attorney will be awarded by the shareholder, acting as client, only to an agent as it is defined under Art. 2, Par. 1, point 14 of the Law No. 297/2004 on the capital market, or to an attorney-at-law.

The original copy of the special and general powers of attorney, in Romanian or English language, shall be transmitted to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **October 27, 2016, 11:00** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOMBRIE 28, 2016", along with the copy of the shareholder's identity document (in case of shareholders being natural persons - copy of the identity document, and in case of shareholders being legal persons - 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 no more than 3 months prior to the publishing date of the EGMS convening notice.

If the representative is a credit institution providing custodian services and it submits a special power of attorney, such power of attorney shall be prepared in accordance with Regulation 6/2009 of CNVM and CNVM Executive Order No. 26/20 December 2012, signed by such 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 in 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 and general 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 Law No. 455/2001 on electronic signature, no later than **October 27, 2016, 11:00** (Romania Time).

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

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

The capacity as legal representative shall be proved by providing an excerpt issued by the Trade Register (or by another institution of similar authority of the resident country of the shareholder being a foreign legal person), as original or certified true copy, issued no more than 3 months prior to the publishing date of the EGMS convening notice. Documents proving the capacity as legal representative, prepared 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 the Romanian and English language, as from **September 27, 2016**, 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 to be voted upon;
- 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 Law No. 455/2001 on electronic signature, no later than **October 27, 2016, 11:00** (Romania Time), clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 28, 2016".

The filled in and signed Voting Ballots shall be accompanied by copies of the shareholders' identification documents (the identity document in case of natural persons, and the identity document of the legal representative in case of 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 proof of the capacity of the legal representative, issued no more than 3 months prior to the publishing date of the EGMS convening notice.

If new items are added on the Agenda, after publishing the Convening Notice, the updated special power of attorney form and the Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page ([www.romgaz.ro](http://www.romgaz.ro)), as from **October 17, 2016**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **October 27, 2016, 11:00** (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, the special powers of attorney and the Voting Ballots submitted prior to agenda supplementation/update shall not be taken into account, except for the items included in the supplemented/updated agenda.

Should the statutory quorum for convening the EGMS not be met on the first date, namely **October 28, 2016**, the EGMS shall be convened on **October 31, 2016, 13:00** (Romania Time), at the same venue 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 **October 19, 2016**.

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

**CHAIRPERSON OF  
THE BOARD OF DIRECTORS**  
**Aurora Negrut**

