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 Ordinary General Meeting of Shareholders (OGMS) on December 6, 2018, at **2:00 pm** (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 Appoint S.N.G.N. ROMGAZ S.A. financial auditor

Item 2 Set the minimum term for the financial audit contract

Item 3 Authorise the chairman and the secretary of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders

Only shareholders who are registered as S.N.G.N. „ROMGAZ" S.A. shareholders on **November 27, 2018 (the „Reference Date"**) in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. (Central Depositary) may attend and cast their votes in OGMS.

Informational documents related to the items of the OGMS agenda, the draft of resolutions proposed to be adopted by OGMS will be available as from **November 5, 2018,** 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). **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 OGMS 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,

a) the insertion of additional items on the agenda of the OGMS;
b) approval of draft OGMS resolutions for the items included on the agenda of the OGMS or for new items proposed to be included on the agenda.

The request to add new items on the agenda of the OGMS shall be made in writing and it will fulfil cumulatively the following conditions:

a) it will include the last and first name, identity card type, serial number and number of the identity card, permanent residence or residence, as the case may be, and citizenship of the shareholder/shareholders, if the request is filed by one or more shareholders acting as natural person, and/or the name, registered office address, the shareholder/shareholders registration number and the name of the institution/authority where the shareholder, legal person, has applied to obtain the legal status, if the request is filed by one or more shareholders acting as legal persons;
b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative/representatives who file the request on behalf of the shareholder/shareholders;
c) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the conventional representative/representatives, natural persons, and/or name, registration number of the shareholder/shareholders and the name of the institution/authority where the shareholder, legal entity, has applied to obtain the legal status, and the last name and first name of the legal representative of the conventional representative/representatives of the shareholder/shareholders, legal persons, who file the request on behalf and on account of the shareholder/shareholders;
d) it will include the request to add new items on the agenda of the OGMS;
e) it will include the request to submit for approval to OGMS the draft resolutions for the new items included in the request to add new items on the agenda;
f) it will include the shareholder's, legal representative's or the conventional representative's signature, as the case may be,
g) it will have as annex the draft resolution/resolutions submitted for approval of OGMS, and, as the case may be, the power of attorney mandating the conventional representative to request new items on the agenda of OGMS, on behalf and on the account of the shareholder/shareholders;
h) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, 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 by **November 21, 2018, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 6, 2018".

The request for OGMS approval of draft resolutions for the items included on the agenda of OGMS shall be in writing, and, it will fulfil cumulatively the following conditions:

a) it will include the last and first name, the identity card type, serial number and number, permanent residence or residence, as the case may be, and citizenship of the shareholder, if the request is filed by a shareholder, natural person, or the name, registered office address, the shareholder registration number and the institution/public authority where the shareholder, legal entity, has applied to obtain the legal status, if the request is filed by a shareholder acting as legal entity;
b) it will include, as the case may be, the last name, first name, personal identification number and citizenship of the legal representative who files the request on behalf of the shareholder;
c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;

d) to include the request to submit for OGMS approval of one or more resolution drafts for the items on the agenda;
e) the signature of the shareholder, legal representative or as the case may be of the conventional representative;
f) to attach the resolution draft/drafts requested to be submitted for approval of the OGMS and as the case may be, the power of attorney based on which the conventional representative expresses the request to submit for OGMS approval one or more resolution drafts for the items on the agenda, for and on behalf of the shareholder/shareholders;
g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, 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 by **November 21, 2018, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 6, 2018".

Starting with **November 26, 2018** the requests to add one or more additional items on the OGMS agenda, as well as the requests to submit for approval of the OGMS resolution drafts for the items included on the OGMS agenda may be reviewed at ROMGAZ Correspondence Entry or at https://www.romgaz.ro/en/aga

Company shareholders may address questions and request an answer to such questions related to items on the OGMS agenda.

The application requesting an answer to the addressed questions related to the items of the OGMS agenda, shall be made in writing and it will fulfil cumulatively the following conditions:

a) the last and first name, type of identity document, series and number of the identity document, address and, as the case may be, residence and citizenship of the shareholder if the application is made by a shareholder natural person, or the name, address of the registered office, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder is registered to obtain legal personality, if the application is made by a legal person shareholder;
b) as the case may be, to include the first and last name, personal identification number and citizenship of the legal representative that makes the request on behalf and on account of the shareholder;
c) as the case may be, to include the last and first name, personal identification number, address and citizenship of the conventional representative natural person, or the name, registration number of the shareholder and the name of the public institution/authority where the legal person shareholder recorded to obtain legal personality, as well as the last and first name of the conventional representative's legal representative, legal person making the request on behalf and on account of the shareholder;
d) to include the request to receive an answer to the addressed questions related to the items on the OGMS agenda by indicating such questions;
e) the signature of the shareholder, of the legal representative or a the case may be of the conventional representative;
f) as the case may be, to attach the power of attorney based on which the conventional representative files the application to receive an answer to the questions related to the OGMS agenda, on behalf and on account of the shareholders;
g) it will be sent to and registered at ROMGAZ Correspondence Entry, in Romanian or English, 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 by **December 3, 2018, 3:30 pm** (Romania Time). Both means of transmission shall be clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 6, 2018".

Shareholders registered on the Reference Date in the Company's Register of Shareholders kept and issued by Depozitarul Central S.A. may attend the OGMS 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) will be available, in Romanian and English, as from **November 5, 2018** at ROMGAZ Correspondence Entry and on the Company's web page https://www.romgaz.ro/en/aga
b) will 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) will be updated by the Company if new items are added on the agenda of the OGMS;
d) will be filled in and signed 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 20 of Law No. 24/2017 on issuers of financial instruments and market operations, or to an attorney-at-law.

If the representative of the shareholder/shareholders is a credit institution providing custodial services, it may participate and vote in the GMS if it gives an affidavit, signed by the credit institution's legal representative, stating:

a) clearly, the name of the shareholders on whose behalf the credit institution participates and votes in the GMS;
b) that the credit institution provides custodial services for that respective shareholder;

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders shall be transmitted/submitted in original copy, in Romanian or English the shareholder or by the credit institution, as the case may be, to ROMGAZ Correspondence Entry by any form of courier service with proof of delivery no later than **December 5, 2018, 12:00 am** (Romania Time), in sealed envelope, clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 6, 2018".

The special powers of attorney, the general powers of attorney and the affidavits of the credit institutions providing custodial services for one or more shareholders, may be also sent by e-mail to the company at: investor.relations@romgaz.ro having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later than **December 5, 2018, 12:00 am** (Romania Time).

The capacity as legal representative may be also 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), in original or certified true copy, in case the shareholder did not provide, for whatever reason, appropriate information on his or her legal representative, to Depozitarul Central SA/participant, within 3 months from the date of his or her appointment/replacement.

Documents proving the capacity as legal representative, prepared in a foreign language other than English, will be accompanied by their certified translation into Romanian or English.

The shareholders of the Company may vote by correspondence, prior to OGMS, by using the voting ballot form for the vote by correspondence (the "Voting Ballot").
The Voting Ballot:

a) will be available, in Romanian and English, as from **November 5, 2018** at ROMGAZ Correspondence Entry and on the Company's web page (https://www.romgaz.ro/en/aga);
b) will provide the shareholder's identification method, the number of owned shares and the voting options "for" or "against" or "abstain" for each issue to be voted upon;
c) will be updated by the Company if new items are added on the agenda of the OGMS;

The Voting Ballots shall be transmitted as original copies, in Romanian or English, to ROMGAZ Correspondence Entry, by any form of courier service with proof of delivery, or by e-mail at: investor.relations@romgaz.ro, having attached an incorporated extended electronic signature in accordance with Law No. 455/2001 on electronic signature, no later **December 5, 2018, 12:00 am** (Romania Time), clearly marked with capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 6, 2018".

If new items are added on the Agenda, after publishing the Convening Notice, the templates of the special power of attorney and Voting Ballot will be available at ROMGAZ Correspondence Entry and on the Company web page (https://www.romgaz.ro/en/aga), as from **November 26, 2018**.

The Voting Ballots/ special or general powers of attorney which are not received at ROMGAZ Correspondence Entry or by e-mail until **December 5, 2018, 12:00 am** (Romania Time) shall not be counted towards the quorum and the votes validly cast in the OGMS.

If the agenda is supplemented/ updated and the shareholders do not submit their updated power of attorney and/or Voting Ballots, the special power of attorney and the Voting Ballots submitted prior to supplementation/update of the agenda shall be taken into account, only for the items included in the initial agenda, also included in the supplemented/updated agenda, for which they were issued.

Shareholders access in the meeting room, authorized to attend the OGMS, 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 representative of the shareholder, legal person – based on the identity document or of documents certifying the quality as legal representative of the shareholder legal person;
c) in case of a conventional representative, the documents provided at letters a) or b) above, together with the special or general power of attorney.

Should the statutory quorum for convening the OGMS not be met on the first date, namely **December 6, 2018** the OGMS shall be convened on **December 7, 2018 at 2:00 pm** (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 OGMS is the same, namely **November 27, 2018**.

The rules established in this convening notice for organizing the OGMS meeting on December 6, 2018, shall be supplemented by legal provisions applicable to public companies whose shares are traded on the securities market.

In case of conflict between the rules established in this convening notice and the legal provisions, the legal provisions applicable to public companies whose shares are traded on the securities market shall be applied.

Personal data collected by the Company directly from shareholders and/or their representatives, and indirectly from Depozitarul Central S.A. for the OGMS meeting on December 6, 2018, are processed to identify the persons entitled to exercise their rights as shareholders as regards the meeting and for establishing the resolutions adopted by the Ordinary General Meeting of Shareholders on December 6, 2018.

Additional information on processing personal data of shareholders and shareholder's representatives, natural persons, may be found by reviewing the Information Notice on processing of personal data, on the Company's webpage (https://www.romgaz.ro/en/aga) for the Ordinary General Meeting of Shareholders on December 6, 2018.

Additional information may be obtained from the Secretariat Office of the General Meeting of Shareholders and the Board of Directors, phone 0040 374 401643, and on the Company's web page (www.romgaz.ro).

CHAIRMAN OF
THE BOARD OF DIRECTORS
NISTORAN DORIN-LIVIU