

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 March 17, 2014, 12:00 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 of participation of S.N.G.N. ROMGAZ S.A. to the increase of share capital of the Project Company – Hidro Tarnița S.A. by subscribing a number of 88,900 new issued shares with a nominal value of Lei 100, issued by Hidro Tarnița S.A., according to the approval of the Board of Directors**
- Item 2** **Approval to include in the budget proposal for 2014 the amounts required for payment of the subscribed shares issued by Hidro Tarnița S.A.**
- Item 3** **Approval of the Agreement in principle to achieve the project “Submarine Interconnection Cable of 400 Kv High Voltage Direct Current Cable Romania - Turkey”, preliminary approved by the Board of Directors**
- Item 4** **Approval of participation of S.N.G.N. ROMGAZ S.A. to the setup of the Project Company - “High Voltage Direct Current Cable Romania - Turkey S.A.” by subscription and payment of the equivalent amount of 2,000,000 shares with a nominal value of EUR 1**
- Item 5** **Approval to include in the budget proposal for 2014 the amounts required for payment of the subscribed shares issued by Project Company - “HVDCC Romania - Turkey S.A.”.**
- Item 6** **Establishing April 02, 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 on **March 05, 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 from **February 13, 2014** 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). **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 Board of Directors 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 to investor.relations@romgaz.ro by **February 28, 2014, 3:30 PM** (Romania time). Both means of transmission must contain the indication “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **MARCH 17, 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 **MARCH 04, 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). **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 by **MARCH, 05 2014, 3:30 PM** (Romania time) with the clear indication written in upper case "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **MARCH 17, 2014**".

The shareholders of the Company will send written questions related to the items of the EGMS agenda; natural person shareholders will provide also 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 legal person shareholders will provide also copies 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 **FEBRUARY 13, 2014** at ROMGAZ Correspondence Entry and on the Company web page (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 March 14, 2014, 3:30 PM** (Romania time), in sealed envelope, clearly marked with capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **MARCH 17, 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) and, 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, a special power of attorney shall be provided, 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, having attached an extended electronic signature in accordance with the Law on Digital Signature No. 455/2001, **no later than MARCH 14, 2014, 03:30 PM** (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 **FEBRUARY 13, 2014**, at ROMGAZ Correspondence Entry and on the Company web page (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, having attached an extended electronic signature in accordance with the Law on Digital Signature No. 455/2001, **no later than MARCH 14, 2014, 03:30 PM (Romania time)**, clearly marked with capital letters “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **MARCH 17, 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, shall be transmitted 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, 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), starting from **MARCH 04, 2014**.

The Voting Ballots which are not received at the ROMGAZ Correspondence Entry or by e-mail **until MARCH 14, 2014, 3:30 PM** (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 **MARCH 17, 2014**, the EGMS is convened at **MARCH 18, 2014, 12:00 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 **MARCH 05, 2014**.

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

**Chairman of
the Board of Directors**

Aurora Negruț

