

## **Announcement regarding the payment of dividends for 2014**

**S.N.G.N. ROMGAZ S.A. („Romgaz”)** announces the payment of dividends for financial year 2014 via **Depozitarul Central S.A. („Depozitarul Central”)** and the selected payment agent **BRD – Groupe Societe Generale S.A. („BRD”)**, starting with **July 27, 2015 (Payment Date)** as follows:

- Payment of the dividends shall be made in compliance with current regulations on the capital market and in compliance with the Resolution of Romgaz Ordinary General Meeting of Shareholders held on April 28, 2015;
- Romgaz shareholders registered in the Shareholders Registry kept by Depozitarul Central on the approved registration date **July 6, 2015**, have the right to receive dividends for 2014; **ex-date is July 3, 2015**;
- The gross dividend is **3.15 RON/share**, applicable withholding tax payable will be deducted prior to payment, at the legal rate;
- Dividends will be paid in **RON**.

Payment of net dividends for 2014 is subject to general prescription provisions being limited within 3 (three) years from the payment date.

**BRD's and Depozitarul Central's bank charges for payment of net dividends in RON are born by Romgaz.**

### **DIVIDEND PAYMENT METHODS:**

- A. For individuals/legal entities/other entities having accounts opened with a PARTICIPANT (Broker/Custodian Bank) – through *Participants in the clearing – settlement and registry system of Depozitarul Central S.A.***

For shareholders that are individuals/legal entities/other entities who on the Registration Date hold shares in Section II in Romgaz Shareholders Registry in an account opened with a Participant, dividends shall be paid automatically by bank transfer through Depozitarul Central, on Romgaz behalf, into the Participant's account without submitting any additional documents. If the respective shareholders did not provide notice to postpone the payment to the Participant and the Participant did not communicate such option to Depozitarul Central during the report on the Registration Date, payment of the dividends shall be made on the **Payment Date, July 27 2015**.

**The Postponed Payment Date is November 15, 2015 and is applicable only for non-resident shareholders who have an account opened with the Participant and who opt to postpone the payment to a date later than the Payment date in order to benefit from the more favourable provisions of the Double Tax Treaty.**

Non-resident shareholders having an account opened with a Participant (Broker/Custodian Bank) who wish to benefit from applying the more favourable provisions of the avoidance of double taxation treaties concluded between Romania and their country of residence, have to submit to Romgaz a **valid tax residency certificate** (issued in the year of dividend payment) **in original/legalised copy, apostilled/super legalised**, if applicable, accompanied by **the notarised translation into Romanian language**, as well as contact details for further clarifications:

- until **July 15, 2015** (documents receipt date at Romgaz headquarters) if the shareholders did not opt for the postponed payment of the dividends. If the tax residency certificate is not submitted until July 15, 2015, or if the documents are not accurate or complete, Romgaz shall withhold the tax on dividends from the gross dividend in compliance with the rate provided by Romanian laws;
- until **November 1, 2015** (documents receipt date at Romgaz headquarters) if the shareholders opted for the postponed payment of the dividends.

On **November 15, 2015**, Romgaz shall pay the dividends to:

- o non-resident shareholders that provided the required documents - by withholding from the gross dividend the favourable tax;
- o non-resident shareholders that did not provide the required documents by November 1, 2015 - by withholding from the gross dividend the standard tax rate provided by the Romanian Fiscal Code;
- if the Tax Residency Certificate is sent **after November 1, 2015 but not later than December 15, 2015** (deadline for receiving the documents at Romgaz headquarters), Romgaz shall pay the difference between the applicable Romanian tax and the value of the favourable tax, calculated after applying the provisions of the Double Tax Treaty.

**Non-resident shareholders having an account opened with a Participant have to send the documents by mail, by registered post, to S.N.G.N. Romgaz S.A. headquarters in Medias, C.I. Motas Square no. 4, Sibiu County, Romania - att. Capital Market Department.**

***Note: Shareholders having accounts with the PARTICIPANTS cannot receive the dividends in cash or by bank transfer from the Payment Agent BRD.***

**B. For individuals/legal entities/other entities who do not have an account opened with the Participant (Broker/Custodian Bank)**

**B.1. Through BANK TRANSFER in compliance with the requests sent directly to Depozitarul Central S.A.**

Shareholders that are not represented by a Participant may exercise the option to request to Depozitarul Central payment of the dividends, sending the payment option and the corresponding documents via mail or directly to: **Depozitarul Central S.A. - Bucuresti, BD. Carol no.34 - 36, sector 2.**

This option is provided by Depozitarul Central in compliance with the new capital market legislation and allows receiving any amount of money directly through bank transfer in a bank account, irrespective of the issuer distributing the amounts of money. The option implies registration of the IBAN code at Depozitarul Central, which can be used to cash in more or all holdings and which remains valid for future distributions, unless the shareholders notifies otherwise. The registration of the IBAN code by Depozitarul Central shall be taxed in compliance with the fee list for owners of securities and shall be borne by each shareholder separately. For more details regarding this payment option, Romgaz shareholders are invited to contact Depozitarul Central at +40.21.408.5856 or +40.21.408.5923 or by e-mail [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro).

The documents necessary for recording the IBAN code can be found in the **Annex (section 1)** and may be sent to Depozitarul Central until **July 20, 2015** for cashing in the dividends on the Payment Date, **July 27, 2015**. If the documents for recording the IBAN code are sent after July 20, 2015 payment of net dividends shall be made after the Payment Date July 27, 2015. The documents necessary for recording the IBAN code can be submitted within 5 working days prior to the prescription date.

**B.2. Through the PAYMENT AGENT BRD - Groupe Societe Generale S.A.**

**B.2.1. In CASH – exclusively for individuals who do not have an account opened with the Participant (Broker/Custodian Bank)**

Individual shareholders, not represented by participants, and who did not request to Depozitarul Central the payment by bank transfer, may request payment in cash at BRD desks, at any BRD unit in Romania, based on the documents mentioned in the **Annex (section 2)**.

The list of BRD units is available on BRD website <https://www.brd.ro/instrumente-utile/agentii-si-atm-uri/> and on Romgaz website <http://www.romgaz.ro>, *Investor Relations - Romgaz Dividends - 2014*.

Payments in cash shall be made within the limit of the amount set by applicable legislation.

**B.2.2. Through BANK TRANSFER – for individuals / legal entities/other entities who do not have a bank account opened with the Participant (Broker/Custodian Bank)**

Individual/legal entities/other entities shareholders, who do not have a bank account opened with a Participant, may opt for dividend payment by bank transfer through BRD.

Payment by bank transfer shall be made by filling in: ***“Payment request by bank transfer form of the net dividends distributed by SNGN Romgaz SA – Individuals”*** or ***“Payment request by bank transfer form of the net dividends distributed by SNGN Romgaz SA – for legal entities/other entities”***, accompanied by the supporting documents listed in the *Annex (section 2 and 3)*.

The above mentioned forms are available on Romgaz website ([www.romgaz.ro](http://www.romgaz.ro) *Investor Relations – Romgaz Dividends - 2014*) and on BRD website (<https://www.brd.ro/piata-financiara/servicii-de-custodie-depozitare-emitenti/distributie-dividende>) or can be requested at any BRD unit.

All supporting documents submitted at the bank desks as copies shall be certified for consistency with the original copies signed by the shareholder/shareholder’s proxy. Additional, BRD shall verify and certify the copies of the documents submitted by shareholders with the original documents brought in by shareholders at BRD units.

The payment application form for net dividends through bank transfer, together with the supporting documents shall be submitted to BRD starting with the Payment Date, July 27, 2015, **directly at BRD desks** or by **mail**, by registered post, to: **Directia Titluri – BRD METAV – Corp A2, 67-77 Biharia street, District 1, Bucharest, Romania**. If send by mail, the requested documents shall be submitted as **legalised copies**, except for the Ascertaining Certificate issued by the Trade Registry/equivalent document issued by the competent authority attesting the quality as legal representative, which can be submitted in original or copy.

The holder of the bank account, in which the transfer of the net dividend payment is requested, can be only the shareholder or the shareholder’s proxy, as the case may be.

**In case the supporting documents are issued in another language than Romanian/English they must be submitted with apostille/super legalised, if the case, accompanied by notarised Romanian translation** (except for the Ascertaining Certificate issued by the Trade Registry/equivalent document issued by a competent authority attesting the quality as legal representative which can be supplied in notarised English translation).

**Non-resident shareholders not represented by Participants (section B)** who wish to benefit from the provisions of the Double Taxation Treaty concluded between Romania and their country of residence and to receive the dividends on the **Payment Date, July 27, 2015**, must submit to Romgaz or BRD **by July 15, 2015** (documents receipt date at Romgaz or BRD headquarters) a **valid tax residence certificate issued in the year in which the net dividend is paid (in original/legalised copy, apostilled/super legalised, if applicable)** and the **notarised translation into Romanian language**, together with contact details for further clarifications.

In case of tax residence certificates sent after July 15, 2015 payment of net dividends shall be made after the Payment Date, July 27 2015, within maximum 10 banking days from the date the accurate and complete documents are received at Romgaz or BRD headquarters.

If the tax residence certificate is not supplied together with the Payment Application Form for bank transfer before the payment, a withholding tax will be deducted from the dividend gross amount at the standard rate provided by the Romanian Fiscal Code, or at an increased rate if the shareholder requests the payment of the net dividend in a country which did not conclude with Romania a legal instrument for information exchange, according to the list published on the Public Finance Ministry website.

**In order to benefit from the more favourable provisions of the Double Tax Treaties, the Tax Residency Certificates have to be submitted until December 15, 2015 the latest (documents receipt date at Romgaz headquarters).**

The tax residence certificates can be submitted by mail, by registered post, to:

- S.N.G.N. Romgaz S.A. headquarters in Medias, C.I. Motas Square no. 4, Sibiu County, Romania - att. Capital Market Department;
- Directia Titluri - BRD METAV - Corp A2, 67-77 Biharia street, District 1, Bucharest, Romania.

BRD will make the payment of the net dividend by bank transfer in maximum 2 banking days (or maximum 10 banking days in case of non-residents who submitted tax certificates) from the date of receipt of the request for net dividends payment by bank transfer, accompanied by accurate and complete supporting documents. The date of crediting the bank accounts of the shareholders depends on the inter-banking circuit and the chain of correspondent banks.

**In case the payment is requested on the basis of identification documents which do not correspond to the existing data registered at Depozitarul Central, the payment cannot be processed. The shareholders are kindly asked to carry out, in this respect, all the necessary actions in order to update their personal identification data at Depozitarul Central S.A.**

Following the analysis of net dividends payment requests submitted to its banking agencies, BRD reserves the right to request additional documents.

Additional information regarding the dividend payment procedure may be requested to BRD at the email address [titluri@brd.ro](mailto:titluri@brd.ro) or by telephone: +40.21.200.8387, +40.21.200.8372 or +40.21.200.8385.

For other queries, please access the website, <http://www.romgaz.ro> or contact Romgaz by e-mail at [investor.relations@romgaz.ro](mailto:investor.relations@romgaz.ro) or by telephone: +40.269.20.1819.

**Director General**  
**Virgil - Marius MATEA**



## **List of Supporting Documents Required for Payment of Dividends**

### **1. Payments by Bank Transfer further to Direct Requests Made to Depozitarul Central S.A.**

**1.1 THE INDIVIDUAL SHAREHOLDERS, IN PERSON OR THROUGH LEGAL OR CONVENTIONAL REPRESENTATIVE**, shall submit the request form to gather IBAN code, indicating the bank and account (IBAN code) opened on behalf of shareholder (the template request is available on the Depozitarul Central website [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- a copy of the valid identification document containing the personal identification number (P.I.N.) – certified as a „true copy” by the holder;
- bank account statement or another original document issued by the bank (signed and stamped) whereby the bank certifies the existence of the account in the name of the shareholder and indicates the related IBAN code;
- a copy of the documents certifying the capacity of the signatory as legal or conventional representative, as applicable – certified as a “true copy” by the holder.

**1.2 THE SHAREHOLDERS - LEGAL PERSONS, THROUGH LEGAL OR CONVENTIONAL REPRESENTATIVE**, shall submit to Depozitarul Central the request form to gather IBAN code, indicating the bank and account (IBAN code) opened on behalf of shareholder (the template request is available on the Depozitarul Central website [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- a copy of the registration certificate - certified as a “true copy” by the holder;
- a copy of the document attesting the capacity as legal representative of the company (the Ascertaining Certificate issued by the Trade Register/the equivalent entity – for foreign entities) - certified as a “true copy” by the holder;
- a copy of the documents attesting the capacity as a conventional representative of the signatory of the request, if applicable - certified as a “true copy” by the holder;
- bank account statement or another original document (signed and stamped) whereby the bank certifies the existence of the account in the name of the holder – legal person and indicating the related IBAN code.

**Note:** The documents in a foreign language shall be submitted with a notarised Romanian translation, and documents in a foreign language issued by a foreign authority shall be apostilled/super legalised, as applicable.

## **2. Payments in Cash or through Bank Transfer Made by Payment Agent BRD Groupe Societe Generale to INDIVIDUAL SHAREHOLDERS**

### **2.1 FOR INDIVIDUAL SHAREHOLDERS – ON THEIR OWN NAME:**

- **RESIDENT** - The valid identification document containing the personal identification number (P.I.N.);
- **NON-RESIDENT** – The valid identification document/passport containing the identification number.

If the individual shareholder is a minor aged between 14 and 18 who wishes to personally collect the due amounts, the shareholder will submit, in addition to the documents listed above, the consent from their legal representative. If the amounts are collected by the legal representative / legal guardian / trustee, the required documents will be those listed at 2.2 and 2.3 below.

### **2.2 FOR THE SHAREHOLDERS – INDIVIDUALS UNDER 14 YEARS OLD:**

- the identification document of the legal guardian/parent containing the personal identification number (P.I.N.) + 1 photocopy certified as „true copy” (the photocopy will be retained by the Payment Agent);
- the shareholder’s birth certificate bearing the personal identification number (P.I.N.) + 1 photocopy certified as „true copy” (the photocopy will be retained by the Payment Agent);
- the legal document establishing the guardianship if the legal guardian is not one of the parents + 1 photocopy certified as „true copy” (the photocopy will be retained by the Payment Agent).

### **2.3 FOR THE SHAREHOLDERS – DISABLED PERSONS – THROUGH A CONSERVATOR:**

- the identification document of the conservator bearing the personal identification number (P.I.N.) + 1 photocopy certified as „true copy” (the photocopy will be retained by the Payment Agent);
- the identification document of the shareholder bearing the personal identification number (P.I.N.) + 1 photocopy certified as „true copy” (the photocopy will be retained by the Payment Agent);
- the legal document establishing the conservatorship + 1 photocopy certified as „true copy” (the photocopy is retained by the Payment Agent).

### **2.4 FOR INDIVIDUAL SHAREHOLDERS – THROUGH THEIR PROXIES:**

- the special power of attorney notarised by a notary public, which contains the mandate to receive the dividends issued by no more than 3 years before the payment date, except where the power of attorney has a duration of more than 3 years and is still valid on the

- date of payment + 1 photocopy certified as a „true copy” (the photocopy will be retained by the Payment Agent);
- the identification document of the representative bearing the personal identification number (P.I.N.) + 1 photocopy certified as a „true copy” (the photocopy will be retained by the Payment Agent).

**Note 1:** In case of co-owners, the cash payments shall be disbursed provided that all the co-owners present themselves at the bank desk, in person or by legal and/or conventional representative.

**Note 2:** The documents in a foreign language shall be submitted with a notarised Romanian translation, and documents in a foreign language issued by a foreign authority shall be apostilled/super legalised, as applicable.

**Note 3:** The Payment Agent shall make the payments within the limits established by applicable law (i.e. under Law no. 70/2015, in force from May 8, 2015, the amounts disbursed in cash to beneficiaries, as individuals, will not exceed the daily upper limit of 10,000 RON/day).

**Note 4:** In case of payments by bank transfer to banks other than BRD, to the documents above there will be also added a statement of account certified by the bank where the dividends transfer is requested, or a supporting document issued by the bank, indicating the holder of the bank account mentioned above. **The account holder can be only the shareholder or, as the case may be, the shareholder’s proxy.**

**Special circumstances:**

**No payments of net dividends shall be made at BRD desks in the following situations:**

- to shareholders whose P.I.N. from the documents presented at the cash desk is not the same with the P.I.N. stipulated in the Payment Agent’s registry, as received from Depozitarul Central. Such persons shall be directed to Depozitarul Central to update the identification data.
- to the shareholders’ heirs based on submitted documents (ex. heir certificate, other documents). They shall be directed to Depozitarul Central to update the registration of the property transfer. Payment shall be made after updating the Payment Agent’s registry, further to the request of Depozitarul Central.



### **3. Payments through Bank Transfer Made by Payment Agent BRD Groupe Societe Generale to SHAREHOLDERS – LEGAL PERSONS**

#### **3.1 FOR SHAREHOLDERS – LEGAL PERSONS**

- the incorporation/registration certificate of the legal person/entity with the Trade Register/another equivalent document certifying the registration of the legal person/entity with the relevant authority + 1 photocopy certified as „true copy” retained by the Payment Agent;
- the identification documents of the legal representative or of the proxy, as applicable;
- the Ascertaining Certificate issued by the Trade Registry/ equivalent document issued by the competent authority, no older than 3 months, mentioning the legal representative of the company + 1 photocopy retained by the Payment Agent;
- the power of attorney in original or a notarised copy (the power of attorney will be retained by the Payment Agent), if applicable.

**Non-resident shareholders** who wish to benefit from the provisions of Double Taxation Treaties concluded between Romania and their resident country must submit, until the date of payment, a **valid tax residence certificate** issued in the year in which the net dividend is paid **(in original/legalised copy, apostilled/super legalised, if applicable)** and the **notarised translation into Romanian language**, as well as contact details for further clarifications.

#### **3.2 In the case of PENSION FUNDS, they must also submit the following documents:**

- the Ascertaining Certificate/equivalent document issued by the competent authority of the investment management company managing the fund, no older than 3 months, mentioning the legal representative of the investment management company + 1 photocopy retained by the Payment Agent;
- the Certificate of incorporation/equivalent document attesting the registration of the investment management company with the competent authority + 1 photocopy retained by the Payment Agent;
- the decision of the regulatory authority attesting the authorization of the investment management company and of the pension fund + 1 photocopy retained by the Payment Agent;
- copy of the valid identity documents of the legal representative of the investment management company managing the fund – the identity document/card with P.I.N. for the Romanian citizens or passport with identification number for foreign citizens;
- for **pension funds with tax residence outside Romania**: the **tax residence certificate**, issued in the year in which the net dividend is paid **(in original/legalised copy, apostilled/super legalised, if applicable)** and the **notarised translation into Romanian language**, together with a statement of the legal representative of the investment management company on his own responsibility attesting the validity of the

authorization of the investment management company and pension fund at the payment date, if they represent pension funds as they are defined under the law of the European Union member state or of one of the EFTA states, and, if available, information regarding the official website of the regulatory authority (from the country of origin) where the statute as pension fund could be verified.

**In the case of payments by bank transfer to banks other than BRD, to the documents above please attach a statement of account certified by the bank where the dividends transfer is requested, or a supporting document issued by the bank, indicating the holder of the bank account mentioned above. The account holder can be only the shareholder or, as the case may be, the shareholder's proxy.**