

ROMGAZ



Societatea Națională de Gaze Naturale Romgaz S.A. - Mediaș - România

Înregistrare

To: SNGN ROMGAZ SA GENERAL MEETING OF SHAREHOLDERS

Referring to: the procurement of external legal consultancy, assistance and/or representation services for SNGN ROMGAZ SA in connection with the purchase of shares in GASTRADE SA - LNG ALEXANDROUPOLIS INGS project

Whereas:

- The provisions of GEO No. 26 of June 6, 2012 on measures for reducing public expenses and strengthening the financial discipline and for amending and supplementing some legislative act providing that:

“Art. I

(1) *The central and local authorities and public institutions of the central and local public government, irrespective of how they are financed and subordinated, the national companies and commercial companies fully state owned or having the state as major shareholder, as well as the autonomous regies having own employees as legal advisors included in their organizational structure are not allowed to acquire legal consultancy, assistance and/or representation services.*

(2) *Provided that there are solid grounds to justify that legal consultancy, assistance and/or representation services required by the authorities or public institutions provided under paragraph (1) cannot be provided by the legal advisers employed by said entities, such services may be acquired under the law, only upon approval of:*

a) *main credit release authority for public authorities and institutions of the central public administration;*

(3) *In duly justified situations when legal consultancy, assistance and/or representation services required by the national companies and commercial companies fully state owned or having the state as major shareholder, as well as the autonomous regies provided under par. (1) cannot be provided by the legal advisers employed by said entities, such services can be acquired under the law only upon approval and authorization of the representatives of the state or of the regional governments in the governing bodies:*

a) *by the main credit release authority, in case of companies fully state owned or having the state as major shareholder;”*

Capital social: 385.422.400 lei

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- Being an infrastructure development project for the natural gas market with a significant impact in EU, the legal framework of the project is established by Directive 2009/73/CE of the European Parliament and of the Council of July 13, 2009 regarding the common rules for the internal market in the natural gas sector;
- In accordance with the European strategy on Transeuropean Networks for Energy (TEN-E strategy), the European Commission identified priority projects by which a special attention will be given for projects with a significant impact on the energy markets from EU. In accordance with this European strategy, a priority corridor for natural gas is represented by the interconnection North South corridor for Central and South East Europe. This gas corridor is considered priority for the regional connection between and inside the region from Baltic Sea to Adriatic Sea and from Aegean Sea and East Mediterranean Sea to Black Sea;
- The Alexandroupolis INGS Project aims to support the EU plan on sources diversification and supplying routes and it is a project included by the European Commission on the third list of projects of common interest (2017-2019);
- The Project is included in the Energy Strategy of Greece (public consultation ended on November 11, 2018);
- Gastrade is the project promotor for developing and operating the LNG Terminal near Alexandroupolis in North of Greece and exists the possibility to purchase 20% of shares from Gastrade together with Bulgartransgaz EAS and DEPA, each holding 20% of shares;
- The fact that the procurement of legal services is excluded from the Law no. 99/2016 on sectorial procurements in accordance with provisions of Article 37, paragraph 1) letter d) and paragraph 3), nevertheless the principles underlying the award of sectorial contracts will be fulfilled;
- Becoming a shareholder of this company represents for Romgaz an attractive business opportunity that was unexplored until now.
- The Board of Directors' Resolution no. 29/2019, Article 9 to endorse the procurement of legal consultancy, assistance and/or representation services for the participation in the GASTRADE SA-LNG ALEXANDROUPOLIS INGS project.

Thus, it is found that it is required to support the company's legal department by a law firm with experience in the field of EU regulations and rules and legal system of Greece, for the purpose of safeguarding and the same time promoting the company's interests with the highest degree of professionalism, if decided for Romgaz to purchase a part of Gastrade shares.


Legal consultancy, assistance and/or representation services are necessary to ensure that the Company's interests in accomplishing the project, in general, and preparing all the steps required for SNGN Romgaz SA to participate in implementing this project and all the related and subsequently activities, in particular, and considering the cross border elements, due to the fact that the company in question is a foreign company, the specific primary and secondary legislation of Greece being unknown by our legal department.

In case this request of procurement is approved by the General Meeting of Shareholders when selecting the firms for legal consultancy the following principles regarding the sectorial procurements will be observed:

- a) non-discrimination;
- b) equal treatment;
- c) mutual recognition;
- d) transparency;
- e) proportionality;
- f) accountability.

Having in view that these external legal consultancy, assistance and/or representation services are necessary and opportune for SNGN Romgaz SA, please approve this procurement request under the conditions and limitations described herein.

GENERAL MANAGER
Constantin Adrian VOLINTIREU



The stamp is circular and blue, containing the text "Societate Națională de Gază Naturală ROMGAZ S.A." around the perimeter and the identification number "J32/352/2001" at the bottom. A blue ink signature is written over the stamp.

Head of Legal Department

Endre IOO



A handwritten signature in blue ink, appearing to read "Endre IOO", is written below the typed name.