

Translation from the Romanian language

Ministry of Economy, Energy and Business Environment

Minister Cabinet

Registration number 4669 of November 18/2019

To: SNGN Romgaz S.A.

In attn. of: Mrs. Stan- Olteanu Manuela Petronela, Chairman of the Board

The Ministry of Economy, Energy and Business Environment, on behalf of the Romanian State as shareholder holding a number of 269,823,080 shares representing 70.0071% of the share capital of Societatea Nationala de Gaze Naturale "Romgaz" S.A. based on Company Law 31/1990, Art. 119, *as subsequently amended and supplemented*, requests the immediate convening of the Ordinary General Meeting of Shareholders on December 23, 2019 for the debate and approval of the following:

- 1) Revocation of SNGN Romgaz S.A. Board of Directors interim members holding the position as of the date of shareholders' general meeting;
- 2) Election of SNGN Romgaz S.A. Board of Directors interim members;
- 3) Establishing the mandate term of the Board of Directors members elected for a period of 4 (four) months starting with date of their appointment;
- 4) Establishing the fixed gross monthly indemnity of the newly elected Board members in compliance with **Article 37, paragraph (1) and (2) of GEO NO. 109/2011**.
- 5) Approval of the mandate contract draft to be concluded with the new members of the Board of Directors.
- 6) Mandating the representative of the majority shareholder to sign the mandate contracts with the new members of the Board of Directors.

*We also propose the following Resolution draft:*

- 1) *AGOA approves the revocation of the following Board of Directors members of Societatea Nationala de Gaze Naturale "ROMGAZ" SA.*
  - *Mr./Mrs. [.....];*
  - *Mr./Mrs. [.....];*
  - *Mr./Mrs. [.....];*
  - *Mr./Mrs. [.....];*
  - *Mr./Mrs. [.....].*
- 2) *EGMS approves the election of the following Board of Directors interim members of Societatea Nationala de Gaze Naturale "ROMGAZ" SA.*
  - *Mr/Mrs. [.....], domiciled in [.....], professional qualification [.....];*
  - *Mr/Mrs. [.....], domiciled in [.....], professional qualification [.....];*
  - *Mr/Mrs. [.....], domiciled in [.....], professional qualification [.....];*
  - *Mr/Mrs. [.....], domiciled in [.....], professional qualification [.....];*
  - *Mr/Mrs. [.....], domiciled in [.....], professional qualification [.....];*

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- 3) *The mandate term of the Board of Directors members is established to 4 (four) months, in accordance with GEO 109/2011 on corporate governance of public enterprises, Art. 64<sup>1</sup> as subsequently amended and supplemented by Law 111/2016, for interim directors appointed in accordance with item 1 above;*
- 4) *The fixed gross monthly indemnity of the directors elected is established in accordance with **Article 37, paragraph (1) and (2) of GEO no 109/2011;***
- 5) *The mandate contract draft to be concluded with the directors elected in accordance with the shareholders' proposal [.....] is approved;*
- 6) *The representative of the majority shareholder, the Romanian State acting through the Ministry of Economy, Energy and Business Environment, is mandated to sign the mandate contracts with the members of S.N.G.N. ROMGAZ S.A. Board of Directors.*

No later than 15 days after the publication of the convening notice, shareholders representing 5% from the share capital may formulate proposals for candidates. The proposals shall include information on name, place of residence and professional qualifications of the persons proposed for the respective position, in accordance with Article 117<sup>1</sup> paragraph (2) of Company Law no 31/1990, republished, as subsequently amended and supplemented.

Yours respectfully,

**MINISTRY OF ECONOMY, ENERGY AND BUSINESS ENVIRONMENT**

Name: Virgil- Daniel POPESCU

Signature

Stamp of the Ministry