

THE MINISTRY OF ENERGY

Minister's Office

Ministry Registration Number: 101351/AA/April 5, 2018

**To: Societatea Nationala de Gaze Naturale "Romgaz" SA Board of Directors
Mr. Nistoran Dorin-Liviu, Chairman of the Board of Directors**

Considering:

- the Convening Notice of SNGN Romgaz SA General Meeting of Shareholders for 26.04.2018, at 2 pm (first convening) and 27.04.2018 (second convening) respectively;
- Company Law no.31/1990 republished, as subsequently amended and supplemented;
- Government Emergency Ordinance no.109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented (GEO no.109/2011);

The Ministry of Energy, as shareholder of SNGN Romgaz SA, on behalf of the Romanian State, holding 269,823,080 shares representing 70.01% of the share capital, requests subject to art.117¹ of Company Law 31/1990, republished, as subsequently amended and supplemented, to include new items on the agenda of the ordinary general meeting of shareholders, as follows:

"- Extend the mandates of the interim directors with a 2 months term from the expiry date, according to the provisions of art. 64¹ para (5) of GEO 109/2011;

- Approve the conclusion of addenda to the director agreements to extend by 2 months the term of the director agreements of interim directors;

- Mandate the representative of the major shareholder, the Ministry of Energy, to sign the addenda for the extension of the director agreements of interim directors."

We propose the following resolution drafts:

"- Approves the extension of interim directors' mandates with a 2 months term from the expiry date, according to the provisions of art. 64¹ para (5) of GEO 109/2011;

- Approve the conclusion of addenda to the director agreements to extend by 2 months the term of the director agreements of interim directors;

- Approves to mandate the representative of the major shareholder, the Ministry of Energy, to sign the addenda for the extension of the director agreements of interim directors."

Respectfully yours,

**Energy Minister
Anton ANTON**