

Translation from the Romanian language

Ministry of Economy, Energy and Business Environment

Minister Cabinet

Registration number 5449 of December 09, 2019

**To: Board of Directors of SNGN Romgaz S.A.**

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

*Reference: OGMS of Romgaz convened on December 23/24, 2019*

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. (SNGN ROMGAZ SA), considering the convening of the Ordinary Generally Meeting of Shareholders on December 23/24, 2019, based on Article 117<sup>1</sup>, paragraph (2) of Company Law 31/1990, as subsequently amended and supplemented, *Law 111/2016 for approving the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises and Law 24/2017 on issuers of financial instruments and market operations:*

- Referring to **item 2** of the agenda "**Election of SNGN Romgaz S.A. Board of Directors interim members**", we formulate the following proposals for candidates:

Item	Name of the candidate	Domicile	Profession
1	Jude Aristotel Marius	Medias, Sibiu County	Legal Adviser
2	Stan Olteanu Manuela Petronela	Voluntari, Ilfov County	Legal Adviser
3	Harabor Tudorel	Barlad, Vaslui County	Economist
4	Marin Marius-Dumitru	Deva, Hunedoara County	Economist
5	Botond Balazs	Medias, Sibiu County	Legal Adviser

- Referring to **Item 4** of the agenda "**Establishing the fixed gross monthly indemnity of the newly elected Board members in compliance with Article 37, paragraph (1) of GEO NO. 109/2011**", we propose to replace the Resolution Draft transmitted with the following Resolution Draft in the following form:
  - ***"the monthly gross fixed allowance of the nonexecutive members of the Board is equal to two times the average of the last 12 months of the monthly gross average salary for the activity performed in compliance with the main business activity of the company, at the class level compliant with the activities classification in the national economy, communicated by the National Institute of Statistics prior to their appointment, in compliance with Article 37, paragraph (1) of GEO no 109/2011"***

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- 1) Referring to **Item 5** of the agenda “**Approval of the mandate contract draft to be concluded with the new members of the Board of Directors**”, we propose to replace the Draft Resolution transmitted with the following Resolution Draft in the following form:

***“Approval of the mandate contract draft to be concluded with the newly elected members of the Board of Directors in accordance with the proposal of the shareholder, the Romanian State, through the Ministry of Economy, Energy and Business Environment”.***

We transmit attached the *curriculum vitae* of the proposed candidates and the mandate contract draft proposed to be concluded with the new members of the Board of Directors elected during the Ordinary General Meeting of Shareholders on December 23/24, 2019.

Yours respectfully,

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

Name: Virgil- Daniel POPESCU

Signature

Stamp of the Ministry