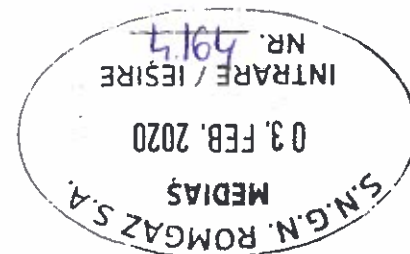


To,
SNGN Romgaz S.A. Extraordinary General Meeting of Shareholders



NOTE

on purchasing external legal advisory, assistance and/or representation services for
SNGN Romgaz SA with respect to negotiating and as the case maybe acquiring a participating
interest from ExxonMobil
on block XIX Neptun Deep offshore

Whereas:

- The provisions of Government Emergency Ordinance No. 26/ June 6, 2012 on certain measures on public expenditure cut and reinforcement of financial discipline, and amending and supplementing several legal acts:

“Article I

- (1) Authorities and public institutions of the central and local government, regardless of how such are financed and subordinated, the state owned or controlled national companies and companies, as well as the autonomous companies having in their organizational structure own legal specialized personnel may not purchase legal advisory, assistance and/or representation services.*
- (2) Except where duly justified, where legal advisory, assistance and/or representation activities required by the public authorities and institutions provided at (1) above cannot be ensured by the legal personnel employed in such institutions, such services may be purchased, under the provisions of law, with the approval of:*
 - (a) The main credit release authority of public authorities and institutions of the central government;*
- (3) Except where duly justified, where legal advisory, assistance and/or representation activities required by national companies and companies as well as autonomous companies mentioned at (1) above cannot be ensured by the legal personnel employed in such entities, such services may be purchased, under the provisions of law, only with the approval and mandating representatives of the state or the local administrative units in the governing bodies of such:*
 - a) by the main credit release authority, where state owned or controlled.”*

- Neptun Deep offshore located in the Romanian territorial waters is an important project of the exploration-development plan regarding natural gas reservoirs discovered in Romania, namely the resources found in the Black Sea that represent a high opportunity to ensure Romania's energy independence by rising gas production and an opportunity to increase the income to the state budget, as well as to create new work places;

In the event the Company decides to take over a participating interest in the block, we bring to your attention the necessity to purchase such legal services. Pursuant to the provisions of Article 37 paragraph 1, item d) and paragraph 3 of Law 99/ 2016 on sector specific procurements, purchase of legal services is exempted from certain requirements of Law 99/ 2016 but by complying with the principles underlying sector specific contracts award.

This partnership is for Romgaz an attractive business opportunity, unexplored up to this date.

Therefore, it is found necessary to support the company's own legal department by a law firm having experience in EU rules and regulations, so as to protect the company's interests and to promote such with the highest level of professionalism if there will be decided to take over a participating interest in Neptun Deep block.

Against this background, we request the Shareholders to approve purchase of such legal advisory, assistance and representation services, at least related to the following aspects relevant for the potential project: to review applicable regulations (internal, EU and/or international), to analyse specific documents, legal audit of administrative documents, to represent the company before any public or private legal persons, to represent the company both in case of out-of-court disputes and in case of court procedures that may arise by entering in the project, to assist the company in finalising the legal framework so as to make the final decision whether to invest or not in Neptun Deep project, etc. and any other acts or procedures necessary for making the final decision on whether to invest or not in this project.

We state that SNGN ROMGAZ SA Board of Directors endorsed this request by Board Resolution no.3/February 3, 2020, sole article.

Subject to approval for purchasing such services, selection of the legal advisory firms should be made by taking into account and complying with the following principles underlying sector specific procurements:

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

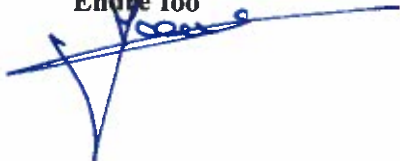
Therefore, bearing in mind the necessity and usefulness of procuring such legal advisory, assistance and/or representation services for SNGN Romgaz SA, we hereby request the Extraordinary General Meeting of Shareholders to approve the purchase of such services in compliance with the information presented above.

Respectfully yours,

CHIEF EXECUTIVE OFFICER
Constantin Adrian Volintiru

LEGAL DEPARTMENT DIRECTOR

Endre Ioo



Head of Legal Department

Ibolya Filip



ECONOMIC DIRECTOR

Marius Leonte Veza

