

THE MINISTRY OF ENERGY

Minister's Office

Ministry Registration Number: 101259/AA/March 30, 2018

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

Considering:

- SNGN Romgaz SA General Meeting of Shareholders Convening Notice of for 17.04.2018, at 2 pm (first convening) and 18.04.2018 (second convening) respectively;
- SNGN Romgaz SA Resolution of the Board of Directors no. 15/26.03.2018 endorsing the profile of the Board of Directors and the profile of candidates for the director position of SNGN Romgaz SA;
- Board of Directors profile and candidates profile for the director position of SNGN Romgaz SA sent by letter no.9982/27.03.2018 to the Ministry of Energy and registered under no. 260639/28.03.2018;
- Company Law no.31/1990 republished, as subsequently amended and supplemented;
- GEO no.109/2011 as subsequently amended and supplemented and the Enforcement Guidelines approved by GD no. 722/2016;
- Provisions of art.34 letter b), art. 36 para (1) of Annex no.1 to GD no.722/2016;
- it is compulsory to comply with the terms provided in the Selection Plan for appointing SNGN Romgaz SA Board members

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 a new item on the agenda of the ordinary general meeting of shareholders, as follows:

"Approve the Board of Directors Profile and the Candidate Profile for the director position of SNGN Romgaz SA".

We propose the following resolution draft:

"Approved the Board of Directors Profile and the Candidate Profile for the director position of SNGN Romgaz SA".

Respectfully yours,

**Energy Minister
Anton ANTON**