

Translation from Romanian language

Romgaz Round Registration Stamp indicating registration date (August 23, 2017) registration number (24052), registration time (14:25)

THE MINISTRY OF ENERGY

Minister's Office

Ministry Registration Number: 103193/TFP/August 23, 2017

**To: Societatea Nationala de Gaze Naturale "Romgaz" SA Board of Directors
Mr. Gheorghe Gheorghe – Gabriel, Chairman of the Board of Directors**

Ref. to: Ordinary General Meeting of Shareholders convened on September 7, 2017

The Ministry of Energy, on behalf of the Romanian State as shareholder of 269,823,080 shares representing 70.0071% of Societatea Nationala de Gaze Naturale "ROMGAZ" SA (SNGN ROMGAZ SA) share capital, according to art.113 letter m) and art.117¹ of the Company Law no.31/1990 *as subsequently amended and supplemented*, requests SNGN ROMGAZ SA Board of Directors to add following items on the agenda of the ordinary general meeting of shareholders:

- 1. Electing members of SNGN Romgaz S.A. Board of Directors by cumulative voting method;*
- 2. Setting the mandate duration of the Board of Directors members at a period of 4 (four) months according to provisions contained in Article 64¹ of Emergency Government Ordinance no. 109/2011 on corporate governance of public enterprises, as approved and amended by Law no. 111/2016;*
- 3. Approving the mandate contract draft to be concluded with the Board of Directors members in accordance with the proposal made by the Romanian State, through the Ministry of Energy.*
- 4. Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members.*

We request to include the above-mentioned items in the revised agenda of the ordinary general meeting of shareholders prior to the items proposed by the Board of Directors for debates.

Concurrently, we seek the approval for the following Resolution draft:

"Further to the debates, SNGN Romgaz S.A. shareholders decide as follows:

- 1. Mr./Mrs. is elected interim director of SNGN Romgaz S.A.;*
- 2. The mandate duration of the interim members of the Board of Directors is set at a period of 4 (four) months, according to provisions of Article 64¹ of Emergency Government Ordinance no. 109/2011 on corporate governance of public enterprises, as approved and amended by Law no. 111/2016.*

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3. *Approval of the director's contract draft to be concluded with the interim members of the Board of Directors according to the proposal made by the Ministry of Energy as shareholder.*
4. *The remuneration of the interim members of the Board Directors is set at a value equal with twice the average for the past 12 months of the monthly gross average wage for the activity performed according to the classification of activities in the national economy, communicated by the National Institute for Statistics prior to the appointment.*

The identification data for the candidates proposed to be appointed in the Board of Directors are:

Crt. no.	Name of the candidate	Domicile	Profession
1.	Bulimar Laurentiu	Bucuresti	Engineer
2.	Ciobanu Romeo Cristian	Iasi	PhD in Engineering
3.	Grigorescu Remus	Ramnicu Valcea	PhD in Economy
4.	Nistoran Dorin Liviu	Corbeanca, jud. Ilfov	Engineer
5.	Cermonea Ioan Daniel	Sibiu	Engineer

Appointed directors are included in the list containing full name, domicile and profession of the persons proposed to be elected in the position of director, interim member of the Board of Directors.

Please find attached the CVs of the people proposed as interim members of SNGN Romgaz S.A. Board of Directors and the mandate contract draft to be concluded with the Board members.

Yours respectfully,

Toma-Florin Petcu

Minister for Energy

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