

THE MINISTRY OF ENERGY
Minister's Office

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

Ref. to: Extraordinary General Meeting of Shareholders convened on August 9, 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 extraordinary general meeting of shareholders:

1. Approve the amendment of Societatea de Gaze Naturale "ROMGAZ"-S.A. Articles of Incorporation as follows:

Paragraph (4) of article 6 – Share capital, shall be amended and shall read as follows:

« (4)The rights of the Romanian State, as shareholder of Romgaz SA, are exercised through the Ministry of Energy, with the headquarters in Bucharest, Splaiul Independentei no. 202E, district 6 »

Letter c) is deleted "discussing, approving or requiring the supplementation or review, as the case may be, of the governing plan, under the provisions of the law" of paragraph (4) article 12 - Organization and Powers of the General Meeting of Shareholders.

2. Authorise the chairman of the Board of Directors to sign the updated Articles of Incorporation and to fulfil all and any formalities required to record the specifications related to the amendment of the Articles of Incorporation and to submit the updated document to the Trade Register Office of Sibiu Court. The authorised person may assign to other persons the mandate or the fulfilment of the above mentioned formalities.

Concurrently we propose following Draft Resolutions to be approved:

«Further to the debates, Romgaz shareholders decide as follows:

1. Approve amendment of Societatea de Gaze Naturale "ROMGAZ"-S.A. Articles of Incorporation as follows:

Paragraph (4) of article 6 – Share capital, shall be amended and shall read as follows:

Translation from Romanian language

« (4)The rights of the Romanian State, as shareholder of Romgaz SA, are exercised through the Ministry of Energy, with the headquarters in Bucharest, Splaiul Independentei no. 202E, district 6 »

Letter c) is deleted “discussing, approving or requiring the supplementation or review, as the case may be, of the governing plan, under the provisions of the law; of paragraph (4) article 12 - Organization and Powers of the General Meeting of Shareholders.

2. Authorise the chairman of the Board of Directors to sign the updated Articles of Incorporation and to fulfil all and any formalities required to record the specifications related to the amendment of the Articles of Incorporation and to submit the updated document to the Trade Register Office of Sibiu Court. The authorised person may assign to other persons the mandate or the fulfilment of the above mentioned formalities.»

Sincerely yours,

Toma-Florin Petcu

Minister for Energy

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