

Translation into English of an original, signed Romanian document

To,
THE GENERAL MEETING OF SHAREHOLDERS
S.N.G.N. "ROMGAZ" – S.A. Mediaș

Subject: Approval in principle, further to analyses performed when there are solid grounded situations for purchasing legal consultancy, assistance and/or representation activities, of the selection and conclusion of external professional legal consultancy, assistance and representation contracts, and mandate the Board of Directors in this respect, in compliance with Government Emergency Ordinance no. 26 of June 6, 2012 on measures for reducing public expenses, for strengthening the financial discipline and for amending and supplementing laws

Considering:

- The provisions of GEO no. 26, of June 6, 2012 on measures for reducing public expenses, for strengthening the financial discipline and for amending and supplementing laws providing that:

Art. I

(1) *Authorities and public institutions of the local and central public administration, irrespective of the financing and subordination manner, national companies, trade companies, fully or majority state owned, as well as autonomous entities that have in their organizational structure own legal personnel cannot procure legal consultancy, assistance and /or representation services.*

(2) *In well-grounded situations, when the legal consultancy, assistance and/or representation activities, necessary to the public authorities and institutions mentioned at paragraph (1), cannot be provided by their employers specialized on legal matters, such services may be purchased in compliance with the law, only with the approval of:*

a) *the main credit authorizing entity for public authorities and institutions of the central public administration;*

(3) *In well-grounded situations, when the legal consultancy, assistance and/or representation activities, necessary to national companies, trade companies, as well as autonomous entities mentioned at paragraph (1) cannot be provided by their employers specialized on legal matters, such services may be purchased in compliance with the law only with the approval of and the mandate for the state representatives or the administrative units from their management bodies:*

a) *the main coordinating credit authorizing entity for those where the state is full or majority shareholder;*

- The nature and complexity of Romgaz activities, the importance, the wide scope, implications and consequences of the current activities, the participation in important commercial relations, in internal or international partnerships, major economic investments (hundreds of millions Euros), the potential participation in strategic national projects, the necessity of reorganizing the company and

adapting it to the competitive European market, the obligations undertaken to reduce and stabilize the gas production decline inclusive by developments or involvement in offshore activities, etc.;

- The large number of shareholders makes it difficult to organize general meetings in due time for concluding legal consultancy, assistance and/or representation contracts;
- In order to promote, defend the interests of and to observe the rights and obligations of the company and of its shareholders, and bearing in mind that currently the company is listed on Bucharest and London Stock Exchange

It has been established that in certain exceptional cases, although the company has employed legal counsellors, for defending the company's interests and their fulfilment at highest level, it is necessary to conclude legal consultancy, assistance and/or representation contracts with companies specialized in certain fields of activities having a recognized expertise in such matters.

In this respect, we ask you to express your agreement in principle and to mandate the Board of Directors to purchase legal consultancy, assistance and/or representation activities by selecting and concluding legal consultancy, assistance and representation contracts with professional companies having recognized expertise in certain fields, further to performing analyses in exceptional cases when there are well-grounded situations.

With the following specifications:

- Any external legal consultancy service shall be purchased only after informing and with the approval of Romgaz Board of Directors.
- The seven guiding principles for public procurement of the European law (and of the Romanian law as well) shall be observed for the selection of legal consultancy companies: integrity, fairness, competition, transparency, openness, economy, accountability.
- Compliance with Romgaz internal procedures implemented for procurements that do not fall under and are not subject to Government Ordinance 34/2006 updated.

**Chairman of the Board of Directors
Aurora Negruț**