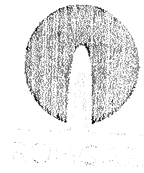


# ROMGAZ

Societatea Națională de Gaze Naturale Romgaz S.A. - Medias - România

No: 5199/23.02.2016



To  
SNGN ROMGAZ SA GENERAL MEETING OF SHAREHOLDERS

**Subject:** the approval to purchase external specialized legal consultancy, assistance and representation services in the field of public procurement, and the authorization of the Board of Directors to coordinate procurement procedures for the external specialized legal consultancy, assistance and representation procedures in the field of public procurement

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, which provide that:

"Art. I

- (1) Authorities and public institutions of the local and central public administration, irrespective of the financing and subordination manner, national companies, commercial 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 legal consultancy, assistance and/or representation activities necessary to public authorities and institutions mentioned at paragraph (1) cannot be provided by their employees specialized in 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, commercial companies, as well as autonomous entities mentioned at paragraph (1) cannot be provided by their employees specialized in legal matters, such services may be purchased in compliance with the law only with the approval and the authorization of the state representatives or of the administrative units from their management bodies:
    - a) the main coordinating credit authorizing entity for the entities where the state is full or majority shareholder; "
- The nature and complexity of Romgaz activity, its importance and wide scope, the implications and consequences of the current activities, the participation in important commercial relations, in internal and international partnerships, the major economic investments (hundreds of millions of Euros), the potential participation in national

Capital social: 385.422.400 lei  
CIF: RO 14056426  
Nr. Inregistrare: 327492/2001  
RO38 RNCB 0231 0195 2533 0001 - BCR Medias  
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strategic projects, the necessity to reorganize the company and to adapt it to the competitive European market, the obligations undertaken to reduce and stabilize gas production decline also by means of developments or participation in offshore activities, etc.;

- Promoting, defending the interests of and observing the rights and obligations of Romgaz and of its shareholders against the current background of the company being listed on Bucharest and London Stock Exchange,
- The fact that the fulfilment of Romgaz scope of activity critically depends on the way in which public procurement activity is carried out.

It has been established that in certain exceptional cases, although the company has employed legal counsellors for defending the company's interests and for top-level fulfilment of such, it is required to have our own legal department assisted in different fields (fiscal, labour, procurements etc.) by a law firm. Such need resulted further to practice, meaning that over time it has been found in connection with certain cases, especially when receiving challenges from bidders, that there is no consensus of opinions between competent authorities (e.g. the decision issued by the National Council for Solving Complaints does not coincide with the resolution of the Court of Appeal), and such inconsistencies put the contracting authority in difficult situations.

We indicate that during the past 2 (two) years the company's legal assistance structure has also taken over the public procurement-relating activity; such activity was formerly performed by the Legal Analysis Compartment, with exclusive powers in this field of activity. As such, the Legal Assistance Office provides legal assistance for the current procurement activity by giving an endorsement of legality to internal legal acts, internal decisions and other document, supporting documents, contracts, and, in general, to procurement-relating procedures, documentations and electricity contracts, endorsement and consultancy in the field of work legislation etc.

Moreover, taking into account the fact that currently the implementation of the Sector Procurement Law is expected, which shall be applicable for SNGN Romgaz S.A. (in the form the authorities have presented it to us), we appreciate that a collaboration with a law firm specialized in the public procurement legislation is more than useful as a support to SNGN Romgaz S.A. own legal assistance structure.

In this respect, please approve the acquisition of external specialized legal consultancy, assistance and representation services in the field of public procurement, and authorize the Board of Directors to coordinate the procurement procedures for the external specialized legal consultancy, assistance and representation procedures in the field of public procurement.

Hereto are the following specifications:

- contracting external specialized legal consultancy in the field of public procurement shall be made only after prior information of 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: non-discrimination, fairness, competition, transparency, openness, efficient use of public funds, accountability;
- selection of public procurement consultancy firms shall be carried out in compliance with SNGN Romgaz S.A. internal procedures in place for procurement processes which are within the scope of Annex 2b of OUG 34/2006, as amended from time to time.

Yours respectfully,

**Aurora Negrut**  
**Chairman of SNGN Romgaz SA Board of Directors**

