

Romgaz Round Registration Stamp indicating registration date (November 28, 2017) and registration number (34123)

THE MINISTRY OF ENERGY

Minister's Office

Ministry Registration Number: 104987/TFP/November 28, 2017

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

With respect to the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale Romgaz S.A. (SNGN Romgaz S.A.) convened on December 20(21) 2017 published in the Official Journal of Romania, part IV, no. 4389/16.XI.2017, the Ministry of Energy, on behalf of the Romanian State as shareholder of 269,823,080 shares representing 70.0071% of SNGN Romgaz SA share capital, according to art. 117¹ of the Company Law no.31/1990 *as subsequently amended and supplemented*, requests SNGN Romgaz SA Board of Directors to include following items on the agenda:

- *Approval for initiating the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and supplemented by Law no. 111/2016. The procedure shall be carried out by SNGN Romgaz S.A. Board of Directors;*
- *Election by cumulative voting method of interim members of SNGN Romgaz S.A. Board of Directors following the expiration of the predecessors' mandates on January 7, 2018;*
- *Setting the interim board members' mandate duration at a period of 4 (four) months starting with January 8, 2018 or until the completion of the Board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and amended by Law no. 111/2016, in case the selection procedure is completed prior to the indicated term;*
- *Approving the mandate contract draft to be concluded with the Board of Directors members according to the proposal made by the Romanian State, through the Ministry of Energy.*
- *Establishing the remuneration of SNGN Romgaz S.A. Board of Directors members.*
- *Authorizing the majority shareholder's representative, the Romanian State acting through the Ministry of Energy, to sign the director agreement with the interim members of SNGN Romgaz S.A. Board of Directors appointed according to;*

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

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

- *Approval of initiating the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and supplemented by Law no. 111/2016 and mandating SNGN Romgaz S.A. Board of Directors to carry out the board members selection procedure;*
- *Mr./Mrs. is elected interim director of SNGN Romgaz S.A. Board of Directors;*
- *Setting the mandate duration of the interim board members appointed according to item at a period of 4 (four) months starting with January 8, 2018 or until the completion of the board members selection procedure according to Government Emergency Ordinance no. 109/2011, as approved and amended by Law no. 111/2016 in case the selection procedure is completed prior to the indicated term;*
- *Approval of the mandate contract draft to be concluded with the Board of Directors members appointed as per item in accordance with the proposal made by the Romanian State through the Ministry of Energy;*
- *Establishment of the remuneration of the interim Board of Directors members 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 main scope of activity recorded for the company, at class level according to classification of activities in the national economy, communicated by the National Institute for Statistics prior to the appointment.*
- *Authorizing the majority shareholder’s representative, the Romanian State acting through the Ministry of Energy, to sign the director agreement with the interim members of SNGN Romgaz S.A. Board of Directors appointed according to;*

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.	Volintiru Adrian Constantin	Bucuresti	Economist
2.	Anghel Daniel Florin	Bucuresti	Economist

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.

Translation from Romanian language

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

indecipherable signature

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