

No. 11451/28.03.2022

Endorsed,

BOARD OF DIRECTORS CHAIRMAN
DAN-DRAGOS DRAGANTo: **S.N.G.N. ROMGAZ S.A. ORDINARY GENERAL
MEETING OF SHAREHOLDERS**Referring to: **the procurement of external legal consultancy, assistance and/or external representation services for S.N.G.N. ROMGAZ S.A. in connection with the activity of natural gas supply**

- 1. The provisions of GEO No. 26 of June 6, 2012 (on measures for reducing public expenses and strengthening the financial discipline and for amending and supplementing some legislative act)**

“Art. I

(1) *The central and local authorities and public institutions of the central and local public government, irrespective of how they are financed and subordinated, the national companies and commercial companies fully state owned or having the state as major shareholder, as well as the autonomous regies having own employees as legal advisors included in their organizational structure are not allowed to acquire legal consultancy, assistance and/or representation services.*

(2) *Provided that there are solid grounds to justify that legal consultancy, assistance and/or representation services required by the authorities or public institutions provided under paragraph (1) cannot be provided by the legal advisers employed by said entities, such services may be acquired under the law, only upon approval of:*

a) *main credit release authority for public authorities and institutions of the central public administration;*

(3) *In duly justified situations when legal consultancy, assistance and/or representation services required by the national companies and commercial companies fully state owned or having the*

state as major shareholder, as well as the autonomous regions provided under par. (1) cannot be provided by the legal advisers employed by said entities, such services can be acquired under the law only upon approval and authorization of the representatives of the state or of the regional governments in the governing bodies:

a) by the main credit release authority, in case of companies fully state owned or having the state as major shareholder;"

2. The procurement of external legal consultancy, assistance and/or external representation services for S.N.G.N. ROMGAZ S.A. in connection with the activity of natural gas supply

Considering the current geo-political situation, as well as the necessity to identify certain solutions for the diversification of resources in order to ensure the secure the supply of gas markets in Romania and the region, in the context of current developments on the energy market in the region, Romgaz aims to purchase natural gas from diversified sources, including LNG sources (with delivery points in Romania or outside Romania).

To this end, a process of exploring alternatives has been initiated at company level, forecasting the interference of foreign legislation, both within and outside the EU region, which cannot be managed and covered by its own legal apparatus.

The activity of gas purchasing in the manner described above and, where appropriate, the sale of quantities of natural gas, shall be carried out on the basis of contracts which shall be governed by foreign legislations, such as legislations related to the EU region (Croatian legislation, Greek legislation, Bulgarian legislation etc.) or specific legislations outside the EU.

Therefore, there is a need to purchase specialized services in the interpretation and implementation of private international law rules, as well as specialized service in specific legislations of various countries, so that the interests of the company be protected and, at the same time, promoted with the highest degree of professionalism.

The legal assistance services mentioned above, in the context described, are necessary, but not limited to, the completion of necessary and useful formalities:

- a) Conclusion of Confidentiality Agreements;
- b) Conclusion of Master Supply Agreements under which subsequent contracts shall be concluded in order to establish the concrete aspects of the transactions (quantities, price, delivery periods etc.) These agreements differ depending on the source and the supplier/producer.
- c) Conclusion of natural gas sale and purchase contracts;
- d) Conclusion of LNG terminal capacity reservation contracts, including framework agreements for the use of services provided by LNG terminal operators, namely: unloading cargo, temporary storage, regasification;
- e) conclusion of reservation of transmission capacity contracts, in transmission systems other than the Romanian NTS (including interconnection points);
- f) Acquirement by Romgaz of the network user quality through certification by the energy regulatory authorities in the countries where this status is required;

- g) Conclusion framework agreements for the use of transmission systems and capacity reservation;
- h) Conclusion of contracts for access to cross-border transmission capacity trading platforms;
- i) Reservation of capacity and conclusion of natural gas transmission contracts;
- j) Registration of ROMGAZ workplaces/branches/subsidiaries outside Romania for compliance with foreign legislation, if such registration is required for carrying out the activity (especially in non-EU premises);
- k) interpretation of national legislation specific to foreign authorities and companies with which Romgaz shall start negotiations;
- l) compliance with the specific legislation of the countries where the companies with which Romgaz shall negotiate are resident;
- m) assistance, where appropriate, in the negotiation of the items mentioned in points a) - j);
- n) legal representation before the competent judicial bodies, in the event of any disagreement(s) with the parties involved, after the exhaustion of amicable dispute settlement procedures.

In view of the complexity of the activity of gas purchase, as well as the sale of quantities of natural gas in the manner described above, the consultancy, assistance and legal representation services shall cover both specific aspects of the foreign legislation applicable to each individual case and, where appropriate, of the Romanian legislation in consequence of the need to protect Romgaz's interests in this activity.

Note:

In case the GMS approves the procurement of these legal services, for the selection of legal consultancy providers the basic principles of sector specific procurement will be considered and observed, namely:

- a) Non-discrimination;
- b) Equal treatment;
- c) Mutual recognition;
- d) Transparency;
- e) Proportionality;
- f) Accountability.

We mention that Romgaz Budget approved for 2022 includes a correlative budget allocation for consultancy, assistance and legal representation services.

In order to provide legal consultancy, assistance and/or external representation services to S.N.G.N. ROMGAZ S.A. mentioned herein, one or more contracts may be concluded with law firms, including law firms in association, for one or more incident jurisdictions (foreign and/or Romanian).

Consequently, bearing in mind the need and use of the procurement of these legal consultancy, assistance and/or representation services of S.N.G.N. Romgaz S.A., please endorse this procurement request under the conditions and limitations described herein.

We would like to state that the request referring to the procurement of external legal consultancy, assistance and/or external representation services for S.N.G.N. Romgaz S.A. in connection with the activity of natural gas supply was endorsed by S.N.G.N. Romgaz S.A. Board of Directors.

Kindly yours,

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Razvan POPESCU

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Adrian Alexandru MARES

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