

Translation from the Romanian language

The Government of Romania
The Ministry of Energy

INVITATION
CONSULTATIONS ON
LETTER OF EXPECTATIONS DRAFT

- the selection procedure for the members of the Board of Directors of

Societatea Nationala de Gaze Naturale "ROMGAZ" S.A.,

in accordance with the provisions of the Government Emergency Ordinance No. 109/2011 on

corporate governance of public enterprises,

approved with amendments by Law No. 111/2016 -

The Ministry of Energy, on behalf of the Romanian State, as shareholder of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A., holding 269,823,080 shares, representing 70.0071% of the share capital, is hereby launching the invitation to participate, on December 22, 2022, hours 12.00, in the consultations to take place at its headquarters in Bucharest, sector 1, Academiei Street No. 39 – 41, with a view of preparing the final form of the LETTER OF EXPECTATIONS, which is a mandatory document in the selection procedure of BoD members of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A..

By the Decision No. 9/October 27, 2021 of the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. the shareholders of the company approved "the initiation of the selection procedure of BoD members of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. in accordance with the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises, approved with amendments by Law No. 111/2016. The selection procedure shall be carried out by the Ministry of Energy on behalf of the Romanian State shareholder".

The Letter of Expectations is part of the mandatory documents in the selection procedure of BoD members of an economic operator, having included the expected performances of the governing and management bodies and the shareholders' policy on governing and managing the public enterprise for the next four (4) years.

Based on the Letter of Expectations, the candidates on the short list, prepared by the independent expert specialized in recruitment, prepare a Declaration of Intention. The goals included in the Letter of Expectations shall be detailed in the Declarations of Intention of the candidates for the position of BoD member, as well as in the Governing Plan to be implemented by them.

According to the provisions of Article 9, paragraph (2) of Annex No. 1c of Government Decision No. 722/2016 on approving the Implementations Rules of certain provisions of the GEO No. 109/2011, as subsequently amended and supplemented, "in case there are shareholders representing, jointly or individually, more than 5% of the share capital of the public enterprise, the supervisory body shall carry out consultations with them."

The final form of the Letter of Expectations shall be approved by Order issued by the Minister of Energy, in accordance with the provisions of Article 8, paragraph (2) of Annex 1c to the

Government Decision No. 722/2016, and shall be published on the webpages of the supervisory body and the public enterprise, upon establishing the short list of candidates, at the latest.

Bearing in mind the above, please be informed about the Letter of Expectations Draft, as proposed by the Ministry of Energy, and we hereby kindly ask you to communicate us in writing your point of view on the attached document by December 21, 2022, 12.00 hours at the latest.

The contact person on behalf of the Ministry of Energy is: Mihai-Liviu MIHALACHE, Director of Management of State Ownership in Energy, Academiei Street No. 39-41, sector 1, Bucharest, email: mihai.mihalache@energie.gov.ro.

Annex:

LETTER OF EXPECTATIONS Draft in the selection procedure of BoD members of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A.