

**MINISTRY OF ENERGY
MINISTER'S OFFICE**

No. 11421/VDP/27.02.2023

Oval registration stamp of S.N.G.N ROMGAZ S.A., February 27, 2023, no. 8632

**To: the Board of Directors of Societatea Nationala de Gaze Naturale ROMGAZ SA
Attn: Mr. Dan Dragos DRAGAN, Chairman of the Board of Directors**

Considering:

- the convening of the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Romgaz S.A. registered at the Ministry of Energy under No. 220367/D.A.P.S.E./February 2, 2023

pursuant to the provisions of:

- Article 13 item (6) of the Articles of Incorporation of Societatea Nationala de Gaze Naturale Romgaz S.A.
- Article 117¹ paragraph 1 of Companies Law No. 31/1990 republished, as subsequently amended and supplemented ("Law No. 31/1990")
- Article 29 paragraph 1 of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented ("GEO No. 109/2011"),

we hereby request the following items to be included on the agenda of the ordinary general meeting of shareholders of March 14/15, 2023:

- Revocation from the position as a member of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A., as a result of the end of their mandate as of March 15, 2023;
- selection of 7 (seven) members of the Board of Directors of Societatea Nationala de Gaze Naturale Romgaz S.A. as of March 16, 2023, pursuant to the provisions of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented;
- setting the duration of appointed members' mandate to a period of 4 (four) years;
- setting the fixed monthly gross allowance of the appointed members of the Board of Directors;
- approval of the form of the mandate contract to be concluded with the appointed members of the Board of Directors;
- Mandating the representative of the Romanian state in the Ordinary General Meeting of Shareholders to sign the mandate contracts with the newly appointed members of the Board of Directors.

Furthermore, we propose the following draft resolutions:

The OGMS approves the revocation of the following members of the Board of Directors as a result of the end of their mandate, as of March 15, 2023:

- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*

The OGMS approves the selection of 7 members of the Board of Directors of Societatea Nationala de Gaze of ROMGAZ S.A. as of March 16, 2023, pursuant to the provisions of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises as subsequently amended and supplemented.

- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*
- *Mister/Misses [.....]*

- *The duration of the mandate of the newly appointed members of the Board of Directors to a period of 4 (four) years.*
- *the fixed monthly gross allowance of the appointed members of the Board of Directors is set to twice the average for the last 12 months of the average gross monthly salary for the activity performed pursuant to the registered main activity of the company, at class level in accordance with the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, pursuant to the provisions of Article 37 paragraph 1 and 2 of the GEO No. 109/2011 on the corporate governance of public enterprises as subsequently amended and supplemented by Law No. 111/2016;*
- *The form of the mandate contract to be concluded with the newly appointed Board members, as attached;*
- *The representative of the majority shareholder, the Romanian State acting through the Ministry of Energy, is mandated to sign the mandate contracts with the members of S.N.G.N. ROMGAZ S.A. Board of Directors.*

Virgil-Daniel POPESCU

ENERGY MINISTER

(round stamp, undecipherable signature)