

To: S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders

ENDORSED
Chairman of the Board of Directors
Dan Dragoş DRĂGAN

Request for S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders approval related to the proposals to amend the Articles of Incorporation of M-I Petrogas Services Romania S.R.L.

M-I Petrogas Services Romania S.R.L. (M-I Petrogas/the Company) is supplier of goods and services for oil and gas exploration and production wells.

According to NACE classification code 0910, the Company's core business is support activities for petroleum and natural gas extraction.

M-I Petrogas Services România S.R.L. shareholding structure is, at the date hereof, the following:

Shareholder	Shares	Share value (RON)	Weigh in the share capital
M-I Holdings (BVI) Ltd	900	546,300	90
SNGN Romgaz SA (ROMGAZ)	100	60,700	10
TOTAL	1000	607,000	100

M-I Petrogas Board of Directors convened the general meeting of shareholders with the following agenda:

Item 1. Exclusion from the scope of activity of the Company, of the following secondary activities, as follows:

- Exclusion of NACE Code 2829 - Manufacture of other machines and equipment for general use n.e.c;
- Exclusion of NACE Code 3250 - Manufacture of medical and dental devices and instruments;
- Exclusion of NACE Code 6491 - Financial leasing;
- Exclusion of NACE Code 7111 - Architectural activities;
- Exclusion of NACE Code 7211 - Research-development in biotechnology;
- Exclusion of NACE Code 7220 - Research-development in social sciences and humanities;
- Exclusion of 8129 - Other cleaning activities.

Item 2. Amendment of the provisions of Article 12.5 of the Company's Articles of Incorporation as follows:

- "12.5. In all cases, meetings shall be convened by the General Manager, the Board of Directors or the Statutory Auditor/Auditor by any of the following alternative means: sending a registered letter, fax to the last residence/headquarters of each Shareholder, as well as by letter sent electronically (email), at least ten (10) days before the date of the General Meeting."

Item 3. The introduction of a new article in the Articles of Incorporation of the Company and the amendment of the Articles of Incorporation accordingly, as follows:

- "12.10. General Meetings of the Shareholders of the Company may also be held by remote means of communication, including but not limited to one of the following: a) conference call or b) video call, provided that such remote means of communication meet the technical conditions necessary for the identification of the presence of the Shareholders and the uninterrupted transmission of the debates."

Item 4. Approval of the updated version of the Articles of Incorporation of the Company, to reflect the amendments approved by resolution by the Company's shareholders.

Considering that:

- The secondary activities proposed to be excluded are not part of the core business and there is no foreseeable need to carry out these activities in the future;
- To increase communication efficiency between partners, it is proposed to introduce an additional alternative means of communication (electronic means - email) for convening the Company's general meetings of shareholders;
- To reduce travel of partners' representatives for physical participation in the General Meeting Shareholders, it is proposed to participate virtually by conference call or video call;
- Romgaz Board of Directors endorsed the above-mentioned amendments of the Articles of Incorporation;
- Article 12, paragraph 6 letter d, of S.N.G.N. Romgaz S.A Articles of Incorporation states that "**The Extraordinary General Meeting of Shareholders meets whenever required to decide upon the following:** (...) d) to set up companies, as well as to conclude **or to amend articles of incorporation of companies where the Company is shareholder.**"

[we submit for S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders approval the following resolution draft:](#)

Art 1. S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders agrees with the proposals to amend M-I Petrogas Services Romania S.R.L. Articles of Incorporation as follows:

1.1. Approve exclusion from the scope of activity of the Company, of the following secondary activities, as follows:

- Exclusion of NACE Code 2829 - Manufacture of other machines and equipment for general use n.e.c;
- Exclusion of NACE Code 3250 - Manufacture of medical and dental devices and instruments;
- Exclusion of NACE Code 6491 - Financial leasing;
- Exclusion of NACE Code 7111 - Architectural activities;
- Exclusion of NACE Code 7211 - Research-development in biotechnology;

- Exclusion of NACE Code 7220 - Research-development in social sciences and humanities;
- Exclusion of NACE Code 8129 - Other cleaning activities.

1.2. Approve the amendment of Article 12.5 of the Company's Articles of Incorporation as follows:

“12.5. In all cases, meetings shall be convened by the General Manager, the Board of Directors or the Statutory Auditor/Auditor by any of the following alternative means: sending a registered letter, fax to the last residence/headquarters of each Shareholder, as well as by letter sent electronically (email), at least ten (10) days before the date of the General Meeting.”

1.3. Approve introduction of a new article in the Articles of Incorporation of the Company and the amendment of the Articles of Incorporation accordingly, as follows:

“12.10. General Meetings of the Shareholders of the Company may also be held by remote means of communication, including but not limited to one of the following: a) conference call or b) video call, provided that such remote means of communication meet the technical conditions necessary for the identification of the presence of the Shareholders and the uninterrupted transmission of the debates.”

1.4 Approve the updated version of the Articles of Incorporation of the Company, to reflect the amendments approved by the Company's shareholders.

Art. 2 S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders approves the voting exercise of S.N.G.N. Romgaz S.A. legal representative at M-I Petrogas Extraordinary General Meeting of Shareholders according to Art. 1 above.

Chief Executive Officer
Răzvan POPESCU

Deputy Chief Executive Officer
Aristotel Marius JUDE

Endorsed:
Head of Legal Department
Monica STAFIE

Strategy, International Relations and European Funds Director
Gabriela Elena MAREȘ

Head of Identification of Strategic Projects and International Relations
Irina Suciu

Head of Incorporated Joint Ventures
Simona Rotar