

THE MINISTRY OF ENERGY
Minister's Office

To: Societatea Nationala de Gaze Naturale "ROMGAZ" S.A.

Having in view the call of the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale Romgaz SA of **November 15/16, 2016** the Ministry of Energy, on behalf of the Romanian State as shareholder holding 269,823,080 shares representing 70.0071% of Societatea Nationala de Gaze Naturale "ROMGAZ" SA share capital, **subject to the provisions of art. 117¹ of the Law on Companies no.31/1990, as subsequently amended and supplemented**, considering:

- the provisions of art.235, paragraph (1) of Law no. 297/2004 on capital markets, according to which: *"(1) Members of the Board of Directors of companies admitted to trading on a regulated market can be elected by the cumulative voting method. Upon the request of a significant shareholder, the election based on this method shall be binding."*
- the provisions of art.125, paragraph (1) of the National Securities Commission Regulation no.1/2006, according to which: *"(1) If the general meeting of shareholders of a company admitted to trading on a regulated market was called, the shareholders may submit in writing proposals addressed to the directors, regarding the election of the members of the board of directors using the cumulative voting method, in observance of the provisions of Art. 7 Para (1) Letter a) and Para (3) Regulation No. 6/2009 on the exercise of certain rights of the shareholders within the general meetings of shareholders of trading companies approved by Order No. 44/2009 of the National Securities Commission, as subsequently amended and supplemented. The use of this method shall be voted within the general meeting only if the request is made by shareholders not having significant holdings"*
- the provisions of art.7 paragraph 1 letter a) and paragraph 3 of the National Securities Commission Regulation no.6/2009, according to which: *"(1) One or more shareholders representing, individually or collectively, at least 5% of the share capital: a) have the right to put items on the agenda of the general meeting, provided that each such item is accompanied by a justification or a draft resolution to be adopted in the general meeting"*
- the provisions of art.7 paragraph (3) of the National Securities Commission Regulation no.6/2009, according to which: *"(3) Shareholders may exercise the rights referred to in letters a) and b) of para (1) within maximum 15 days after the publication date of the call"*
- the provisions of art.32 of GEO no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented by Law no.111/2016,

requests to add new items on the agenda, namely to discuss and to approve the following:

**To Mrs. Aurora Negrut,
Chairperson of the Board of Directors**

- 1. Approve the rules applicable to electing/reconfirming members of the Board of Directors and on allocating directors' mandates, in case of electing new members of the Board of Directors pursuant to applying the cumulative vote at the OGMS of November 15, 2016**
- 2. Elect/reconfirm the members of the Board of Directors using the cumulative voting method.**

We attach hereto:

ANNEX 1 – Draft Resolution on approving the rules applicable to electing/reconfirming the members of SNGN ROMGAZ SA Board of Directors and on allocating Director Mandates in case of electing new directors pursuant to applying the cumulative vote at the OGMS of November 15, 2016

ANNEX 2 – Draft Resolution on electing/reconfirming the members of the Board of Directors

ANNEX 3 – List of candidates, which together with the acting directors shall undergo the cumulative voting for the election of the members of the Board of Directors

CV's of the candidates which shall undergo the cumulative voting method for the election of the Board of Directors members.

**Minister
Victor Vlad Grigorescu**

***To Mrs. Aurora Negrut,
Chairperson of the Board of Directors***

ANNEX 1- Draft Resolution on approving the rules applicable to electing/reconfirming the members of the Board of Directors and on allocating Director Mandates, in case of electing new members of the Board of Directors by cumulative voting at the OGMS of November 15, 2016

DRAFT RESOLUTION

Approve the rules to be applied on establishing the persons to be declared elected/ reconfirmed as members of the Board of Directors and on allocating Director Mandates, in case of electing new members of the Board of Directors by cumulative voting at the OGMS of November 15, 2016, as follows:

1. Exercise of cumulative voting to elect/reconfirm the members of the Board of Directors shall be performed in accordance with the legal provisions in force.
2. The persons that have received the most cumulated votes are declared reconfirmed/ elected as members of the Board of Directors or provisional members, as the case may be.
3. In case two or more persons have received the same number of cumulated votes, the person voted by the most shareholders shall be reconfirmed/ elected as member of the Board of Directors.
4. In case only one member of the Board of Directors is revoked by cumulative voting, the Director Mandate of such revoked member shall be allocated to the newly elected member.
5. In case two or more members of the Board of Directors are revoked by cumulative voting, such Director Mandates shall be allocated to the newly elected members by applying once or repeatedly, as the case may be, the rule “ The Director Mandate having the longest remaining term of office shall be allocated to the member who was declared elected with the most cumulated votes”, except for the last mandate to be allocated, that shall be allocated to the member who was declared elected with the fewest cumulated votes.

***To Mrs. Aurora Negrut,
Chairperson of the Board of Directors***

ANNEX 2 – Draft Resolution on electing/reconfirming the members of the Board of Directors

DRAFT RESOLUTION

(1) As a result of exercising the cumulative voting to elect/reconfirm the members of the Board of Directors, following persons are declared elected/reconfirmed as members of the Board of Directors, who shall fulfill their Director Mandates as follows:

- Mrs./ Mr., Director Mandate with the term of office ending on
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(2) As a result of exercising the cumulative voting, it has been determined that following members of the Board of Directors, i.e. are revoked in accordance with the provisions of Article 32, paragraph (7) of the Government Emergency Ordinance No 109/2011 on corporate governance of public undertakings, as subsequently amended and supplemented by Law No 111/ 2016.

(3) The newly elected members of the Board of Directors shall, on a proposal from the Ministry of Energy as supervisory public authority, fulfill their Director Mandate until the first event to occur of:

(a) election of the new members in accordance with the Government Emergency Ordinance No 109/2011 on corporate governance of public undertakings, as subsequently amended and supplemented by Law No 111/ 2016,
or

(b) end of their term of office.

(4) The reconfirmed members of the Board of Directors shall continue to perform their mandates until the end of their term of office.

**To Mrs. Aurora Negrut,
Chairperson of the Board of Directors**

ANNEX 3 – List of candidates proposed by the Ministry of Energy, as supervisory public authority, to be elected as members of the Board of Directors

1. STOICESCU Florin Razvan, born on December 15, 1980, domiciled in the city of Buzau, county of Buzau, 8 Sfantul Sava Gotul str., having the profession of lawyer;
2. ZEVELEANU Cornel, born on October 29, 1976, domiciled in the city of Popesti Leordeni, county of Ilfov, 75 Drumul Fermei, having the profession of economist.

Attached are the candidates' CVs.

***To Mrs. Aurora Negrut,
Chairperson of the Board of Directors***