



To: THE GENERAL MEETING OF SHAREHOLDERS

Referring to:

- the approval to procure external legal consultancy, assistance and representation services for special and specific cases up to the maximum cumulated value of EUR 200000/year and
- mandating the Board of Directors to coordinate the procedures related to procurement of external legal consultancy, assistance and representation services

Whereas:

- The provisions of GEO no. 26 of June 6, 2012 on measures for reducing public expenses and strengthening the financial discipline and for amending some pieces of legislation providing that:

“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) *In duly justified situations when 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 the central and local authorities and public institutions of the central and local public government;*

(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 regies 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;”*

S.N.G.N. Romgaz S.A.

- The nature and complexity of Romgaz activity, the importance, the wide scope, implications and consequences of the current activities, the participation in important commercial relations, in internal and international partnerships, the major economic investments (hundreds of millions of Euros), the potential participation in national strategic projects, the necessity of reorganizing the company and adapting it to the competitive European market, the obligations undertaken to reduce and stabilize gas production decline inclusively by developments or involvement in offshore activities, etc;
- In order to promote, defend the interests of and to observe the rights and obligations of Romgaz and of its shareholders and bearing in mind that currently the company is listed on Bucharest and London Stock Exchange,

It has been established that in certain exceptional cases, although the company has employed legal counsellors, for defending the company's interests and their fulfilment at highest level, it is necessary to have assistance for our own legal department provided by a law firm on various fields (international law litigations - for example investigations of the European Commission, fiscal/administrative due processes – controls of the Court of Accounts, investigations of the Competition Council, labour law, procurements, performance of major investments – Refurbishment of Iernut Power Plant, strategic international partnerships in the Black Sea etc.).

In this respect, please approve the request referring to:

- **the approval to procure external legal consultancy, assistance and representation services for special and specific cases up to the maximum cumulated value of EUR 200000/year and**
- **mandating the Board of Directors to coordinate the procedures related to procurement of external legal consultancy, assistance and representation services**

Hereto are the following specifications:

- **contracting external legal consultancy will be made only after prior information of and with the approval of Romgaz Board of Directors;**
- the guiding principles for public procurement of the European law (and of the Romanian law as well) shall be observed for the selection of legal consultancy firms: non-discrimination, fairness, competition, transparency, openness, efficient use of public funds, accountability;
- selection of consultancy firms shall be carried out in compliance with SNGN Romgaz S.A. internal procedures in place for procurement processes which do not fall within the scope of Law no. 99/2016.

Yours respectfully,

**Chairman of SNGN Romgaz S.A. Board of Directors
Nistoran Dorin-Liviu**

