

Romgaz Registration Number: 5783/17.02.2021

The Ministry of Energy  
Minister Office  
Round stamp of the Romanian Government  
No.10752/VDP/17.02.2021

**To: Societatea Nationala de Gaze Naturale ROMGAZ SA Board of Directors**

**Mr. Simescu Nicolae Bogdan,  
Chairman of the Board of Directors**

*Ref. to: The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale ROMGAZ SA convened for March 11 (12) 2021*

The Ministry of Energy, on behalf of the Romanian State as shareholder holding a number of 269,823,080 shares representing 70.0071% of the share capital of Societatea Nationala de Gaze Naturale "Romgaz" S.A. (SNGN Romgaz S.A.), having in view the convening of the Ordinary General Meeting of Shareholders on March 11 (12), 2021, based on the provisions of Article 117<sup>1</sup>, paragraph (1) and (2) of *Company Law 31/1990 as amended from time to time*, on GEO 109/2011 *on corporate governance of public enterprises*, approved by Law 111/2016, as subsequently amended and supplemented and on Law 24/2017 *on issuers of financial instruments and market operations*, requests to introduce the following items on the meeting's agenda:

- 1) "Election of SNGN Romgaz S.A. Board of Directors members by means of the cumulative voting method";**
- 2) "Establish the mandate term of board members elected by means of the cumulative voting method";**
- 3) "Establish the fixed gross monthly remuneration for non-executive board members elected by means of the cumulative voting method";**
- 4) "Approve the mandate contract to be concluded with board members";**
- 5) "Authorise a person to sign, on behalf of the shareholders, the mandate contract concluded with the members of the Board of Directors".**

We also propose the following Resolution draft:

- 1) Approve election of board members by means of the cumulative voting method:
  - Mr./Mrs. ....;
  - Mr./Mrs. ....;
  - Mr./Mrs. ....;
  - Mr./Mrs. ....;
  - Mr./Mrs. ....;
  - Mr./Mrs. ....;
  - Mr./Mrs. ....;

2) The mandate term of board members is established as follows:

- a) for 4 (four) months, in accordance with the provisions of Art. 64<sup>1</sup> GEO no. 109/2011 on corporate governance of public enterprises, as amended from time to time and approved by Law no. 111/2016, for interim board members appointed in accordance with item 1 above;
- b) Equal with the remaining period of the mandate approved by OGMS Resolution no. 8 of July 6, 2018, article 2, for board members reconfirmed in compliance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, Article 32 par. (8), as amended from time to time and approved by Law no. 111/2016;

3) Establish the fixed gross monthly remuneration of non-executive BoD members, equal two times the average over the past 12 months of the gross average monthly salary, for the activity performed according to the main business scope registered by the company, at class level according to the activity classification in the national economy, communicated by the National Statistics Institute prior to the appointment, in compliance with Art. 37 of GEO no. 109/2011;

4) Approve the mandate contract draft to be concluded with the board members elected by means of the cumulative voting method as proposed by the shareholder, the Romanian State, acting through the Ministry of Energy;

5) Authorise the representative of the shareholder, the Romanian State, acting through the Ministry of Energy, to sign the mandate contracts with the members of S.N.G.N. Romgaz S.A. Board of Directors.

Moreover, we request the following to be included in S.N.G.N. ROMGAZ S.A. OGMS convening notice, without limitation to, specifications referring to the shareholders right to propose candidates for S.N.G.N. ROMGAZ S.A. board member positions, as follows:

- Shareholders wishing to make proposals for candidates shall include information on the name, place of residence and professional qualifications of the persons proposed for such position;
- The deadline for making candidate proposals for S.N.G.N. ROMGAZ S.A. board member positions will be set in accordance with the provisions of Article 187, item 8 of Regulation No. 5/May 10, 2018, consolidated, on issuers of financial instruments and market operations, issued by the Financial Supervisory Authority, that includes amendments made by Regulation No. 1/2020;
- The list containing information on the name, place of residence and professional qualifications of the persons proposed for the board member positions, will be made available to shareholders as well as on the company's website;
- The final list with all the proposals for S.N.G.N. ROMGAZ S.A. board member positions will be published at least 10 days before the date of the OGMS, as specified in the convening notice.

- When board members are elected by the cumulative voting method, the board members in office by the date of the OGMS are rightfully included in the list of candidates proposed to be elected in the new Board of Directors.

We attach hereto the draft of the mandate contract to be concluded with the board members elected by the cumulative voting method.

Yours respectfully,

**Virgil - Daniel POPESCU**

**Minister of Energy**

Round stamp of the Ministry of Energy