

NO. 11831 / 23.03.2020

To,

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SNGN ROMGAZ SA

Note on the approval of the insured amount related to the professional civil liability insurance for SNGN Romgaz SA Board of Directors

Taking into account:

- Provisions of GEO no. 109 as of November 30, 2011 on corporate governance of public companies;
- Provisions of GD no. 722 as of September 28, 2016 on the approval of the methodological rules of application of certain provisions of GEO no. 109/2011 on corporate governance of public companies;
- Provisions of Item 21, letter b) from annex no.1b- Mandatory elements of the contract of mandate from annex 1 to GD no 722/2016- Methodological rules as of September 28, 2016 regarding the approval of the methodological rules of application of certain provisions of GEO no 109/2011 on corporate governance of public companies, on the basis of which „*it is recommended to insert in the contract the following clauses: a) modality of contracting and payment of professional civil liability insurance, including the maximum insured amount*”;
- Provisions of Article 20 from the Contract of Mandate draft proposed by The Ministry of Economy, Energy and Business Environment, adopted by the Ordinary General Meeting of Shareholders as of December 23, 2019: „*Member of the Board must hold a professional liability insurance. The payment of the premium related to this insurance, (...) shall be made by the company and shall not be deducted from the remuneration for members of the Board.*”

As well as:

- The necessity to establish the maximum insured amount related to the professional liability insurance, an element that must be determined prior to the initiation of the procurement procedure for services of professional liability/civil liability insurance for SNGN Romgaz SA members of the Board and managers, by the Ordinary General Meeting of Shareholders of the company.

- The obligation, in accordance with the incident legislation, to conclude insurance policies by SNGN Romgaz SA for its members of the Board and managers.

Capital social: 385.422.400 lei

CIF: RO 14056826

Nr. Ord.reg.com/an : J32/392/2001



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- taking into account that by Resolution no. 11/March 19, 2020, S.N.G.N. ROMGAZ S.A. Board of Directors approved the Note on the approval of the insured amount related to professional civil liability insurance for S.N.G.N. Romgaz S.A. members of the Board and managers,

we kindly ask you to establish the amount and to approve the maximum insured amount related to the professional civil liability insurance at maximum amount of compensation per event and annual aggregate of EUR 100,000,000, element which must be determined prior to initiation of the procurement procedure in accordance with the conditions and limits described in this Note.

Essential marks:

- a maximum compensation value per event and annual aggregate of EUR 100,00,000;
- side C (also covers the risks related to the capital market);
- franchise 0 (zero);
- future cover 10 years from the date of conclusion of the policy;
- insured risks:
 - also covers the expenses incurred in civil cases;
 - also includes coverage for employee practices (dismissals, termination/breach of employment contract, discrimination etc.);
 - for errors and negligence in company management;
 - protection against potential financial losses;
 - legal assistance and representation for members of the Board.

Sincerely yours,

Constantin Adrian VOLINTIRU
Chief Director Officer

