

To: SNGN Romgaz S.A. General Meeting of Shareholders

Chairman of the Board
Dan Dragoş DRĂGAN

REQUEST FOR APPROVAL

regarding the procurement of legal services in connection with GDR's listed on London Stock Exchange

On November 12, 2013, SNGN Romgaz S.A. (hereinafter referred to as "Romgaz" or the "Company") was listed on Bucharest Stock Exchange (hereinafter referred to as "BVB") and on London Stock Exchange (hereinafter referred to as "LSE"). As of that date, the Company's shares are traded on the regulated market administered by BVB under the market symbol "SNG", Main segment, Premium Category. At the same time, Global Depository Receipts (GDRs) issued by The Bank of New York Mellon (BNYM) (1GDR = 1 share) are traded on London Stock Exchange, Main Market, standard listing, under the symbol "SNGR" - GDR based on S¹ Regulation, respectively under symbol "SNG1" - GDRs based on Rule 144A².

The Bank of New York Mellon is Romgaz GDR depository, in accordance with the provisions of the Depository Contract in force.

During the 10 years of listing, the number of GDRs varied, yet the tendency was mainly to decrease the number. As such, if on November 12, 2013 there were 20,085,048 GDRs (5.21% of Romgaz share capital), currently the number decreased by 93.48%, i.e. 1,309,240 GDRs (0.34% of Romgaz share capital).

Regarding the aforementioned, it is important to mention that the legal advisors employed with the Company do not have the required experience regarding LSE specific regulation, S Regulation and 144A Rule.

Moreover, Romgaz does not benefit from legal assistance, consultancy, representation services for managing GDRs listed on LSE, for GDR-related operations or relations with the GDR depository.

According to GEO no. 26 of June 6, 2012 on measures for reducing public expenses and strengthening financial discipline and for amending and supplementing some pieces of legislation:

"Art. 1

(1) Central and local authorities and public institutions of the central and local public government, irrespective of how they are financed and subordinated, national companies and commercial companies fully state owned or having the state as major shareholder, as well as autonomous regies having employed

¹ GDRs offered and traded outside the US through offshore transactions based on S Regulation of Securities Act;

² GDRs offered and traded outside the US through offshore transactions based on Rule 144A of Securities Act;

legal advisors included according to their organizational structure are not allowed to procure legal consultancy, assistance and/or representation services.

[...]

(3) In duly justified situations, when legal consultancy, assistance and/or representation services required by national companies and commercial companies fully state owned or having the state as major shareholder, as well as by autonomous regies provided under par. (1) cannot be provided by legal advisers employed by said entities, such services can be procured in accordance with the law only upon approval and authorization of state's representatives or of regional governments' representatives in the governing bodies:

a) by the main credit release coordinating authority, in case of companies fully state owned or having the state as major shareholder;"

Considering the above, Romgaz identified the necessity to procure legal assistance, consultancy and/or representation services specialized in the above-indicated fields, required to secure the representation of the Company's best interests with the highest degree of professionalism in connection with GDRs listed on LSE and with any operations related thereto, including issuance of new GDRs, reduction of GDR number or delisting of GDRs, without any limitation thereto.

The targeted legal services include the following activities, without any limitation thereto:

- Identification of legal obligations in connection with GDR-related operations approved by Company's shareholders;
- Description of procedures required to implement shareholders' resolutions in connection with the Company's GDRs;
- Drafting required documentation to implement shareholders' resolutions in connection with the Company's GDRs;
- Review of the depository contract concluded with BNYM as GDR depository, and assistance with concluding addenda thereto, in accordance with Company's shareholders resolutions;
- Representation in front of all UK authorities for the implementation of shareholders resolution, if applicable;
- Securing the fulfillment of all of the Company's legal obligations, for the implementation of shareholders resolution;
- Assistance in drafting documentation required to obtain corporate approvals in connection with operations with GDRs issued by BNYM;
- Legal consultancy in connection with services by other consultants and, when applicable, drafting opinions and assisting Romgaz in the negotiation process of contracts to be concluded with these consultants for the implementation of the Company's shareholder resolution in connection with issued GDRs;
- Review of corporate communications and of Romgaz press releases, including Romgaz website, and consultancy regarding the Company's compliance with publicity restrictions until the completion of implementing shareholders resolutions in connection with issued GDRs;
- Reviewing promotional materials of Romgaz in order to comply with the relevant securities-related legislation;
- Drafting and/or amending all required corporate documents, such as Romgaz Articles of Incorporation, Board of Directors and GMS resolutions and of any corporate documents and of documents to be made available to regulatory and/or listing or stock-exchange related authority by Romgaz in connection with GDRs listed on LSE;
- Other activities required to implement the Company's shareholders resolution in connection with GDRs listed on LSE;
- Submitting reports/opinions in connection with GDR-related operations.
- Representation in litigation cases (if required) in front of competent courts (Romanian or foreign) and/or arbitral courts, as the case may be.

In case such legal services are approved by GMS, upon selecting the legal consultancy suppliers the base principles of sectorial procurement shall be taken into account and complied with, i.e.:

- non-discrimination;
- equal treatment;
- mutual recognition;
- transparency;
- proportionality,
- taking responsibility.

Romgaz 2024 Budget will include the necessary funds for the procurement of consultancy services, legal assistance and representation

In view of the above, we submit to SNGN Romgaz SA General Meeting of Shareholders for approval the procurement of legal assistance, consultancy and/or representation services in connection with operations relating to GDRs, which have Company's underlying shares and are listed on LSE.

Draft Resolution:

SNGN Romgaz SA general Meeting of Shareholders approves the procurement of legal assistance, consultancy and/or representation services in connection with operations relating to GDRs, which have Company's underlying shares and are listed on LSE.

CEO

Răzvan POPESCU

CFO

Gabriela TRÂNBIȚAȘ

Head of Capital Market Office

Adina ȘTEFĂNESCU

Head of Legal Office

Monica STAFIE