

**Romgaz registration no. 11392/24.03.2020**

**THE MINISTRY OF ECONOMY, ENERGY AND BUSINESS ENVIRONMENT**

**Minister's Office**

**Ministry Registration Number: 3033/VDP/March 24, 2020**

**To:                   Societatea Nationala de Gaze Naturale "Romgaz" SA  
                          Mrs. Stan-Olteanu Manuela Petronela, Chairman of the Board of Directors**

Taking into account the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale "ROMGAZ" S.A. summoned for April 13, 2020, the Ministry of Economy, Energy and Business Environment on behalf of the Romanian State as shareholder of 269,823,080 shares representing 70.0071% of the company's share capital, subject to art.117<sup>1</sup> of the Company Law no.31/1990 as amended from time to time, requests the Board of Directors to include new items on the agenda, to debate on and approve the following items:

1. Approval to extend SNGN Romgaz S.A. Board members' mandates by two months as of the expiration date, in compliance with the provisions of article 64<sup>1</sup> para (5) of GEO no. 109/2011 on corporate governance of public companies, approved and subsequently amended and supplemented by Law no.111/2016, as amended from time to time;
2. Approve the addendum to the contract of mandate related to extending the mandate of Board members by two months as of the expiration date;
3. Mandate a representative of the shareholders or one of the shareholders, appointed by the chairman of the board of directors/chairman of the meeting within the general meeting of shareholders, to sign the addenda to the contracts of mandate with SNGN Romgaz SA Board members.

*We also propose the following Resolution draft:*

1. Approve to extend SNGN Romgaz SA Board members' mandates by two months as of the expiration date, in compliance with the provisions of article 64<sup>1</sup> para (5) of GEO no. 109/2011 on corporate governance of public companies, approved and subsequently amended and supplemented by Law no.111/2016, as amended from time to time, by preserving the rights and obligations of the existing parties to the contracts of mandate;
2. Approve the addendum to the contract of mandate related to extending the mandate term of Board members by two months as of the expiration date, according to the annex;

*Translation from the Romanian language*

3. Mandate a representative of the shareholders or one of the shareholders, appointed by the chairman of the board of directors/ chairman of the meeting within the general meeting of shareholders, to sign the addenda to the contracts of mandate with SNGN Romgaz SA Board members.

Yours respectfully,

**MINISTER OF ECONOMY, ENERGY AND BUSINESS ENVIRONMENT**

Virgil- Daniel POPESCU

Signature

Stamp of the Ministry

**Addendum No. .... to DIRECTOR AGREEMENT No. ....**

Concluded between:

Societatea Nationala de Gaze Naturale "ROMGAZ" SA, company managed in a one-tier system, with its registered office in Medias, C.I. Motas Square no.4, Sibiu county, registered at Trade Register Office under Sibiu Court, under no. J32/392/2001, fiscal code RO 14056826, IBAN RO08 RNCB 0231 0195 2533 0001 open at BCR Medias, represented by \_\_\_\_\_, as principal, ("the Company")

and

**Mr/Mrs**....., born on .....in ..... County....., domiciled in ....., identified with Identity Card No. ...., issued by....., on ....., personal identification number (CNP) .....acting as non-executive Member of the Board of Directors or ("Board member"),

Whereas:

- Article 64<sup>1</sup>, para 5 of GEO no. 109/2011 on corporate governance of public companies;
- Article \_\_\_\_ of Resolution No. \_\_\_\_\_ of SNGN Romgaz SA Ordinary General Meeting of Shareholders, approving the extension of the interim board member mandate for Mrs/Mr. \_\_\_\_\_;
- The Company and the Board member concluded Directors Agreement no.\_\_\_\_\_;

The Company and the Board member mutually agreed on the following:

**Sole Article**

Extends the term of the Directors Agreement no. \_\_\_\_\_ by 2 (two) months, starting with \_\_\_\_\_ until \_\_\_\_\_.

This addendum was prepared on \_\_\_\_\_ in 2 (two) original copies, the parties declare that each received a copy upon execution.

**The Company, by**

**Board Member**

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