

Translation from the Romanian language

TO THE

GENERAL MEETING OF SHAREHOLDERS OF S.N.G.N. „ROMGAZ” – S.A.

Subject: The approval in principal of the acquisition of external specialized legal consulting services, assistance and representation and mandating the Board of Directors to coordinate the procedures for the acquisition of external specialized legal consulting services, assistance and representation

Whereas:

- The Provisions of GEO no. 26 as of June 6, 2012 on some measures to reduce public expenditure and strengthen financial discipline and to amend and supplement certain legislative acts, stipulates that:

“Art. I

(1) Public authorities and institutions of central and local public administration, regardless of how funding and subordination, national corporations, national companies and companies owned or majority state, and autonomous administrations who have their own specialized personnel in the organizational structure cannot acquire specialized legal consulting services, assistance and/or representation.

(2) In duly justified cases, the legal activities of consulting, assistance and / or representation required by public authorities and institutions referred to in paragraph (1) cannot be provided by specialized personnel engaged in these entities may be procured services of this nature, under the law, only with approval of:

a) Main credit release authority for public authorities and institutions of the central public administration;

(3) In duly justified cases, the legal activities of consulting, assistance and/or representation required for national corporations, national companies and commercial companies and autonomous administrations provided in paragraph (1) cannot be provided by specialized personnel engaged in these entities may be procured services of this nature, under the law,

only with the approval and mandating state representatives or administrative units in their governing bodies:

a) Main credit release authority, in case of which the state is wholly or majority shareholder;

- The specific and comprehensive activity of Romgaz, its importance, wide scope, implications and consequences of performing the current activity, participation in relevant commercial activities, participation in internal and international associations, carrying out some major economic investments (worth of hundreds of millions of euros), potential participation in particular national strategic projects, the necessity of reorganizing the society and adjusting to the competitive European market, the assumed obligations to reduce and stabilize the decline of produced natural gas including by the development and involvement in offshore activities etcetera.
- The necessity to promote, stand for Romgaz's interests and comply with Romgaz's and shareholders rights and obligations, and the current context when the company's shares are traded on the Bucharest Stock Exchange and London Stock Exchange.

It has been found that in certain cases, although the company has its own legal counsellors to stand for company's interests and carry out the company's interest at the highest level, it would be necessary to support the company's legal activity by a law firm specialized in various fields (fiscal, labour etcetera).

In this respect we kindly ask you to approve in principle the acquisition of external specialized legal consulting services, assistance and representation and mandating the Board of Directors to coordinate the procedures for the acquisition of external specialized legal consulting services, assistance and representation.

Also we mention that the request has been endorsed by Resolution no. 13/August 13, 2015 of the SNGN ROMGAZ SA Board of Directors.

Mentions:

- The acquisition of external legal consultancy shall be done only upon a previous notification and approval of the Board of Directors;
- When selecting the law firms the European principles and legal framework for public acquisition (including the Romanian legal framework) are to be complied with, the 7 principles respectively: non-discrimination, equal treatment, mutual recognition, transparency, proportionality, efficient use for public funds, responsibility assumption;
- The selection process for consultancy firms shall be done in accordance with Romgaz's implemented internal procedures as regards acquisitions which are not subject to and must not comply with the Government Ordinance no. 34/2006 updated.

Yours sincerely,

**Chairman of the Board of Directors
Aurora Negrut**

