



ROMGAZ



Societatea Națională de Gaze Naturale Romgaz S.A. - Mediaș - România

Înregistrare

TO: SNGN ROMGAZ SA GENERAL MEETING OF SHAREHOLDERS

Referring to: the procurement of external legal consultancy, assistance and/or representation services for SNGN ROMGAZ SA in connection with litigations arising from the relationship with the company's directors, managers/former managers, including upper managers and litigations with Romgaz Free Union

Whereas:

- The provisions of GEO No. 26 of June 6, 2012 on measures for reducing public expenses and strengthening the financial discipline and for amending and supplementing some legislative acts providing that:

"Art. I

(1) *Public authorities and institutions of the central and local public government, irrespective of how they are financed and subordinated, the national companies and commercial companies fully state owned or having the state as major shareholder, as well as the autonomous regies having own employees as legal advisors included in their organizational structure are not allowed to acquire legal consultancy, assistance and/or representation services.*

(2) *Provided that there are solid grounds to justify that legal consultancy, assistance and/or representation services required by the public authorities or institutions provided under paragraph (1) cannot be provided by the legal advisers employed by said entities, such services may be acquired under the law, only upon approval of:*

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

Capital social: 385.422.400 lei

CIF: RO 14056826

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



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

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

- even though the company has legal advisers hired to defend the company’s interests and their fulfilment at the highest level, it has been found that in some exceptional cases, the support of a legal company of lawyers/law firm is needed in different matters (civil, labour, criminal law, fiscal etc.)

Having in mind:

- the fact that the Company was and is involved in litigations with its directors, managers/former managers, legal advisers;
- the fact that there are criminal case files where the Company is civil part involving managers/former managers/employees holding or not management positions within SNGN Romgaz SA;
- the Company’s legal advisers are members of Romgaz SA Union which is the current representative union organization of the Company;
- in the event courts of law would have to settle disputes between SNGN Romgaz SA and the Union while the Company would be represented by its own legal advisers, this may generate the suspicion of lack of objectivity of the respective legal advisers who are also members of the union;
- in order to prevent such a situation in which the legal advisers, as employees of the company, would have to represent a case in contradiction with their own interests promoted by the union.

The services required for procurement are meant to support the company’s legal department in performing these procedures resulting in the representation, at highest professional level, of the company’s interests. Legal procedures or litigations initiated against/by directors, managers/former managers, including upper managers, Romgaz Free Union may arise suspicions that these files could be treated subjectively by the company’s own legal department, even if its personnel carries out its duty with maximum responsibility.

Moreover, it is unethical and not moral for a legal adviser to investigate/handle a file against a co-worker, or against the company’s managers/former managers/directors. It must be taken into account the fact that the workload of the company’s legal department is high as there is a large number of litigation files to be handled and, besides these files, it must also provide legal consultancy and support for the company’s current activity.

Thus, the support of a legal firm with experience in corporate law, labour, criminal and civil law are protected and promoted at the highest professional level.

In case this request is approved and subject to the General Meeting of Shareholders approval of the procurement, when selecting the firms for legal consultancy the following principles regarding the sectorial procurements will be observed:

- a) non-discrimination;
- b) equal treatment;
- c) mutual recognition;
- d) transparency;
- e) proportionality;
- f) accountability.

Having in view that these external legal consultancy, assistance and/or representation services are necessary and opportune, we kindly ask you to approve this procurement request under the conditions and limitations described herein.

We would like to state that the request was approved by SNGN ROMGAZ SA Board of Directors by Decision No. 16/25.03.2019.

Respectfully,

Chairman of the Board of Directors
Nistoran Dorin Liviu

A handwritten signature in black ink, consisting of a large, stylized initial 'N' followed by a series of loops and a long horizontal stroke extending to the left.