

ROMGAZ



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

To The General Assembly of Shareholders of SNGN ROMGAZ SA

Ref: approval of purchase by SNGN ROMGAZ SA of several consultancy, assistance and/or representation services with the purpose of establishing an association with the *Societatea de Administrare a Participațiilor în Energie S.A (S.A.P.E. SA)* (the Joint-Stock Company for the Management of Stakes in Energy) under the form of a joint-stock company

Having regard to:

- The provisions of the Government Emergency Ordinance (GEO) No 26 of June 6, 2012 on measures to reduce public expenditures and reinforce financial discipline, and to amend and supplement legal acts, according to which:

“Article I

- (1) *Authorities and public institutions of the local and central public administration, irrespective of the financing and subordination manner, national companies, commercial companies, sole or majority state owned, as well as autonomous entities that have in their organizational structure own legal personnel may not procure legal consultancy, assistance and /or representation services.*
- (2) *In well-grounded situations, when legal consultancy, assistance and/or representation activities necessary to public authorities and institutions mentioned at paragraph (1) cannot be provided by their employees specialized in legal matters, such services may be purchased in compliance with law, subject to the approval of:*
 - a) *the main credit authorizing entity for public authorities and institutions of the central public administration;*
- (3) *In well-grounded situations, when legal consultancy, assistance and/or representation activities necessary for national companies, commercial companies, as well as autonomous entities mentioned at paragraph (1) cannot be provided by their employees specialized in legal matters, such services may be purchased in compliance with the law subject to the approval and the authorization of the state or administrative units representatives of their management bodies:*
 - a) *by the main coordinating credit authorizing entity for the entities where the state is sole or majority shareholder; “*

- The nature and complexity of Romgaz activity, its importance and wide scope, the implications and consequences of the current activities, the participation in important commercial relations, in internal and international partnerships, the major economic investments (hundreds of millions of Euros), the potential participation in national strategic projects, the necessity to reorganize the company and to adapt it to the competitive European market, etc.;

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- The interests of Romgaz and of its shareholders that are promoted and safeguarded and their rights and obligations that are complied with, bearing in mind the company was listed on the Bucharest and London Stock Exchange,

it has been ascertained that, in certain exceptional cases, where the company's interest needs to be safeguarded at the highest level, Romgaz own legal department needs to be assisted in different fields (fiscal, labour, procurement, competition etc.) by a law firm.

In the current context:

- where an opportunity arose to develop the company's activity also on the energy supply and distribution market (gas and electric power) by establishing a new joint-stock company in association with S.A.P.E. SA.;
- the scope of the new company is operation/ exploitation of the facilities for natural gas and thermal energy distribution to households, industrial and commercial consumers; purchase and sale of natural gas, generation and sale of thermal energy, as well as supply of services in the field of current business;
- the fact that SNGN ROMGAZ SA is already a major player on the national energy market, and that it may be possible, when starting the new company and later on, while carrying out its activity, that the new company to encounter competition issues,

it is found that it is necessary to support Romgaz own legal department by a law firm with experience in the field of company law and competition, for the purpose of safeguarding and at the same time promoting the company's interests with the highest degree of professionalism.

We would like to specify that the services for which approval is requested will be carried on till the new company is registered in the Trade Register Office, hence the necessity to purchase such services. The assistance of Romgaz own legal department starting from the negotiation phase with S.A.P.E. SA for the form and content of the new company's articles of incorporation will naturally lead to defending the company's interests within this new company and, implicitly, to developing its activity and its financial results.

According to the company's estimates, the value of these services amounts to at most EUR 10,000 (VAT not included), and the selection of the legal consultancy companies shall be performed by complying with the principles of sectorial public procurement, namely:

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

Consequently, taking into account the necessity and opportunity to purchase such consultancy, assistance and/or external legal representation services, we hereby request the approval to purchase such services under the conditions and limits described herein.

We also specify that the request was endorsed by the Board of Directors of SNGN ROMGAZ SA by Resolution No. 61 from December 14, 2018.

Dorin Liviu NISTORAN
Chairman of ROMGAZ Board of Directors



