

Translation from the Romanian language

Ministry of Energy

Romgaz registration number 17058 of May 13/2019

To: SNGN Romgaz S.A. Board of Directors

In attn. of: Mr. Nistoran Dorin-Liviu, Chairman of the Board

The Ministry of Energy, on behalf of the Romanian State as shareholder holding a number of 269,823,080 shares representing 70.0071% of the share capital of Societatea Nationala de Gaze Naturale "Romgaz" S.A. (SNGN Romgaz S.A.), based on Company Law 31/1990 Art. 119, as amended from time to time and on GEO 109/2011 on corporate governance of public enterprises, Art. 64¹ as amended from time to time and approved by Law 11/2016, requests the immediate convening of the Ordinary General Meeting of Shareholders for the debate and approval of the following:

- 1) ***Election of SNGN Romgaz S.A. Board of Directors members by means of the cumulative voting method.***
- 2) ***Establishing the mandate term of the Board of Directors members elected by the cumulative voting method at a period of 4 (four) months in accordance with the provisions of GEO109/2011 on corporate governance of public enterprises, Art. 64¹ as amended from time to time and approved by Law 111/2016, except for the reconfirmed directors.***
- 3) ***Establishing the fixed gross monthly indemnity of the directors elected by means of the cumulative voting method, according to EGMS Resolution no. 8 of July 8, 2018.***
- 4) ***Approval of the mandate contract draft to be concluded with the directors elected by means of the cumulative voting method.***
- 5) ***Mandating the representative of the majority shareholder, the Romanian State acting through the Ministry of Energy, to sign the mandate contracts with the directors elected by means of the cumulative voting method.***

We also propose the following Resolution draft:

- 1) ***EGMS approves the election by means of the cumulative voting method of the following Board of Directors members***
 - ***[...], [.....] citizen, born in [.....] on [.....], domiciled in [.....], identified by [.....] series [.....] no. [.....] issued by [.....] on [.....], Personal Identification Number [.....] - [.....] cumulative votes***
 - ***[...], [.....] citizen, born in [.....] on [.....], domiciled in [.....], identified by [.....] series [.....] no. [.....] issued by [.....] on [.....], Personal Identification Number [.....] - [.....] cumulative votes***
 - ***[...], [.....] citizen, born in [.....] on [.....], domiciled in [.....], identified by [.....] series [.....] no. [.....] issued by [.....] on [.....], Personal Identification Number [.....] - [.....] cumulative votes***

- [.....], Personal Identification Number [.....] - [.....] cumulative votes**
- **[...], [.....] citizen, born in [.....] on [.....], domiciled in [.....], identified by [.....] series [.....] no. [.....] issued by [.....] on [.....], Personal Identification Number [.....] - [.....] cumulative votes**
 - **[...], [.....] citizen, born in [.....] on [.....], domiciled in [.....], identified by [.....] series [.....] no. [.....] issued by [.....] on [.....], Personal Identification Number [.....] - [.....] cumulative votes**
 - **[...], [.....] citizen, born in [.....] on [.....], domiciled in [.....], identified by [.....] series [.....] no. [.....] issued by [.....] on [.....], Personal Identification Number [.....] - [.....] cumulative votes**
 - **[...], [.....] citizen, born in [.....] on [.....], domiciled in [.....], identified by [.....] series [.....] no. [.....] issued by [.....] on [.....], Personal Identification Number [.....] - [.....] cumulative votes**

The following Board of Directors members are considered revoked:

- [.....]
- [.....]
- [.....]
-

They have not been reconfirmed as a result of applying the cumulative voting method. Consequently, their mandate terminates on the date of this EGMS, in accordance with Rule no. 5/2018, Article 167, par. (3) Financial Supervisory Authority.

- 2) **The mandate term of the Board of Directors members is:**
 - a) **4 (four) months, in accordance with the provisions of GEO109/2011 on corporate governance of public enterprises, Art. 64¹ as amended from time to time and approved by Law 11/2016, for interim directors appointed in accordance with item 1 above.**
 - b) **Equal with the remaining period of the mandate approved by OGMS Resolution no. 8 of July 6, 2018, article 2 for the Members of the Board reconfirmed in compliance with on corporate governance of public enterprises, Article 32 par. (8) as amended from time to time and approved by Law 111/2016**
- 3) **The fixed gross monthly indemnity of the directors elected by means of the cumulative voting method is established in accordance with the OGMS Resolution no. 8 of July 6, 2018, Article 3.**
- 4) **The mandate contract draft to be concluded with the directors elected by means of the cumulative voting method is approved in the attached form.**

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5) The representative of the majority shareholder, the Romanian State acting through the Ministry of Energy, is mandated to sign the mandate contracts with the members of S.N.G.N. Romgaz S.A. Board of Directors.

We also request the convening notice of S.N.G.N. ROMGAZ S.A. OGMS to include matters such as, but not limited to, specifications referring to the right of shareholders to propose candidates for the positions of S.N.G.N. ROMGAZ S.A. director, as follows:

- Shareholders wishing to formulate proposals for candidates shall include in their proposals information on name, place of residence and professional qualifications of the persons proposed for the respective position;
- The closing date of proposals for candidates for the positions of S.N.G.N. ROMGAZ S.A. director shall be set in accordance with the provisions of Article 187, item 8 of the Rule No 5/2018 on issuers of financial instruments and market operations, issued by the Financial Supervisory Authority;
- The list of information on name, place of residence and professional qualifications of the persons proposed for a position of S.N.G.N. ROMGAZ S.A. director shall be made available to the shareholders as well as on the company's website;
- The final list with all the proposals for the positions of S.N.G.N. ROMGAZ S.A. director shall be published no later than 10 days before the date of the OGMS, as specified in the convening notice;
- When directors are elected by cumulative voting method, the directors in office by the date of the OGMS are rightfully included in the list of candidates for elections to the new Board of Directors;
- Shareholders of S.N.G.N. ROMGAZ S.A. are entitled to formulate proposals for candidates for the position of director, in compliance with Law and the company's Articles of Incorporation.

The proposals shall be submitted to and registered at S.N.G.N. ROMGAZ S.A. Registry at the registered office of the company, by any form of courier services, registered post, or submitted by e-mail, with incorporated extended electronic signature, in accordance with Law no. 455/2001 on electronic signature, at the e-mail address investor.relations@romgaz.ro, no later than 15 days after the publication of the convening notice.

Yours respectfully,

Anton Anton

Minister of Energy