

Translation from the Romanian language

Romgaz Registration Number: 31512/08.10.2020

THE MINISTRY OF ECONOMY, ENERGY AND BUSINESS ENVIRONMENT

Minister's Office

Ministry Registration Number: 9677/VDP/October 6, 2020

To: SNGN Romgaz S.A. Board of Directors

In attn. of: Mrs. Stan-Olteanu Manuela-Petronela, Chairman of the Board

Regrading: SNGN ROMGAZ S.A Ordinary General Meeting of Shareholders of 23 (26), October 2020

The Ministry of Economy, Energy and Business Environment, 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.), having in view the convening of the Ordinary General Meeting Shareholders of 23 (26), October 2020, based on the provisions of Article 117¹, paragraph (1) and (2) of Company Law 31/1990 Art. 119, as amended from time to time and on GEO 109/2011 on corporate governance of public enterprises, approved by Law 111/2016, as subsequently amended and Law 24/2017 on issuers of financial instruments and market operations, requests introducing the following issues on the meeting's agenda:

- 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 means of voting;***
- 3) ***Establishing the fixed gross monthly indemnity of the nonexecutive members of the Board of Directors;***
- 4) ***Approval of the mandate contract draft to be concluded with the members of the Board of Directors;***
- 5) ***Mandating a person to sign on behalf of the shareholders the mandate contract concluded with the members of the Board of Directors.***

We also propose the following Resolution draft:

- 1) ***The following Board of Directors members are elected by means of the cumulative voting method***
 - ***[...], [.....] 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;***
 - ***[....], [.....] 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.***
- 2) *The mandate term of the Board of Directors members is established as follows:***
- a) *4 (four) months, in accordance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, Art. 64¹ as amended from time to time and approved by Law no. 111/2016, 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 the provisions of GEO no. 109/2011 on corporate governance of public enterprises, Article 32 par. (8), as amended from time to time and approved by Law no. 111/2016.***
- 3) *The fixed gross monthly indemnity of the nonexecutive members of the BoD, equal with the average over the past 12 months of the fixed gross monthly salary, for the activity performed according to the main activity object registered by the company at class level, according to the activity classification in the national economy, communicated by the National Statistics Institute prior to the appointment, in compliance with GEO no. 109/2011, Art. 37;***
- 4) *The mandate contract draft to be concluded with the directors elected by means of the cumulative voting method is approved in the form proposed by the Romanian State shareholder, acting through the Ministry of Economy, Energy and Business Environment;***
- 5) *The representative of the Romanian State shareholder, acting through the Ministry of Economy, Energy and Business Environment, is mandated to sign the mandate contracts with the members of S.N.G.N. Romgaz S.A. Board of Directors.***

Translation from the Romanian language

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.

We hereby attach the draft of the mandate contract proposed to be concluded with the elected directors by cumulative voting method.

Yours respectfully,

Virgil – Daniel POPESCU

Minister of Energy, Energy and Business Environment