

**RESOLUTION NO. 12/October 23, 2020****of the Ordinary General Meeting of Shareholders  
Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A.**

**Registered office: Mediaș, 4 Constantin Motas square, Sibiu County, Romania,  
registered with the Trade Register Office attached to Sibiu Law Court under no.  
J32/392/2001, fiscal code RO 14056826**

The Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale „ROMGAZ” – S.A joined in the meeting, at its first convening, of October 23, 2020, 1:00 pm (Romania time) at the SNGN ROMGAZ SA working point located in Bucharest, Sector 1, 59 Grigore Alexandrescu Street, 5<sup>th</sup> floor, issues the following:

**RESOLUTION****Article 1**

Approves SNGN ROMGAZ SA rectified individual 2020 Income and Expenditure Budget.

**Article 2**

Takes note of the rectified consolidated 2020 Income and Expenditure Budget of ROMGAZ Group.

**Article 3**

Approves the extension of interim directors mandates for a period of 2 months from their expiration date, according to article 64<sup>1</sup> para (5) of GEO no.109/2011 on corporate governance of public enterprises.

**Article 4**

Approves the template and the content of the addendum to be concluded to the directors' agreements, related to extending by 2 months the term of the directors' agreements of interim directors, according to the attached model.

**Article 5**

Authorize the representative of the Ministry of Economy, Energy and the Business Environment in S.N.G.N. ROMGAZ S.A General Meeting of Shareholders to sign the addenda that extend the term of directors' agreements of interim directors.

**Article 6**

Authorises the Chairman and the Secretary of the meeting to sign the resolution of the Ordinary General Meeting of Shareholders.

The present Resolution was signed on October 23, 2020, in 4 (four) original copies.

**CHAIRMAN OF THE MEETING**

**SECRETARY OF THE MEETING**

**ADDENDUM NO .... TO THE DIRECTORS' AGREEMENT NO .....**

Made between:

Societatea Națională de Gaze Naturale ROMGAZ SA, a company managed in an one-tier system, having its headquarters at Medias, 4 Constantin Motas Square, Sibiu County, registered with the Trade Register Office of Sibiu Court under number J32/392/2001, fiscal code RO 14056826, IBAN Code RO08 RNCB 0231 0195 2533 0001 opened at BCR Medias, represented by Mr. \_\_\_\_\_, as principle ("The Company"),

and

Mister/Madam \_\_\_\_\_, born on \_\_\_\_\_ in \_\_\_\_\_, County \_\_\_\_\_, resident in \_\_\_\_\_, street \_\_\_\_\_, no. \_\_\_\_\_, building \_\_\_\_\_, apartment \_\_\_\_\_, County \_\_\_\_\_, identified by ID series \_\_\_\_\_ no. \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, personal identification number \_\_\_\_\_, as non-executive member of the Board of the Directors ("Director").

Whereas:

- The provisions of Article 64<sup>1</sup>, paragraph 5 of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;
- The provisions of Article \_\_\_\_\_ of SNGN ROMGAZ SA Ordinary General Meeting of Shareholders Resolution no. \_\_\_\_\_, approving the extension of the interim directors' mandate for Mr./Mrs. \_\_\_\_\_;
- Directors' Agreement no. \_\_\_\_\_ concluded between the Company and the Director;

The Company and the Director mutually agree to the following:

**Sole Article**

The term of the Director's Agreement no. \_\_\_\_\_ is extended by 2 (two) months starting with \_\_\_\_\_ until \_\_\_\_\_.

This Addendum is concluded on \_\_\_\_\_ in 2 (two) original copies, each Party declaring that it has received one copy upon signing.

The Company, by  
\_\_\_\_\_

Director  
\_\_\_\_\_