

Ministry of Energy
Minister's Office

SNGN Romgaz SA
Registration no. 39492/18.11.2021

Registration no. 16218/VDP/17.11.2021

To: **Societatea Nationala de Gaze Naturale "Romgaz" SA Board of Directors**

Mr. Dan Dragos Dragan
Chairman of the Board of Directors

Ref. to: The Extraordinary General Meeting of Shareholders (EGMS) of Societatea Nationala de Gaze Naturale Romgaz SA summoned for December 9 (10), 2021

The Ministry of Energy, on behalf of the Romanian State as shareholder of 269,823,080 shares representing 70.0071% of Societatea Nationala de Gaze Naturale "Romgaz" SA (SNGN Romgaz SA) share capital, taking into account the convening of the Extraordinary General Meeting of Shareholders (EGMS) for December 9 (10), 2021, subject to art.105, paragraph (3) letter b) of Law 24/2017 on *issuers of financial instruments and market operations* and taking into account the convening notice for the meeting called on December 9 (10), 2021, with respect to item 2 of the EGMS agenda, namely:

"Approve conclusion of the share sale and purchase agreement of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, agreement to be concluded by S.N.G.N. ROMGAZ S.A., as Purchaser with ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as Sellers"

requests to submit for approval of the EGMS called on December 9 (10), 2021, the following additional resolution draft (related to item 2 of the agenda):

"If S.N.G.N. Romgaz S.A. acquires all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, company that owns 50% of all rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block, any disposal of:

- a) shares issued by ExxonMobil Exploration and Production Romania Limited;***
- b) rights and obligations of ExxonMobil Exploration and Production Romania Limited under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block***

shall be made only upon approval of S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders."

Therefore, for the avoidance of any doubt, the draft to be submitted for EGMS approval, for item 2 of the agenda of the meeting called on December 9 (10) 2021, by including the previously mentioned additional draft, shall be the following:

“Approves conclusion of the share sale and purchase agreement of all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, agreement to be concluded by S.N.G.N. ROMGAZ S.A., as Purchaser with ExxonMobil Exploration and Production Romania Holdings Limited, ExxonMobil Exploration and Production Romania (Domino) Limited, ExxonMobil Exploration and Production Romania (Pelican South) Limited, ExxonMobil Exploration and Production Romania (Califar) Limited and ExxonMobil Exploration and Production Romania (Nard) Limited, as Sellers.

The agreement shall be concluded by S.N.G.N. Romgaz S.A. concurrently with receiving a corporate guarantee letter issued by Exxon Equity Holding Company in favour of S.N.G.N. Romgaz S.A. to guarantee the refund of the deposit and payment of relevant claims under the above-mentioned mentioned share sale and purchase agreement.

If S.N.G.N. Romgaz S.A. acquires all shares issued by (representing 100% of the share capital of) ExxonMobil Exploration and Production Romania Limited, company that owns 50% of all rights and obligations under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block, any disposal of:

- a) shares issued by ExxonMobil Exploration and Production Romania Limited;*
- b) rights and obligations of ExxonMobil Exploration and Production Romania Limited under the Concession Agreement for petroleum exploration, development and production in XIX Neptun Deep Block*

shall be made only upon approval of S.N.G.N. Romgaz S.A. Extraordinary General Meeting of Shareholders.”

Respectfully yours,

Minister of Energy
Virgil-Daniel Popescu

Round stamp of the Ministry of Energy

Indecipherable signature