## MINISTRY OF ENERGY MINISTER'S OFFICE

No. 10972/VDP/8.02.2022

To: the Board of Directors of Societatea Nationala de Gaze Naturale ROMGAZ SA Attn: Mr. Dan Dragos DRAGAN, Chairman of the Board of Directors

Subject: the Ordinary General Meeting of Shareholders of Societatea Nationala de Gaze Naturale ROMGAZ SA convened on February 28, 2022/ March 01, 2022

The Ministry of Energy, on behalf of the Romanian State, as shareholder, holding 269,823,080 shares representing 70.0071% of the share capital of Societatea Nationala de Gaze Naturale 'ROMGAZ SA' (SNGN ROMGAZ SA), considering the convening of the Ordinary General Meeting of Shareholders on February 28, 2022/March 01, 2022, pursuant to the provisions of article 117¹ of Companies Law 31/1990 as subsequently amended and supplemented, of the Government Emergency Ordinance No. 109/2011 on corporate governance of public enterprises approved by Law No. 111/2016 as subsequently amended and supplemented, hereby requests the following items to be included on the agenda of the ordinary general meeting of shareholders:

- "selection of 7 (seven) interim members of the Board of Directors";
- "setting the duration of interim members' mandate to a period of 4 (four) months pursuant to the provisions of article 64<sup>1</sup>, paragraph (5) of the GEO No. 109/2011 on corporate governance of public enterprises beginning with March 14, 2022";
- "setting the fixed monthly gross allowance of non-executive interim members of the Board of Directors pursuant to the provisions of article 37, paragraph (2) of GEO No. 109/2011 on corporate governance of public enterprises";
- "approval of the form of the mandate contract to be concluded with the interim members of the Board of Directors";
- "Mandating the representative of the majority shareholder, namely the Ministry of Energy, to sign the mandate contracts with the interim members of the Board of Directors".

Furthermore, we propose the following draft resolutions:

| - | The selection | of the  | following   | interim   | members | of | Societatea | Nationala | de | Gaze | Naturale |
|---|---------------|---------|-------------|-----------|---------|----|------------|-----------|----|------|----------|
|   | "ROMGAZ SA    | " Board | of Director | s is appr | oved:   |    |            |           |    |      |          |
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- Duration of the Board of Directors members' mandate is established to 4 (four) months, pursuant to the provisions of article 64<sup>1</sup> of GEO No. 109/2011 on corporate governance of public enterprises, approved with amendments and supplements by Law No. 111/2016, for members of the Board of Directors appointed in accordance with the above mentioned article, beginning with March 14, 2022;
- The fixed monthly gross allowance of the appointed members of the Board of Directors is set to twice the average for the last 12 months of the average gross monthly salary for the activity performed pursuant to the registered main activity of the company, at class level in accordance with the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, pursuant to the provisions of article 37 of GEO 109/2011;
- The form of the mandate contract to be concluded with the members selected in accordance with the proposal of the Romanian State shareholder acting through the Ministry of Energy is approved;
- 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.

The shareholders representing at least 5% of the share capital may formulate proposals of candidates no later than 15 days after the publication of the convening notice. The application will include information regarding the name, place of residence and professional qualification of the persons proposed for such positions in accordance with the provisions of article 117<sup>1</sup>, paragraph (2) of Companies Law No. 31/1990, republished, as subsequently amended and supplemented.

Best regards,

Virgil-Daniel POPESCU

**ENERGY MINISTER**