



Societate Administrată în Sistem Dualist

The National Power Grid Company Transelectrica
2-4 Olteni Street Bucharest, District 3, 030786, Romania
Trade Register Number J40/8060/2000, Single Registration Code 13328043
Phone +4021 303 56 11, Fax +4021 303 56 10
Share capital subscribed and paid: 733.031.420 Lei www.transelectrica.ro

To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets
Financial Supervision Authority - General Directorate Supervision - Issuers Division

Date of the report: **November 28, 2022**

Current report according to the provisions of Law no 24/2017, ASF Regulation 5/2018 and the BVB Code

Name of Issuer Company: **NPG Co. TRANSELECTRICA S.A., managed under two-tier system**

Headquarters: Bucharest 3, 2-4 Olteni Street

Phone/fax numbers: 021 30 35 611/021 30 35 610

Single registration code: 13328043

LEI code: 254900OLXCOUQC90M036

Number in the Trade Register: J40/8060/2000

Share capital subscribed and paid: 733,031,420 LEI

Regulated market where the issued securities are transacted: Bucharest Stock Exchange

Completing the convening notice for the shareholders' general extraordinary assembly on December 15/16, 2022 (according to the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019)

The Directorate of the National Power Grid Company Transelectrica SA, managed under two-tier system, seated in str. Olteni no. 2-4, PLATINUM Centre Building, Bucharest 3, registered with the Office of the Commercial Register under no. J40/8060/2000, single (fiscal) registration code 13328043, (the Company), with the unanimous agreement of its members, taking into account the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019, holder of 43.020.309 shares representing 58,6882% of the Company's share capital, expressed in letter no 20/33575/MN/25.11.2022 (registered under no 56982/25.11.2022), in accordance with article 117¹ of the Company law 31/1990, republished, with later amendments and additions, of art. 105 alin 3 Law 24/2017 on the issuers of financial instruments and market operations, republished of art. 189 ASF Regulation 5/2018 on the issuers of financial instruments and market operations, with later amendments and additions, are adding the agenda of the Shareholders' general extraordinary assembly that will take place on **December, 15, 2022 12:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, initially published in Romania's Official Gazette, Part IV, no. 4758/11.11.2022 and in "Daily News" no 588/2022 with the following item:

"1[^]1. Amendment of the Company's Articles of Association, respectively amendment of Annex no. 1 by replacing the terms units, Unit and Unit with the terms branches, Branch, respectively Branch."

Thus the extraordinary reunion convened on **December 15, 2022, 12:00 h** Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders

LANGUAGE DISCLAIMER: This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.

recorded in the Company's Shareholder Register at the end of **December 05, 2022** will have the following

AGENDA:

1. Information regarding the Company's disputes with a value higher than 500,000 EURO;

1^1. Amendment of the Company's Articles of Association, respectively amendment of Annex no. 1 by replacing the terms units, Unit and Unit with the terms branches, Branch, respectively Branch:

LIST of the territorial transmission branches, the system operators and the subsidiaries of National Power Grid Company Transelectrica - SA

1. Transelectrica Territorial transmission branches"

No.	Name of Territorial transmission branches	Locality	Headquarters
1.	Bacău Territorial Transmission Branch	Bacău	41 Oituz Street
2.	București Territorial Transmission Branch	București	1A Ștefan cel Mare Street, district 1
3.	Cluj Territorial Transmission Branch	Cluj-Napoca	27 Memorandumului Street
4.	Craiova Territorial Transmission Branch	Craiova	5 Brestei Street
5.	Timișoara Territorial Transmission Branch	Timișoara	11 Piața Romanilor Street
6.	Constanța Territorial Transmission Branch	Constanța	195 A Alexandru Lăpușneanu Blvd., building LAV1, ground-floor and mezzanine
7.	Pitești Territorial Transmission Branch	Pitești	25 B Frații Golești Street
8.	Sibiu Territorial Transmission Branch	Sibiu	3 Corneliu Coposu Blvd.

2. Establishing the date of **January 09, 2023** as the registration date of the shareholders who will be touched by the effects of the Shareholders General Extraordinary Assembly's Decision;

3. The empowerment of the sitting president to sign the Decision of the Shareholders General Extraordinary Assembly, as well as the necessary documents regarding the registration and publication of the Shareholders' General Extraordinary Assembly's Decision, according to the legal provisions.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general extraordinary assembly will be held on **December 16, 2022, 12:00 h** in Bucharest 3, str.

Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, having the same agenda.

On the convened date, the Company's share capital is 733,031,420 lei and consists of 73,303,142 nominative dematerialised shares of 10 Lei nominal value, each share providing the right to one vote in the Shareholders' general extraordinary assembly.

Following the completion of the agenda and the draft resolutions from the shareholders, the meeting materials (documents or information regarding the issues listed on the agenda) are available starting on **November 29, 2022**, in electronic format, both in Romanian , as well as in English, on the Company's website (www.transelectrica.ro), Investor Relations/AGM page and can be obtained at the address: "PLATINUM Center", str. Olteni no. 2 – 4, sector 3, Bucharest, on weekdays, between 08:00 and 15:00.

Each shareholder has the right to ask questions about the items on the General Assembly's agenda, to which answers will be posted on the Company's website. Questions can be submitted in writing, either by mail or courier service (at: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic means (e-mail: irina.racanel@transelectrica.ro or fax: +4021.303.56.10) to the attention of Mrs Irina Racanel.

Shareholders enlisted on the reference date in the Company's Shareholders' register, notified by the Central Depositary, that directly or indirectly hold participation of at least 5% from the Company's share capital are compelled to fill in and submit a liability statement according to the provisions of article 34 para 2 from the Electricity and natural gas law 123/2012, with later amendments and additions, of article 17 para 8 and of article 40 from the Company's Articles of association. Such statement will be accompanied by the summary of account positions to date / the statement of account showing the portfolio of shares held by it to the economic operators carrying out power generation or supply activities, issued by the Participant / Central Depositary. The model of statement form will be posted both in Romanian and in English on the Company's site together with the correspondence voting forms and the special powers of attorneys. This form can be also obtained from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, **08:00 ÷ 15:00 h**. The responsibility of the statements in terms of compliance with applicable legal and statutory provisions devolves exclusively on each shareholder individually (article 326 of the Criminal Code approved by Law 286/2009 with later amendments and additions). Such statement together with the statement of account / summary of account positions to date will be filled in, signed by the shareholder and submitted in the original to the Company before the reunion of the Shareholders' general assembly.

The capacity of shareholder as well as, in case of legal person shareholders or of entities without legal personality, the capacity of legal representative is ascertained according to the list of shareholders on the reference/registration date received by the Company from the Central Depositary or, as the case may be, for different reference/registration dates according to the following documents that the shareholder submits to the issuer, issued by the central depositary or by the participants defined that provide custody services:

a) The statement of account showing the capacity of shareholder and the number of shares held;

b) The documents certifying the registration of the information about the legal representative with the central depositary / the respective participants.

Documents certifying the capacity of legal representative elaborated in a foreign language, other than English, will be accompanied by translation made by certified translator into Romanian or English. There is no need to legalise or apostille the documents certifying the capacity of shareholder's legal representative. To identify the natural person shareholder, or as the case may be the legal representative of the legal person shareholder or entity without legal personality asking questions, making proposals that add the agenda or submitting draft decisions, he/she will attach copies of the documents certifying his/her identity to such request.

Only shareholders registered on the reference date **December 05, 2022** can attend and vote in person or by proxy.

The participation by proxy is possible using a special power of attorney, according to the form provided by the Company, or a general mandate complying with the provisions of article 105 from Law 24/2017 on the issuers of financial instruments and market operations, republished, as per the terms of articles 200-207 from Regulation 5/2018 on the issuers of financial instruments and market operations, with later amendments and additions.

The special power of attorney form both in Romanian and English will be also available in electronic format on the Company's website www.transelectrica.ro, page Investor Relations/AGA beginning with **November 29, 2022**.

The special power of attorney in the original or the general mandate (a copy that should mention the conformity with the original and bear the representative's signature), either in Romanian or in English will be submitted at Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, to the kind attention of Mrs. Irina Racanel, or will be transmitted bearing the extended electronic signature according to the provisions of Law 455/2001 on the electronic signature by e-mail to: irina.racanel@transelectrica.ro. The special power of attorney will be submitted in a closed envelope marked "Special power of attorney – for the **AGEA Secretariat December 15/16, 2022**" by **December 15, 2022, 12:00 h** for the first convocation, namely by **December 16, 2022, 12:00 h**, for the second convocation.

Shareholders registered on the reference date have the opportunity to vote by mail, before the General Meeting of Shareholders, by using the mail voting form provided, both in Romanian and in English, starting on **November 29, 2022**, on the Company's website (www.transelectrica.ro), Investor Relations/AGM page. Voting by mail can be expressed by a representative only if he has received a special/general power of attorney from the shareholder he represents, which is submitted to the Company under the conditions specified above, or the representative is a credit institution that provides services of custody, in compliance with art. 105 para. 11 of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished.

Correspondence voting forms either in Romanian or in English that have been filled in and signed by shareholders and are accompanied by a copy of the ID document of the natural person shareholder or, as the case may be, a copy of the ID document of the legal person shareholder's representative, will have to get in the original by post or courier service, in closed envelope marked "Special power of attorney – for the **AGEA Secretariat December 15/16, 2022**", by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **December 15, 2022, 12:00 h** for the first convocation, namely by **December 16, 2022, 12:00 h** for the second convocation.

Additional information can be obtained from the phone number +40 722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

The request of the Romanian State shareholder, represented by the General Secretariat of the Government, formulated by address no. 20/33575/MN/25.11.2022 took into account the position of the executive management of the Company expressed by address no. 56951/25.11.2022, respectively that it is necessary, in order to make the activity more efficient in the sense of reducing the time to solve the tasks entrusted to the staff, the reorganization of the Company's activity including at the territorial level with implications in the attributions of the organizational entities within the executive, an operation based strategically on principles that generally aim to optimize the way of organization and efficiency of the decision-making chain. Such a reorganization of the activity and modification of the organizational structure will entail the elimination of organizational structures of the "units" type, including those currently interposed between the Directorate and the specialized organizational entities, and will have the effect of abolishing the eight Territorial Transport Units and the corresponding establishment of a number of eight Territorial Transport Branches.

Gabriel ANDRONACHE

**Executive Director General
Directorate Chairman**

Florin Cristian TĂTARU

Directorate Member