



No. 20/12786/M.A./11.04.2024

No. 145/AT/11.04.2024

TEL no. 18968/11.04.2024

To,

THE NATIONAL POWER TRANSMISSION COMPANY TRANSELECTRICA

Mr. Ștefăniță MUNTEANU, Chief Executive Officer of the Directorate

To the knowledge of,

Mr. Cătălin – Andrei DASCĂL, Chairperson of the Supervisory Board

Dear Sirs,

taking into consideration the provisions of:

- art.11 para. (5) from G.E.O. no. 68/2019 regarding the setting of some measures on the central public administration level and in order to amend and add some legislation according to which the exercise of rights and the fulfillment of the obligations arising from the quality of state's shareholder at the NPT Company Transelectrica is performed by the Government's General Secretariat;
- art. 105 para. (3) of Law 24/2017 on issuers of financial instruments and market operations, republished, in conjunction with the provisions of art. 117¹ of Corporations Law no 31/1990, republished with later amendments and additions,

and taking into consideration the items included on the agenda of The Shareholders' Ordinary General Assembly from **April 29/30, 2024**,

The Government's General Secretariat requests that you shall add to the agenda of the Shareholders' Ordinary General Assembly convened for **April 29/30, 2024**, the following items:

„1. The Shareholders' Ordinary General Assembly ratifies the resolutions number 26/25.06.2021, no. 49/22.12.2021, no. 50/22.12.2021, no. 51/22.12.2021, no. 52/22.12.2021, no. 53/22.12.2021, no. 13/23.03.2022, no. 18/21.06.2022, no. 43/14.10.2022, no. 53/19.12.2022, no. 15/19.04.2023, no. 24/20.06.2023, no. 39/24.10.2023 and no. 11/21.03.2024 of the Supervisory Board to designate provisional members in the Directorate.”

Additional item for which we are sending you the following draft resolutions:

1. Regarding item 1 on the agenda, by _____ votes *For* representing _____% of the total number of votes cast, by _____ of votes *Against* representing _____% of the total number of votes cast and by _____ of votes *Abstention*, it approves/does not approve the ratification of the

resolutions no. 26/25.06.2021, no. 49/22.12.2021, no. 50/22.12.2021, no. 51/22.12.2021, no. 52/22.12.2021, no. 53/22.12.2021, no. 13/23.03.2022, no. 18/21.06.2022, no. 43/14.10.2022, no. 53/19.12.2022, no. 15/19.04.2023, no. 24/20.06.2023, no. 39/24.10.2023 and no. 11/21.03.2024 of the Supervisory Board to designate the provisional members in the Directorate.

„2. The general limits of the remuneration and of the other revenues offered by NPT Co. Transelectrica to its provisional members are set, including the fixed allowance, as well as the other benefits granted, thusly:

2.1. Fixed gross monthly compensation: maximum 6 times the average over the last 12 months of the average gross monthly salary for the activity carried out according to the main object of activity registered by the company, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

2.2. Other benefits for Directorate members of NPT Co. Transelectrica:

a) in case the mandatee (Directorate member) does not have a home in Bucharest or within 60 km from Bucharest, the company will settle, at the request of the mandatee accompanied by supporting documents, the equivalent of the amount of the monthly rent related to the use of a home located in Bucharest or within 60 km from Bucharest, within the limit of the equivalent in RON of the net amount of up to 780 EURO/month.

b) in case the mandatee domicile (Directorate member) is not in Bucharest, the company will settle, at the request of the mandatee, accompanied by supporting documents, the equivalent value of air, rail and/or road transport from the domicile to the headquarters of the mandator and back within the limit of the equivalent in RON of a net amount of up to 2000 RON/month.”

Additional item for which we are sending you the following draft resolutions:

*2. Regarding item 2 on the agenda, by ____ votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention**, it **approves/does not approve** to establish the general limits of the remuneration and of the other revenues that will be offered by NPT Co. Transelectrica to its provisional members of Directorate, including the fixed allowance, as well as the other benefits granted, thusly:*

2.1. Fixed gross monthly compensation: maximum 6 times the average over the last 12 months of the average gross monthly salary for the activity carried out according to the main object of activity registered by the company, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

2.2. Other benefits for Directorate members of NPT Co. Transelectrica:

a) in case the mandatee (Directorate member) does not have a home in Bucharest or within 60 km from Bucharest, the company will settle, at the request of the mandatee accompanied by supporting documents, the equivalent of the amount of the monthly rent related to the use of a home located in Bucharest or within 60 km from Bucharest, within the limit of the equivalent in RON of the net amount of up to 780 EURO/month.

b) in case the mandatee domicile (Directorate member) is not in Bucharest, the company will settle, at the request of the mandatee, accompanied by supporting documents, the equivalent value of air, rail and/or road transport from the domicile to the headquarters of

the mandator and back within the limit of the equivalent in RON of a net amount of up to 2000 RON/month.

Based on those mentioned above, we request that you shall take all measures to give access to the shareholders to all the materials necessary in order to take some decisions, in accordance with what was requested and submitted, by covering the publication procedure in accordance with the regulations in force on the capital market.

Sincerely,

RESOLUTION NO. 26

The Supervisory Board of National Power Transmission Company Transelectrica gathered in meeting on 25.06.2021, having all its five members present, mutually agreed,

Taking into consideration the provisions of Corporations Law 31/1990, the Articles of Association of NPT Co. Transelectrica, as well as of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions,

Taking into consideration the resolution of the Supervisory Board number 25/25.06.2021,

Taking into consideration the recommendation of the Nomination and Remuneration Committee gathered on 25.06.2021,

Provided that the provisions regarding the number of favorable votes to make a decision are met, on **25.06.2021**,

DECIDES

Art. 1

(1) Pursuant to art. 64² para. (1) of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions, Bogdan TONCESCU, Ionuț-Bogdan GRECIA, Adrian MORARU, Cătălin-Constantin NADOLU and Marius-Viorel STANCIU are designated as provisional members of Directorate.

(2) The mandate of the Directorate members designated in para (1) of this article has a length of 4 months starting on 25.06.2021 with the possibility to extend it for good reasons, for another two months, but the duration of the mandate will not exceed the date of completion of the selection procedure of the members of the Directorate of NPT Co. Transelectrica under the terms of GEO 109/2011, if the procedure completes between this time period.

(3) The appointment of the Directorate members designated in para (1) of this article will become effective on the date of signing in front of the public notary the declaration of acceptance of the mandate by each member of the Directorate of NPT Co. Transelectrica.

Art. 2 (1) The form of the mandate contract that shall be concluded with the provisional members of Directorate is the one from Annex 1 at this resolution.

(2) Mr. Morariu Marius Vasile, Chairman of the Supervisory Board is empowered to sign the mandate contract with the provisional members of Directorate, in the name of the Company.

Art. 3 The remuneration of 46,597 RON gross/month for provisional members of the Directorate is approved.

Art. 4 In accordance with the provisions of art 23 para. (1) of the Articles of Association of NPT Co. Transelectrica, the Supervisory Board elects Mr. **Bogdan TONCESCU** as Chairman of Directorate, alternatively called Executive Director General or Chief Executive Officer 'CEO' of National Power Transmission Company Transelectrica.

Supervisory Board

Chairman

Morariu Marius Vasile

**Dogaru – Tulică
Adina – Loredana
Member**

**Popescu Mihaela
Member**

**Năstasă Claudiu
Constantin
Member**

**Blăjan Adrian
Nicolae
Member**

RESOLUTION NO. 49

The Supervisory Board of National Power Transmission Company Transelectrica gathered in meeting on 22.12.2021, having all its seven members present, mutually agreed,

Taking into consideration the provisions of Corporations Law 31/1990, the Articles of Association of NPT Co. Transelectrica, as well as of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions,

Taking into consideration the recommendation of the Nomination and Remuneration Committee gathered on 22.12.2021,

Provided that the provisions regarding the number of favorable votes to make a decision are met, on **22.12.2021**,

DECIDES

Art. 1

(1) Pursuant to art. 64² para. (1) of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions, Mr. Gabriel Andronache is designated as provisional member of Directorate.

(2) The mandate of the Directorate member designated in para (1) of this article has a length of 4 months starting on 25.12.2021 with the possibility to extend it for good reasons, for another two months, but the duration of the mandate will not exceed the date of completion of the selection procedure of the members of the Directorate of NPT Co. Transelectrica under the terms of GEO 109/2011, if the procedure completes between this time period.

(3) The appointment of the Directorate member designated in para (1) of this article will become effective on the date of signing in front of the public notary the declaration of acceptance of the mandate of member of the Directorate of NPT Co. Transelectrica.

Art. 2 (1) The form of the mandate contract that shall be concluded with the provisional member of Directorate is the one from Annex 1 at this resolution.

(2) Mr. Morariu Marius Vasile, Chairman of the Supervisory Board is empowered to sign the mandate contract with the provisional member of Directorate, in the name of the Company.

Art. 3 The remuneration of 46,597 RON gross/month for provisional member of the Directorate is approved.

Art. 4 In accordance with the provisions of art 23 para. (1) of the Articles of Association of NPT Co. Transelectrica, the Supervisory Board elects Mr. Gabriel

Andronache as Chairman of Directorate, alternatively called Executive Director General or Chief Executive Officer 'CEO' of National Power Transmission Company Transelectrica.

Supervisory Board

Chairman,

Morariu Marius Vasile

RESOLUTION NO. 50

The Supervisory Board of National Power Transmission Company Transelectrica gathered in meeting on 22.12.2021, having all its seven members present, mutually agreed,

Taking into consideration the provisions of Corporations Law 31/1990, the Articles of Association of NPT Co. Transelectrica, as well as of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions,

Taking into consideration the recommendation of the Nomination and Remuneration Committee gathered on 22.12.2021,

Provided that the provisions regarding the number of favorable votes to make a decision are met, on **22.12.2021**,

DECIDES

Art. 1 (1) Pursuant to art. 64² para. (1) of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions, Mr. Cătălin Constantin Nadolu is designated as provisional member of Directorate.

(2) The mandate of the Directorate member designated in para (1) of this article has a length of 4 months starting on 25.12.2021 with the possibility to extend it for good reasons, for another two months, but the duration of the mandate will not exceed the date of completion of the selection procedure of the members of the Directorate of NPT Co. Transelectrica under the terms of GEO 109/2011, if the procedure completes between this time period.

(3) The appointment of the Directorate member designated in para (1) of this article will become effective on the date of signing in front of the public notary the declaration of acceptance of the mandate of member of the Directorate of NPT Co. Transelectrica.

Art. 2 (1) The form of the mandate contract that shall be concluded with the provisional member of Directorate is the one from Annex 1 at this resolution.

(2) Mr. Morariu Marius Vasile, Chairman of the Supervisory Board is empowered to sign the mandate contract with the provisional member of Directorate, in the name of the Company.

Art. 3 The remuneration of 46,597 RON gross/month for provisional member of the Directorate is approved.

Supervisory Board

Chairman,

Morariu Marius Vasile

RESOLUTION NO. 51

The Supervisory Board of National Power Transmission Company Transelectrica gathered in meeting on 22.12.2021, having all its seven members present, mutually agreed,

Taking into consideration the provisions of Corporations Law 31/1990, the Articles of Association of NPT Co. Transelectrica, as well as of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions,

Taking into consideration the recommendation of the Nomination and Remuneration Committee gathered on 22.12.2021,

Provided that the provisions regarding the number of favorable votes to make a decision are met, on **22.12.2021**,

DECIDES

Art. 1 (1) Pursuant to art. 64² para. (1) of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions, Mr. Marius Viorel Stanciu is designated as provisional member of Directorate.

(2) The mandate of the Directorate member designated in para (1) of this article has a length of 4 months starting on 25.12.2021 with the possibility to extend it for good reasons, for another two months, but the duration of the mandate will not exceed the date of completion of the selection procedure of the members of the Directorate of NPT Co. Transelectrica under the terms of GEO 109/2011, if the procedure completes between this time period.

(3) The appointment of the Directorate member designated in para (1) of this article will become effective on the date of signing in front of the public notary the declaration of acceptance of the mandate of member of the Directorate of NPT Co. Transelectrica.

Art. 2 (1) The form of the mandate contract that shall be concluded with the provisional member of Directorate is the one from Annex 1 at this resolution.

(2) Mr. Morariu Marius Vasile, Chairman of the Supervisory Board is empowered to sign the mandate contract with the provisional member of Directorate, in the name of the Company.

Art. 3 The remuneration of 46,597 RON gross/month for provisional member of the Directorate is approved.

Supervisory Board

Chairman,

Morariu Marius Vasile

RESOLUTION NO. 52

The Supervisory Board of National Power Transmission Company Transelectrica gathered in meeting on 22.12.2021, having all its seven members present, mutually agreed,

Taking into consideration the provisions of Corporations Law 31/1990, the Articles of Association of NPT Co. Transelectrica, as well as of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions,

Taking into consideration the recommendation of the Nomination and Remuneration Committee gathered on 22.12.2021,

Provided that the provisions regarding the number of favorable votes to make a decision are met, on **22.12.2021**,

DECIDES

Art. 1 (1) Pursuant to art. 64² para. (1) of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions, Mr. Florin-Cristian Tătaru is designated as provisional member of Directorate.

(2) The mandate of the Directorate member designated in para (1) of this article has a length of 4 months starting on 25.12.2021 with the possibility to extend it for good reasons, for another two months, but the duration of the mandate will not exceed the date of completion of the selection procedure of the members of the Directorate of NPT Co. Transelectrica under the terms of GEO 109/2011, if the procedure completes between this time period.

(3) The appointment of the Directorate member designated in para (1) of this article will become effective on the date of signing in front of the public notary the declaration of acceptance of the mandate of member of the Directorate of NPT Co. Transelectrica.

Art. 2 (1) The form of the mandate contract that shall be concluded with the provisional member of Directorate is the one from Annex 1 at this resolution.

(2) Mr. Morariu Marius Vasile, Chairman of the Supervisory Board is empowered to sign the mandate contract with the provisional member of Directorate, in the name of the Company.

Art. 3 The remuneration of 46,597 RON gross/month for provisional member of the Directorate is approved.

Supervisory Board

Chairman,

Morariu Marius Vasile

RESOLUTION NO. 53

The Supervisory Board of National Power Transmission Company Transelectrica gathered in meeting on 22.12.2021, having all its seven members present, mutually agreed,

Taking into consideration the provisions of Corporations Law 31/1990, the Articles of Association of NPT Co. Transelectrica, as well as of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions,

Taking into consideration the recommendation of the Nomination and Remuneration Committee gathered on 22.12.2021,

Provided that the provisions regarding the number of favorable votes to make a decision are met, on **22.12.2021**,

DECIDES

Art. 1 (1) Pursuant to art. 64² para. (1) of G.E.O. 109/2011 on corporate governance of public enterprises with later amendments and additions, Mr. Ștefăniță Munteanu is designated as provisional member of Directorate.

(2) The mandate of the Directorate member designated in para (1) of this article has a length of 4 months starting on 25.12.2021 with the possibility to extend it for good reasons, for another two months, but the duration of the mandate will not exceed the date of completion of the selection procedure of the members of the Directorate of NPT Co. Transelectrica under the terms of GEO 109/2011, if the procedure completes between this time period.

(3) The appointment of the Directorate member designated in para (1) of this article will become effective on the date of signing in front of the public notary the declaration of acceptance of the mandate of member of the Directorate of NPT Co. Transelectrica.

Art. 2 (1) The form of the mandate contract that shall be concluded with the provisional member of Directorate is the one from Annex 1 at this resolution.

(2) Mr. Morariu Marius Vasile, Chairman of the Supervisory Board is empowered to sign the mandate contract with the provisional member of Directorate, in the name of the Company.

Art. 3 The remuneration of 46,597 RON gross/month for provisional member of the Directorate is approved.

Supervisory Board

Chairman,

Morariu Marius Vasile



Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
Transelectrica SA - Sediul Social: Str. Olteni, nr. 2-4, C.P. 030786, București
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No. 13568/23.03.2022

SUPERVISORY BOARD

DECISION NO. 13

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on March 23, 2022,

Pursuant to Article 21 para.(1) let.(d) and (e) and Article 23 para.(1) of the Articles of Association of NPG CO. Transelectrica SA and Article 153[^]9 para.(1) let.(b) of the Companies Act no. 31/1990, republished, as subsequently amended and supplemented,

Considering the recommendations of the Nomination and Remuneration Committee meeting held on 23.03.2022,

Subject to compliance with the provisions relating to the number of votes required for a decision to be taken, on **23.03.2022**,

DECIDES:

Art. 1 It is hereby noted that on April 24, 2022 the mandates of the provisional members of the Directorate Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Marius-Viorel STANCIU and Florin Cristian TĂTARU will expire.

Art. 2 (1) Pursuant to Art. 64² para. (1) of GEO no. 109/2011 on corporate governance of public companies, as subsequently amended and supplemented, it is decided by unanimous vote to extend the terms of office of the provisional members of the Directorate for a period of 2 months, starting from April 25, 2022 to June 24, 2022, for: **Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU and Florin Cristian TĂTARU**, however, the term of office shall not exceed the date of completion of the selection procedure for the members of the Directorate of the National Power Grid Company "Transelectrica"-SA under the conditions G.E.O. no. 109/2011, if the procedure is completed within this period.

(2) Mr. Marius-Vasile MORARIU, Chairman of the Supervisory Board, is hereby empowered to sign the Addenda to the mandate contracts of the Directorate members, with the purpose of extending the term of office of the Directorate members para. (1) of this Article.

Art. 3 (1) Pursuant to Art. 64² para. (1) of GEO no. 109/2011 on the corporate governance of public companies with subsequent amendments and completions, **Mr. Bogdan TONCESCU** is appointed as provisional member of the Directorate.

(2) The term of office of the member of the Directorate appointed in para. (1) of this Article shall be 2 months starting from April 25, 2022 until June 24, 2022, however, the term of office shall not exceed the date of completion of the selection procedure for the members of the Directorate of the National Power Grid Company "Transelectrica"-SA under the terms of GEO no. 109/2011, if the procedure is completed within this period.

(3) The appointment of the provisional member of the Directorate, designated in para. (1) of this Article, shall become effective on the date of signing before the notary public of the declaration of acceptance of the mandate as member of the Directorate of the National Power Grid Company "Transelectrica" SA.

(4) The form of the mandate contract to be concluded with the provisional member of the Directorate shall be the one approved by the Supervisory Board Decision no. 49/22.12.2021.

(5) The remuneration of the provisional member of the Directorate is approved as 46,597 lei gross/month.

(6) Mr. Morariu Marius Vasile, Chairman of the Supervisory Board, is hereby mandated to sign on behalf of the Company the mandate contract with the provisional member of the Directorate.

Art. 4 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board appoints Mr. **Gabriel ANDRONACHE** as Chairman of the Directorate, alternatively referred to as Chief Executive Officer of the National Power Grid Company "Transelectrica" SA, for the period April 25 - June 24, 2022.

**Supervisory Board
Chairman,
Morariu Marius Vasile**



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Societate Administrată în Sistem Dualist

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No. 29573/21.06.2022

SUPERVISORY BOARD

DECISION NO. 18

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on June 21, 2022,

With the participation of Mrs. BALACCIU Oana-Cristina, Mr. BLĂJAN Adrian-Nicolae, Mr. DASCĂL Cătălin-Andrei, Mr. DUMITRIU Victor-Florin, Mr. ORLANDEA Dumitru Virgil, Mr. PĂUN Costin-Mihai represented by Mrs. BALACCIU Oana-Cristina and Mr. VASILESCU Alexandru-Cristian,

Pursuant to Article 21 para.(1) let.(d) and (e) and Article 23 para.(1) of the Articles of Association of NPG CO. Transelectrica SA and Article 153⁹ para.(1) let.(b) of the Companies Act no. 31/1990, republished, as subsequently amended and supplemented,

Considering the recommendations of the Nomination and Remuneration Committee meeting held on June 21, 2022,

Subject to compliance with the provisions relating to the number of votes required for a decision to be taken, on **21.06.2022**,

DECIDES:

Art. 1 It is hereby noted that on June 24, 2022 the mandate of the provisional members of the Directorate Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Bogdan TONCESCU and Florin Cristian TĂTARU will expire.

Art. 2 (1) Pursuant to Art. 64² para. (1) of GEO no. 109/2011 on the corporate governance of public companies as subsequently amended and supplemented, Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Bogdan TONCESCU and Florin Cristian TĂTARU are appointed as provisional members of the Directorate.

(2) The term of office of the Directorate members appointed in paragraph (1) of this article shall be 4 months starting from 25.06.2022 with the possibility of extension, for good cause, for another two months, however, the term of office shall not exceed the date of completion of the selection procedure of the Directorate members of the National Power Grid Company "Transelectrica"-SA under the terms of GEO no. 109/2011, if the procedure is completed within this period.

(3) The appointment of the members of the Directorate, designated in paragraph (1) of this Article, shall become effective on the date of signing before the notary public of the declaration of acceptance of the mandate as member of the Directorate of the National Power Grid Company "Transelectrica" SA.

Art. 3 (1) The form of the mandate contract to be concluded with the provisional members of the Directorate shall be as set out in Annex 1 to this Decision.

(2) Mr. DĂSCĂL Cătălin-Andrei, Chairman of the Supervisory Board, is hereby mandated to sign on behalf of the Company the mandate contract with the provisional members of the Directorate.

Art. 4 The remuneration of the provisional member of the Directorate is approved as 46,597 lei gross/month.

Art. 5 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board elects Gabriel ANDRONACHE as Chairman of the Directorate, alternatively referred to as Chief Executive Officer of the National Power Grid Company "Transelectrica" SA.

**Supervisory Board
Chairman,
DASCĂL Cătălin-Andrei**



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Capital subscris și vărsat: 733.031.420 Lei
www.transelectrica.ro

No. 48743/14.10.2022

SUPERVISORY BOARD

DECISION NO. 43

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on October 14, 2022,

With the participation of Mr. ATANASIU Teodor, Mr. DASCĂL Cătălin-Andrei, Mr. ORLANDEA Dumitru Virgil, Mr. PĂUN Costin-Mihai, Mr. STERP VINGĂRZAN Gheorghe represented by Mr. ATANASIU Teodor, Mr. VASILESCU Alexandru-Cristian and Mrs. ZEZEANU Luminița represented by Mr. PĂUN Costin-Mihai,

Considering the provisions of the Company Law no. 31/1990, the Articles of Association of the National Power Grid Company "Transelectrica"-SA, as well as the G.E.O. no.109/2011 on corporate governance of public companies with subsequent amendments and completions, Considering the recommendations of the Nomination and Remuneration Committee meeting held on October 14, 2022,
Subject to compliance with the provisions relating to the number of votes required for a decision to be taken, on **October 14, 2022**,

DECIDES:

Art. 1 Pursuant to Art. 64² para. (1) of GEO no. 109/2011 on the corporate governance of public companies, as subsequently amended and supplemented, it is unanimously decided to extend the term of office for a period of 2 months, from 25.10.2022 to 24.12.2022, the mandates of the following provisional members of the Directorate: Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin-Constantin NADOLU, Florin Cristian TĂTARU and Bogdan TONCESCU, but not later than the completion of the selection procedure according to the provisions of GEO 109/2011 regarding corporate governance of public companies, as amended and supplemented.

Art.2 The update of the fixed remuneration of the members of the Directorate, according to the legal provisions, namely its modification from 46.597 lei gross/month to 55.050 lei gross/month, is approved.

Art. 3 Mr. Cătălin-Andrei DASCĂL, Chairman of the Supervisory Board, is hereby authorised to sign the Addenda to the contracts of mandate of the Directorate members, with the purpose of extending the term of office according to Art. 1 and Art. 2 of this Decision.

Art. 4 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board elects Mr. Gabriel ANDRONACHE as Chairman of the Directorate, alternatively referred to as Chief Executive Officer of the National Power Grid Company "Transelectrica" SA.

Supervisory Board
Chairman,

DASCĂL Cătălin-Andrei



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Capital subscris și vărsat: 733.031.420 Lei
www.transelectrica.ro

No 61219/19.12.2022

SUPERVISORY BOARD

DECISION NO. 53

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on December 19, 2022,

With the participation of Mr. ATANASIU Teodor, Mr. DASCĂL Cătălin-Andrei, Mr. ORLANDEA Dumitru Virgil, Mr. PĂUN Costin-Mihai, Mr. STERP VINGĂRZAN Gheorghe, Mr. VASILESCU Alexandru-Cristian and Mrs. ZEZEANU Luminița,

Pursuant to Article 21 para.(1) let.(d) and (e) and Article 23 para.(1) of the Articles of Association of NPG CO. Transelectrica SA and Article 153⁹ para.(1) let.(b) of the Companies Act no. 31/1990, republished, as subsequently amended and supplemented,

Considering the recommendations of the Nomination and Remuneration Committee meeting held on December 19, 2022,

Subject to compliance with the provisions relating to the number of votes required for a decision to be taken, on **19.12.2022**,

DECIDES:

Art. 1 It is hereby noted that on December 24, 2022 the mandates of the provisional members of the Directorate Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Bogdan TONCESCU and Florin Cristian TĂTARU will expire.

Art. 2 (1) Pursuant to Art. 64² para. (1) of GEO no. 109/2011 on the corporate governance of public companies as subsequently amended and supplemented, Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Bogdan TONCESCU and Florin Cristian TĂTARU are appointed as provisional members of the Directorate.

(2) The term of office of the members of the Directorate appointed in paragraph (1) of this article shall be 4 months starting from 25.12.2022 with the possibility of extension, for good cause, for another two months, however, the term of office shall not exceed the date of completion of the selection procedure of the Directorate members of the National Power Grid Company "Transelectrica"-SA under the terms of GEO no. 109/2011, if the procedure is completed within this period.

(3) The appointment of the members of the Directorate, designated in paragraph (1) of this Article, shall become effective on the date of signing before the notary public of the declaration of acceptance of the mandate as member of the Directorate of the National Power Grid Company "Transelectrica" SA.

Art. 3 (1) The form of the mandate contract to be concluded with the provisional members of the Directorate shall be as set out in Annex 1 to this Decision.

(2) Mr. DĂSCĂL Cătălin-Andrei, Chairman of the Supervisory Board, is hereby mandated to sign on behalf of the Company the mandate contract with the provisional members of the Directorate.

Art. 4 The remuneration of the provisional member of the Directorate is approved as 55,050 lei gross/month.

Art. 5 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board elects Gabriel ANDRONACHE as Chairman of the Directorate, alternatively referred to as Chief Executive Officer of the National Power Grid Company "Transelectrica" SA.

**Supervisory Board
Chairman,
DASCĂL Cătălin-Andrei**



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SUPERVISORY BOARD

No 19868/19.04.2023

DECISION NO. 15

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on April 19, 2023,

With the participation of Mr. ATANASIU Teodor, Mr. DASCĂL Cătălin-Andrei, Mr. ORLANDEA Dumitru Virgil, Mr. PĂUN Costin-Mihai, Mr. STERP VINGĂRZAN Gheorghe, Mr. VASILESCU Alexandru-Cristian and Mrs. ZEZEANU Luminița represented by Mr. VASILESCU Alexandru-Cristian,

Considering the provisions of the Company Law no. 31/1990, the Articles of Association of the National Power Grid Company "Transelectrica"-SA, as well as the G.E.O. no.109/2011 on corporate governance of public companies with subsequent amendments and completions, Considering the recommendation of the Nomination and Remuneration Committee meeting held on April 19, 2023,

Provided that the provisions relating to the number of votes required for a decision to be taken are complied with, on **April 19, 2023**,

DECIDES:

Art. 1 Pursuant to Art. 64² para. (1) of GEO no. 109/2011 on the corporate governance of public companies, as subsequently amended and supplemented, it is decided to extend the term of office for 2 months, starting on 25.04.2023 and ending on 24.06.2023, the mandates of the following provisional members of the Directorate: Gabriel ANDRONACHE, Ștefăniță MUNTEANU, Cătălin-Constantin NADOLU, Florin Cristian TĂTARU and Bogdan TONCESCU, but not later than the completion of the selection procedure according to the provisions of GEO 109/2011 on corporate governance of public companies, as subsequently amended and supplemented.

Art. 2 Mr. Cătălin-Andrei DASCĂL, Chairman of the Supervisory Board, is hereby authorised to sign the Addenda to the contracts of mandate of the of the Directorate members, with the purpose of extending the term of office according to Article 1 of this Decision.

Art. 3 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board elects Mr. Gabriel ANDRONACHE as Chairman of the Directorate, alternatively referred to as Chief Executive Officer of the National Power Grid Company "Transelectrica" SA.

Supervisory Board
Chairman,

DASCĂL Cătălin-Andrei



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No. 30352/20.06.2023

SUPERVISORY BOARD

DECISION NO. 24

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on June 20, 2023,

With the participation of Mr. ATANASIU Teodor, Mr. DASCĂL Cătălin-Andrei, Mr. ORLANDEA Dumitru Virgil, Mr. PĂUN Costin-Mihai, Mr. STERP VINGĂRZAN Gheorghe represented by Mr. ATANASIU Teodor, Mr. VASILESCU Alexandru-Cristian and Mrs ZEZEANU Luminița represented by Mr. ASILESCU Alexandru-Cristian,

Pursuant to Article 21(1)(d) and (e) and Article 23(1) of the Articles of Association of NPG CO. Transelectrica SA and Article 153⁹ para.(1) let.(b) of the Companies Act no. 31/1990, republished, as subsequently amended and supplemented,

Considering the recommendations of the Nomination and Remuneration Committee meeting held on June 20, 2023,

Subject to compliance with the provisions relating to the number of votes required for a decision to be taken, on **20.06.2023**,

DECIDES:

Art. 1 It is hereby noted that on June 24, 2023 the mandates of the provisional members of the Directorate: Ștefăniță MUNTEANU, Cătălin Constantin NADOLU Florin Cristian TĂTARU and Bogdan TONCESCU will expire.

Art. 2 (1) Pursuant to Art. 64² para. (1) of GEO no. 109/2011 on the corporate governance of public companies as subsequently amended and supplemented, Mr. Ștefăniță MUNTEANU, Mr. Cătălin Constantin NADOLU, Mr. Florin Cristian TĂTARU and Mr. Bogdan TONCESCU are appointed as provisional members of the Directorate.

(2) The term of office of the members of the Directorate appointed in paragraph (1) of this article shall be 4 months starting from 25.06.2023 with the possibility of extension, for good cause, for another two months, however, the term of office shall not exceed the date of completion of the selection procedure of the members of the Directorate of the National Power Grid Company "Transelectrica"-SA under the terms of GEO no. 109/2011, if the procedure is completed within this period.

(3) The appointment of the members of the Directorate, designated in paragraph (1) of this Article, shall become effective on the date of signing before the notary public of the declaration of acceptance of the mandate as member of the Directorate of the National Electricity Transmission Company "Transelectrica" SA.

Art. 3 (1) The form of the mandate contract to be concluded with the provisional members of the Directorate shall be as set out in Annex 1 to this Decision.

(2) Mr. DĂSCĂL Cătălin-Andrei, Chairman of the Supervisory Board, is hereby mandated to sign on behalf of the Company the mandate contract with the provisional members of the Directorate.

Art. 4 The remuneration of the provisional member of the Directorate is approved as 55,050 lei gross/month.

Art. 5 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board elects Mr. Ștefăniță Munteanu as Chairman of the Directorate, alternatively referred to as Chief Executive Officer - "CEO" of the National Power Grid Company "Transelectrica" SA.

**Supervisory Board
Chairman,
DASCĂL Cătălin-Andrei**



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No. 50321/24.10.2023

SUPERVISORY BOARD

DECISION NO. 39

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on October 24, 2023,

With the participation of Mr. ATANASIU Teodor, Mr. DASCĂL Cătălin-Andrei, Mrs. Anca MITU, Mr. PĂUN Costin-Mihai, Mr. VASILESCU Alexandru-Cristian and Mrs. ZEZEANU Luminița represented by Mr. DASCĂL Cătălin-Andrei,

Pursuant to Article III of Law no.187/2023 on the amendment and completion of Government Emergency Ordinance no. 109/2011 regarding corporate governance, Article 21 paragraph (1) letter d) and e) and Article 23 paragraph (1) of the Articles of Association of NPG CO. Transelectrica SA and Article 153[^]9 paragraph (1) letter b) of Company Law no.31/1990, republished, as subsequently amended and supplemented,

Considering the recommendations of the Nomination and Remuneration Committee meeting held on October 24, 2023,

Subject to compliance with the provisions relating to the number of votes required for a decision to be taken, on **24.10.2023**,

DECIDES:

Art. 1 It is hereby noted that on October 24, 2023 the mandates of the provisional members of the Directorate, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Florin Cristian TĂTARU and Bogdan TONCESCU, will expire.

Art. 2 (1) Pursuant to Article III of Law no.187/2023 on the amendment and completion of Government Emergency Ordinance no. 109/2011 regarding corporate governance, Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Florin Cristian TĂTARU and Bogdan TONCESCU are appointed as provisional members of the Directorate.

(2) The term of office of the members of the Board of Directors appointed in paragraph (1) of this article shall be **5 (five) months** starting from **25.10.2023**, with the possibility of extension, once, for another 2 months, for good reasons, however, the term of office shall not exceed the date of completion of the selection procedure for the members of the Directorate of the National Power Grid Company "Transelectrica"-SA under the terms of GEO no.109./2011 regarding corporate governance of public companies, approved with amendments and completions by Law no.111/2016, with subsequent amendments and completions, as well as with those brought by Law no.187/2023, if the procedure is completed within this period.

(3) The appointment of the members of the Directorate, designated in paragraph (1) of this Article, shall become effective on the date of signing before the notary public of the declaration of acceptance of the mandate as member of the Directorate of the National Power Grid Company "Transelectrica" SA.

Art. 3 (1) The form of the mandate contract to be concluded with the provisional members of the Directorate shall be as set out in Annex 1 to this Decision.

(2) Mr. DĂSCĂL Cătălin-Andrei, Chairman of the Supervisory Board, is hereby mandated to sign on behalf of the Company the mandate contract with the provisional members of the Directorate.

Art. 4 The remuneration of the provisional member of the Directorate is approved as **55,050 lei gross/month**.

Art. 5 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board elects Ștefăniță MUNTEANU as Chairman of the Executive Board, alternatively referred to as Chief Executive Officer or Chief Executive Officer - "CEO" of the National Power Grid Company "Transelectrica" SA.

**Supervisory Board
Chairman,
DASCĂL Cătălin-Andrei**



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No. 14427/21.03.2024

SUPERVISORY BOARD

DECISION NO. 11

The Supervisory Board of the National Power Grid Company "Transelectrica"-SA, convened in a meeting on March 21, 2024,

With the participation of Mr. ATANASIU Teodor, Mr. DASCĂL Cătălin-Andrei, Mr. ORLANDEA Dumitru-Virgil, Mr. PĂUN Costin-Mihai represented by Mr. VASILESCU Alexandru-Cristian, Mr. RUSU Rareș Stelian, Mr. VASILESCU Alexandru-Cristian and Mrs. ZEZEANU Luminița,

Pursuant to Article III of Law no.187/2023 on the amendment and completion of Government Emergency Ordinance no. 109/2011 regarding corporate governance, Article 21 paragraph (1) letter d) and e) and Article 23 paragraph (1) of the Articles of Association of NPG CO. Transelectrica SA and Article 153⁹ paragraph (1) letter b) of Company Law no.31/1990, republished, as amended,

Considering the recommendations of the Nomination and Remuneration Committee meeting held on March 21, 2024,

Subject to compliance with the provisions relating to the number of votes required for a decision to be taken, on **March 21, 2024**,

DECIDES:

Art. 1 Pursuant to Article III of Law no.187/2023 on the amendment and completion of Government Emergency Ordinance no. 109/2011 regarding corporate governance, it is decided to extend the terms of office of the following provisional members of the Directorate for a period of 2 months, starting from 25.03.2024 until 24.05.2024: Ștefăniță MUNTEANU, Cătălin Constantin NADOLU, Florin Cristian TĂTARU and Bogdan TONCESCU, but no later than the completion of the selection procedure in accordance with the provisions of G.E.O. no.109/2011 if the procedure is completed within this period.

Art. 2 Mr. Cătălin-Andrei DASCĂL, Chairman of the Supervisory Board, is hereby authorised to sign the Addenda to the mandate contracts of the Directorate members, with the purpose of extending the term of office according to Article 1 of this Decision.

Art. 3 In accordance with Article 23 para. (1) of the Articles of Association of the National Power Grid Company "Transelectrica"-SA, the Supervisory Board elects Mr. Ștefăniță MUNTEANU as Chairman of the Directorate, alternatively referred to as Chief Executive Officer of the National Power Grid Company "Transelectrica" SA.

**Supervisory Board
Chairman,
DASCĂL Cătălin-Andrei**