

**No 13216/24.03.2021**

**NOTE**  
**of information about the remuneration policy**  
**with respect to Supervisory Board and Directorate members**

In accordance with the new provisions of Law 24/2017 on the issuers of financial instruments and market operations, with later amendments and additions<sup>1</sup>, provisions regarding the remuneration policy for governance bodies of issuers and establishing application measures for Regulation (EU) 2017/2.402<sup>2</sup>, the condition of *public enterprise*<sup>3</sup> of the National Power Grid Company Transelectrica SA means specific particular features of the framework of such policy.

Thus without prejudice to the objective of the European regulation providing transparent modes and criteria to establish the remuneration of governance bodies, the most important elements of the remuneration policy are pre-established by law and/or approved by Decisions of the Shareholders' general assembly, as applicable.

In accordance with article 3<sup>4</sup> para (3) of OUG 109/2011 on the corporate governance of public enterprises, with later amendments and additions, the methodology establishing financial and non-financial performance indicators and the variable component in the remuneration of governance bodies' members is established by means of methodological norms<sup>4</sup> currently approved by Governmental Decision 722/2016. At the same time the special law establishes the structure for the remuneration of Supervisory board and Directorate members (fixed monthly indemnification and variable component), the maximum cap of fixed indemnifications and the maximum cap of the variable component in the remuneration of Supervisory Board members<sup>5</sup>.

In concrete terms for the application of the provisions ensuing from the Company's position of public enterprise the Shareholders' general assembly approved by Decision 11/21.12.2020 the remuneration of Supervisory Board and Directorate members for mandates lasting 4 years the following:

<sup>1</sup> We actually refer to the provisions of article 92<sup>1</sup> of Law 24/2017.

<sup>2</sup> Law 158/2020 amending, adding and cancelling normative deed, and establishing application measures for Regulation (EU) 2017/2.402 of the European Parliament and Council of 12 Decembrie 2017 establishing a general framework regarding securitisation and setting a specific framework for simple transparent standardised securitisation and amending Directives 2009/65/CE, 2009/138/CE and 2011/61/UE, as well as Regulations (EC) 1060/2009 and (EU) 648/2012.

<sup>3</sup> In the application of OUG 109/2011 on the corporate governance of public enterprises, with later amendments and additions.

<sup>4</sup> Methodological Norms *for establishing financial and non-financial performance indicators as well as the variable component in the remuneration of members in the board of administration or, if applicable, of supervision as well as of directors, namely directorate members* approved by HG 722/2016.

<sup>5</sup> Articles 29, 30 and 37-39 of OUG 109/2011.

- (i) The financial and non-financial performance indicators resulting from the administration plan;
- (ii) The remuneration of Supervisory Board members with respect to the fixed gross monthly indemnification;
- (iii) The variable component in the remuneration of Supervisory Board members;
- (iv) The general limits of the remuneration and other benefits granted to Directorate members;
- (v) The content for the addendum to the mandate contract concluded between Supervisory Board members and the Company, including the indicators and the variable component;

The relevant documents pertaining to the Shareholders' general assembly 21.12.2020 can be found on the Company's website at *Investor Relations/AGA/AGOA 21.12.2020* section.

The decision of the Shareholders' general assembly is currently transposed into the mandate contracts concluded between the Company and Supervisory Board members, namely Directorate members. The form of such contracts is also posted on the Company's website as follows:

- On the mandate contracts of Directorate members in *About Us/Directorate*.
- On the mandate contracts of Supervisory Board members and addendums to such contracts, at *Investor Relations/AGA/AGOA 28.09.2020*, namely *Investor Relations/AGA/AGOA 21.12.2020*.

## DIRECTORATE

*Chairman*  
**Catalin**  
**NITU**

*Member*  
**Ovidiu**  
**ANGHEL**

*Member*  
**Corneliu-Bogdan**  
**MARCU**

*Member*  
**Andreea-Mihaela**  
**MIU**

*Member*  
**Marius Viorel**  
**STANCIU**