

No. 14448/28.03.2022

To: SHAREHOLDERS' GENERAL ASSEMBLY

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

In accordance with the provisions of art. 106 Law 24/2017 on the issuers of financial instruments and market operations, republished, provisions regarding the remuneration policy for governance bodies of issuers and establishing application measures for Regulation (EU) 2017/2.402¹, the condition of *public enterprise*² of the National Power Grid Company Transelectrica S.A. 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 3⁴ para. (3) of OUG 109/2011 on the corporative governance of public enterprises, with later amendments and additions, the methodology establishing financial and nonfinancial performance indicators and the variable component in the remuneration of governance bodies' members is established by means of methodological norms³ 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 members⁴.

In particular, and in application of the provisions deriving from the status of public company of the Company, **at this time**, the provisional members of the management bodies - the Supervisory Board and the Directorate - **can only be remunerated with a fixed monthly allowance established by the Shareholders' General Assembly, respectively by the Supervisory Board, within the**

¹ Law no. 158/2020 amending, supplementing and repealing certain legislation, as well as establishing measures for the implementation of Regulation (EU) 2017 / 2.402 of the European Parliament and of the Council of 12 December 2017 establishing a general framework for securitization and establishing a specific framework for simple, transparent and standardized security and amending Directives 2009/65 / EC, 2009/138 / EC and 2011/61 / EU, as well as Regulations (EC) No. 1060/2009 and (EU) no. 648/2012.

² Applying GEO no. 109/2011 on the corporate governance of public enterprises, with later amendments and additions.

³ Methodological norms for establishing the financial and non-financial performance indicators and the variable component of the remuneration of the members of the management board or, as the case may be, of the supervisory board, as well as of the directors, respectively of the directorate members approved by GD No. 722/2016.

⁴ Art. 29, 30 and 37-39 of GEO no. 109/2011.

maximum limit provided by art. 37⁵ paragraph (1) and art. 37 paragraph (3) reported to art. 38⁶ paragraph (2) of the GEO no. 109/2011 on the corporate governance of public enterprises, with subsequent amendments and completions. Thus, at this time, regarding the remuneration of the members of the management bodies of the Company, the limits within which these remunerations can be established are strictly provided by law and this legal situation does not constitute a premise for the issuer to establish a remuneration policy, within the meaning of art. 106 of Law no. 24/2017 on issuers of financial instruments and market operations, republished.

SGA decision, respectively the Decision of the Supervisory Board, regarding the remuneration of the members of the Company's management bodies is currently transposed in the mandate contracts concluded between the Company and the provisional members of the Supervisory Board. The form of these contracts is posted on the Company's website as follows:

- for the mandate contracts of the Directorate members in the *About Us/Directorate section*.
- for the mandate contracts of the Supervisory Board members in the *About Us/Supervisory Board section*.

DIRECTORATE

<i>Chairman</i>	<i>Member</i>	<i>Member</i>	<i>Member</i>	<i>Member</i>
Gabriel	Ștefăniță	Cătălin-	Marius Viorel	Florin-
ANDRONACHE	MUNTEANU	Constantin	STANCIU	Cristian
		NADOLU		TĂTARU

⁵ For the members of the Supervisory Board: "The fixed allowance may not exceed twice the average of the last 12 months of the average gross monthly earnings 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 National Institute of Statistics prior to appointment."

⁶ For the members of the Directorate: "(...) fixed monthly allowance that cannot exceed 6 times the average for the last 12 months of the average gross monthly earnings 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 (...)"