



Societate Administrată în Sistem Dualist

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

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

Date of the report: **July 15, 2022**

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

Name of the Issuer Company: National Power Grid Co. Transelectrica SA, managed under two tier system

Headquarters: Bucharest 1, Blvd. Magheru no. 33

Working location: no. 2-4, Olteni Street, Bucharest 3

Phone/fax number: 4021 3035 611/4021 3035610

Single Registration Code: 13328043

LEI Code: 254900OLXCOUQC90M036

Number in the Commercial Register: J40/8060/2000

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

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

## CONVENING THE SHAREHOLDERS' GENERAL EXTRAORDINARY ASSEMBLY

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'), **are convening** in accordance with the provisions of Company law 31/1990, republished, with later amendments and additions, of Law 24/2017 on the issuers of financial instruments and market operations, republished, of ASF Regulation 5/2018 on the issuers of financial instruments and market operations, with later amendments and additions, and of the Company's in force Articles of association, the Shareholders' general extraordinary assembly on **August 18, 2022 12:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, for all shareholders that are recorded in the Company's Shareholder Register at the end of **August 05, 2022** (reference date), having the following

### AGENDA:

1. Approval of the following amendments to the Articles of Association in order to reorganise the Company:

1.1 **Art. 20 paragraph (2)** is amended, the new wording being the following: **"(2)** The Supervisory Board meetings shall be convened by a notice sent at least 5 (five) calendar days before the proposed date for the meeting. The notice period shall not include the day of submission and the day on which the meeting is to take place. The notification will be sent to all Supervisory Board members, according to the provisions of the Articles of Association."

1.2 **Art. 21 para. (3) letter (a)** is amended, the new wording being as follows: "(a) the purchase of products, services and works, regardless of duration, with a value of over EUR 2,500,000;"

1.3 **Art. 21 para. (3) letter (b)** is amended, with the new wording being as follows: "(b) operations relating to the provision of transmission services, system services and the administration of the wholesale electricity market, operations to collect the contribution for high-efficiency cogeneration ,

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operations for the payment of the bonus and the refund of the overcompensation/undue bonus, operations for connection to RET, achievement of the coexistence conditions, cleaning up location and execution of these works, technical consultancy and project management, related to these works, sale-purchase operations of the lands necessary for the construction of the new facilities according to the contracts for connection to RET, as well as of the lands necessary for the access roads to these facilities, establishment in favour of National Power Grid Company Transelectrica - S.A. of some rights of use and easements, of surface, of use, of affect in any way on the lands affected by the new facilities according to the contracts for connection to RET, as well as any other operations that will be carried out for the good development of the Company's main activity in accordance with the regulations in force, with a value of over **EUR 5,000,000;**"

1.4 **Art. 21 para. (3)** is amended by adding letter (g) with the following wording: "(g) changes to the organisational structure (organisation chart) of the Company and the rules of organization and operation;"

1.5 **Art. 25 letter b)** is modified and will have the following content: "approves with the agreement of the Supervisory Board the organisational structure (organisational chart) of the Company and the rules of organization and operation;"

2. Approving the Power Transmission Grid Development Plan 2022 – 2031 - main coordinates which contains the presentation of the necessary RET development projects and the schedule of their completion in time and mandating the Company's Directorate to approve the amendments to the RET Development Plan 2022-2031 following the public consultation launched by the ANRE, in compliance with the main coordinates approved by the Shareholders' General Assembly;

3. Establishing the date of **September 05, 2022** as the registration date of the shareholders who will be touched by the effects of the Shareholders General Extraordinary Assembly's Decision;

4. The empowerment of the sitting president to sign the Decision of the Shareholders General Extraordinary Assembly and the Articles of association in force, 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 **August 19, 2022 12:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> 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.

The draft decision of the Shareholders' general extraordinary assembly and the reunion materials (documents or information regarding the items in the agenda) are available beginning with **July 18, 2022** in electronic format, both in Romanian and in English on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor relations/AGA and can be also obtained from: PLATINUM Centre, str. Olteni no. 2-4, Bucharest 3 on week-days, **08:00 - 15:00 h**.

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](mailto:irina.racanel@transelectrica.ro) or fax: 021.303.56.10) to the attention of Mrs. Irina Racanel.

Shareholders representing individually or jointly at least 5% of the share capital are entitled:

– to introduce items in the agenda of the general assembly, provided each item is accompanied by justification or by draft decision proposed to be passed by the General assembly, within 15 days from the publication date of the convening notice, namely **August 01, 2022, 16:00h**;

– to submit draft decisions for the items included or proposed to be included in the agenda of the general assembly, within 15 days from the publication date of the convening notice, namely **August 01, 2022, 16:00h**.

The rights provided above can be exercised only in writing and the shareholders will forward the request no later than **August 01, 2022, 16:00h**, either by post or courier services (at the following address: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic communication (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or by fax to the number: +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 Depository, 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 39 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 Depository. The template pattern of the 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). The 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 Depository 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 depository or by the participants, defined in art. 2 para. (1) point 19 of Regulation (EU) no. 909/2014 of the European Parliament and of the Council on 23 July 2014, 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 depository / the respective participants.

Documents certifying the capacity of legal representative issued 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, proposing candidates, 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.

The Company can accept the proof of the legal representative capacity according to documents considered relevant by the issuer, issued by the Office of the Trade Register or by a

similar authority from the state where the shareholder is registered, within the validity term, in case the shareholder has not provided the central depository / participant with proper information about his/her legal representative.

Only shareholders registered on the reference date **August 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](http://www.transelectrica.ro)), page Investor relations/AGA beginning with **July 18, 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 of the electronic signature by e-mail to: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro). The special power of attorney will be handed in a closed envelope marked "Special power of attorney – for the AGEA Secretariat **August 18/19, 2022**" by **August 18, 2022, 12:00 h** for the first convocation, and namely by **August 19, 2022, 12:00 h** for the second convocation.

Shareholders registered on the reference date can vote by correspondence before the Shareholders' general extraordinary assembly using the correspondence voting form made available both in Romanian and in English beginning with **July 18, 2022**, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor Relations/AGA. The vote by correspondence can be cast by a representative only in case he/she has received from the represented shareholder a special/general power of attorney that is submitted to the Company as specified above.

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 **August 18/19, 2022**" by **August 18, 2022, 12:00 h** for the first convocation, and namely by **August 19, 2022, 12:00 h** for the second convocation.

In case the initial convening notice is subsequently added new agenda items the Company will publish such convening addition according to legal provisions and will make available the updated additional assembly materials, the draft decision, the correspondence voting form and the form of the special power of attorney by **August 04, 2022**, which is previous to the reference date.

Additional information can be obtained from the phone number +40722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

**Gabriel ANDRONACHE**

**Cătălin Constantin NADOLU**

**Executive Director General  
Directorate Chairman**

**Directorate Member**