



Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice  
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## NOTE

**By which the approval by the SGA is requested for the legal action against the Supervisory Board and Directorate members.**

### I. General information

As a result of the measures ordered by the Romanian Court of Audit by Decision no. 15/2020, CA Control Report no. 40507/06.10.2020 and the Follow-up Report of the CA dated 02.08.2021, communicated by the CA through address no. 32859/02.08.2021, as well as of the Minutes of the Control Division - FGM no. 42473/30.09.2021, the NPG Co. Transelectrica S.A.'s Directorate issued Service Note no. 42473/08.10.2021 by which it ordered UJCRU, at point no. 2: "*Formulation of the necessary actions for the recovery of the damage established by the Court of Audit of Romania (including the unrealized benefits under the law)*".

In order to carry out Service Note no. 42473/08.10.2021, UJCRU - DJC - DC requested clarifying documents from DGCRIR, UEFA and DRU, and after receiving the relevant information notified the former SB members for the amicable recovery of the amounts established as damages for the former Supervisory Board members, considered as undue payments received during their terms of office.

In this sense, 10 persons were notified, and 3 of them voluntarily paid the notified amounts.

According to the provisions of art. 14 para. (1) letter h of the Articles of Association of NPG Co. Transelectrica S.A., SOGA has the following obligations and attributions: "decides on the legal action against the Directorate and Supervisory Board members, as the case may be, for damages caused to the Company."

The action in patrimonial responsibility against the administrators is a special action, representing a prerogative of the shareholders' general assembly, according to art. 155 para. 1 of Law no. 31/1990. The introduction of the action for damages is mandatory for the company because it is the only means to determine the abandonment of the deficient or fraudulent way of working of the administrators, found by the control bodies, in the listed documents, as mentioned above.

The decision regarding the introduction of a action for damages can be taken, regardless of whether or not this issue is on the agenda, according to art. 155 para. 2 of Law no. 31/1990.

Considering the above, **we submit for approval**, according to art. 14, para. (1) let. h) of the Articles of Association by reference to art. 155 of Law no. 31/1990, **the initiation of all actions against the former members of the Supervisory Board and of the Directorate**, mentioned in the CA Decision no. 15/2020, CA Control Report no. 40507/06.10.2020 and detailed in the FGM Minutes no. 42473/30.09.2021 which currently features amounts due to the Company.

### II. Justification

In the Minutes of the Financial Control Management of the Company registered under no. 42473/30.09.2021, the control team found and recorded in the FCM Minutes, details regarding the extent of the damage, the responsible persons and the causes that generated the damage.

- For the amount of **15,131 lei**, granted to a member of the Company's Directorate, according to the mandate contract, the responsible persons are those who established the composition of the Directorate based on **SB Decision no. 10/29.01.2018**, voted "FOR" and approved the form of the addendum to the mandate contract of the provisional members of the Directorate, having as object the provision of a dwelling during the mandate and the settlement of the transportation for the exercise of the mandate, without the limits being established by the SGA in accordance with the legal provisions.
- For the amount of **47,199 lei**, granted to a member of the Company's Directorate, according to the mandate contract, the responsible persons are those who established the composition of the Directorate based on the **SB Decision no. 105/21.12.2018 and of the Decision no. 4/22.01.2019**, voted "FOR" and approved the form of the addendum to the mandate contract of the provisional members of the Directorate, having as object the provision of a dwelling during the mandate and the settlement of the transportation for the exercise of the mandate, without the limits being established by the SGA in accordance with the legal provisions.
- For the amount of **52,508 lei** granted to a member of the Company's Management Board, according to the mandate contract, the responsible persons are those who established the composition of the Directorate based on the **SB Decision no. 33/04.06.2019**, voted "FOR" and approved the form of the addendum to the mandate contract of the provisional members of the Directorate, having as object the provision of a dwelling during the mandate and the settlement of the transportation for the exercise of the mandate, without the limits being established by the SGA in accordance with the legal provisions.
- For the amount of **22,761 lei**, granted to a member of the Company's Directorate, according to the mandate contract, the responsible persons are those who established the composition of the Directorate based on the **SB Decision no. 61/16.10.2019**, voted "FOR" and approved the form of the addendum to the mandate contract of the provisional members of the Directorate, having as object the provision of a dwelling during the mandate and the settlement of the transportation for the exercise of the mandate, without the limits being established by the SGA in accordance with the legal provisions.
- For the amount of **23,515 lei**, granted to a member of the Company's Directorate, according to the mandate contract, the responsible persons are those who established the composition of the Directorate based on the **SB Decision no. 77/13.12.2019**, voted "FOR" and approved the form of the addendum to the mandate contract of the provisional members of the Directorate, having as object the provision of a dwelling during the mandate and the settlement of the transportation for the exercise of the mandate, without the limits being established by the SGA in accordance with the legal provisions.
- Regarding the granting of salary benefits (travel allowance above the non-taxable limit) to some Directorate members, following the verification of the payrolls for all Directorate members who had mandate contracts carried out between 2017 and 2019, the control team found the fact that salary benefits in the amount of **13,611 lei** were granted to some members of the Company's Directorate, without the limits having been established by the SGA according to the legal provisions. In the FCM Minutes no. 42473/30.09.2021, the control team established the persons responsible for these payments.
- Also, the responsible persons are those who voted "FOR" and approved the form of the addendum to the mandate contract of the provisional members of NPG Co. Transelectrica S.A.'s Directorate, having as object "the settlement of the allowance during business trips in another locality in country and abroad, carried out on the company's behalf", which led to the issuance of the **SB Decision no. 80/28.11.2017**, without the limits having been established by the SGA according to the legal provisions.
- Regarding the granting of gross monthly allowances to the members of the Supervisory Board, for the persons who were part of the Energy Security Committee, in other conditions than the legal ones, the control team found that monthly allowances were granted, without them to be provided in the Articles of Association of NPG Co. Transelectrica S.A. or in the SB Operating Regulations, which led to the making of undue payments in the amount of **12,765 lei**.

### III. Proposals

In addition to those presented above, pursuant to art. 14, para. (1), let. h) of the Articles of Association of the Company, corroborated with the provisions of art. 155 of Company Law no. 31/1990, republished, with later amendments and additions, **we propose to the SGA: “Approval of the formulation and submission of lawsuits against the former Supervisory Board members mentioned in the Decision of the Romanian Court of Audit no. 15/2020”**.

**APPROVED  
DIRECTORATE,**

**Chairman  
Gabriel ANDRONACHE**

**Member  
Cătălin-Constantin NADOLU**

**Member  
Florin-Cristian TĂTARU**

**Member  
Ștefăniță MUNTEANU**

**Member  
Bogdan TONCESCU**