



Societate Administrată în Sistem Dualist

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

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

Date of the report: **February 01, 2023**

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

Name of Issuer Company: **NPG Co. TRANSELECTRICA S.A., managed under two-tier system**

Headquarters: Bucharest 3, 2-4 Olteni Street

Phone/fax numbers: 021 30 35 611/021 30 35 610

Single registration code: 13328043

LEI code: 254900OLXCOUQC90M036

Number in the Trade Register: J40/8060/2000

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

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

**Completing the convening notice for the shareholders' general ordinary assembly** on February 16/17, 2023 (according to the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019)

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), with the unanimous agreement of its members, taking into account the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019, holder of 43.020.309 shares representing 58,6882% of the Company's share capital, expressed in letter no 20/1544/MN/30.01.2023 (registered under no 4603/30.01.2023), in accordance with article 117<sup>1</sup> of the Company law 31/1990, republished, with later amendments and additions, of art. 105 alin 3 Law 24/2017 on the issuers of financial instruments and market operations, republished, with later amendments and additions, of Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises with later amendments and additions and of art. 189 ASF Regulation 5/2018 on the issuers of financial instruments and market operations, with later amendments and additions, are adding the agenda of the Shareholders' general ordinary assembly that will take place on **February, 16, 2023 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, initially published in Romania's Official Gazette, Part IV, no. 210/2023 and in "Daily News" no 629/2023 with the following items:

*"1<sup>^</sup>1. Appointment of the provisional members of the Supervisory Board of the National Power Grid Company "Transelectrica" S.A., starting on February 22, 2023;*

*2<sup>^</sup>1. Establishing the term of office of the provisional members of the Supervisory Board of C.N.T.E.E. Transelectrica S.A. for a period of four months, starting on February 22, 2023 and ending on June 21, 2023."*

**LANGUAGE DISCLAIMER:** This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.

Thus the ordinary reunion convened on **February 16, 2023, 10:00 h** Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders recorded in the Company's Shareholder Register at the end of **February 06, 2023** will have the following

#### **AGENDA:**

1. Appointing the members in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with February 22, 2023;  
*1^1. Appointment of the provisional members of the Supervisory Board of the National Power Grid Company "Transelectrica" S.A., starting on February 22, 2023;*
2. Establishing the mandate duration for the NPG Transelectrica SA Supervisory Board members;  
*2^2. Establishing the term of office of the provisional members of the Supervisory Board of C.N.T.E.E. Transelectrica S.A. for a period of four months, starting on February 22, 2023 and ending on June 21, 2023;*
3. Establishing the remuneration of Supervisory Board members;
4. Approving the form of the mandate contract to be concluded with Supervisory Board members and mandating the person that will sign such mandate contracts of Supervisory Board members on behalf of the Company;
5. Approval of the formulation of the request to be summoned to court against the former members of the Directorate in order to recover the damage in the amount of 237,044 lei, representing compensation of a salary nature/court expenses;
6. Setting the date of **March 10, 2023** as the registration date of the shareholders to which the effects of the Shareholders' General Ordinary Assembly's Decision apply;
7. Empowering the Chairman of the Meeting to sign the Decision of the Shareholders' General Ordinary Assembly, the necessary documents regarding the registration and publication of the Decision of the SGOA at the Trade Register Office from Bucharest Tribunal.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general ordinary assembly will be held on **February 17, 2023, 10:00 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 ordinary assembly.

Regarding points 1 and 2 on the agenda of the Shareholders' Ordinary General Assembly, convened on **February 16, 2023, 10:00 h**, as completed above, through reporting to expiration term, on **January 30, 2023** of sending proposals by the shareholders for candidates of the Supervisory Board Members positions and taking into consideration that on that date the Company did not receive proposals regarding the candidates for Supervisory Board Members positions, other than the proposals related to point 1^1 of the agenda, we specify that the conditions for the adoption of decisions during the meeting of the Ordinary General Meeting of Shareholders are not met for these points.

Following the completion of the agenda and the draft resolutions from the shareholders, the meeting materials (documents or information regarding the issues listed on the agenda) are available starting on **February 03, 2023**, in electronic format, both in Romanian, as well as in English, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), Investor Relations/AGM page and can

be obtained at the address: "PLATINUM Center", str. Olteni no. 2 – 4, sector 3, Bucharest, on weekdays, between 08:00 and 15:00.

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: +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 Depositary, 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 40 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 Depositary. The model of 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). Such 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 Depositary 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 depositary or by the participants defined 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 depositary / the respective participants.

Documents certifying the capacity of legal representative elaborated 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. In order to identify the natural person shareholder, or, as the case may be, the legal representative of the shareholder, a legal person or entity without legal personality, he shall also attach to the application copies of the documents certifying his identity.

Only shareholders registered on the reference date **February 06, 2023** 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, with later amendments and additions, 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 **February 03, 2023**.

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 on the electronic signature by e-mail to: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro). The special power of attorney will be submitted in a closed envelope marked "Special power of attorney – for the AGOA Secretariat **February 16/17, 2023**" by **February 16, 2023, 10:00 h** for the first convocation, namely by **February 17, 2023, 10:00 h**, for the second convocation.

Shareholders registered on the reference date have the opportunity to vote by mail, before the General Meeting of Shareholders, by using the mail voting form provided, both in Romanian and in English, starting on **February 03, 2023**, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), Investor Relations/AGM page. Voting by mail can be expressed by a representative only if he has received a special/general power of attorney from the shareholder he represents, which is submitted to the Company under the conditions specified above, or the representative is a credit institution that provides services of custody, in compliance with art. 105 para. 11 of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished, with later amendments and additions.

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 AGOA Secretariat **February 16/17, 2023**", by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **February 16, 2023, 10:00 h** for the first convocation, namely by **February 17, 2023, 10:00 h** for the second convocation.

Additional information can be obtained from the phone number +40 722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

**Gabriel ANDRONACHE**

**Executive Director General  
Directorate Chairman**

**Florin Cristian TĂTARU**

**Directorate Member**