

**DRAFT**

**DECISION NO. \_\_  
of the Shareholders' Ordinary General Assembly of  
National Power Grid Company Transelectrica S.A.  
of April 27/28, 2023**

The Shareholders' ordinary general assembly of National Power Grid Company Transelectrica S.A., managed under two-tier system, established and acting in accordance with the Romanian legislation, registered with the National Office of the Trade Register from Bucharest Tribunal under no. J40/8060/2000, fiscal code 13328043, having its headquarters in Bucharest City 3, 2-4 Olteni Street, "PLATINUM Center" building, share capital subscribed and paid of 733,031,420 Lei, divided into 73,303,142 nominative ordinary dematerialised shares of 10 Lei nominal value each, having assembled on **April 27/28, 2023, 10:00 h**,

attended by shareholders representing \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the total voting rights,

in accordance with the provisions of Company Law no. 31/1990, republished, with later amendments and additions, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with later amendments and additions and of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, with later amendments and additions, issues the following

**DECISION:**

With respect to the agenda items under nos. 1, 5, 6, 7, 8, 11, 12, 13, 14, 15 and 16 as follows:

1. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_\_ of votes **For** representing \_\_\_\_\_% of the total number of votes cast, by \_\_\_\_\_ of votes **Against** representing \_\_\_\_\_% of the total number of votes cast and by \_\_\_\_\_ of votes **Abstention** **approves/does not approve** *starting the selection procedures for the members of the supervisory board of N.P.G.Co. Transelectrica by applying the provisions of art. 29 of G.E.O. no.109/2011 on corporate governance of public enterprises, with later amendments and additions.*
2. Regarding item 5 on the agenda, the Shareholders' General Assembly, by \_\_\_\_\_ of votes **For** representing \_\_\_\_\_% of the total number of votes cast, by \_\_\_\_\_ of votes **Against** representing \_\_\_\_\_% of the total number of votes cast and by \_\_\_\_\_ of votes **Abstention** **approves/does not approve** the separate financial statements of the National Electric Power Transport Company "Transelectrica"-SA for the financial year 2022, according to Note no. 15024/23.03.2023.
3. Regarding item 6 on the agenda, the Shareholders' General Assembly, by \_\_\_\_\_ of votes **For** representing \_\_\_\_\_% of the total number of votes cast, by \_\_\_\_\_ of votes **Against** representing \_\_\_\_\_% of the total number of votes cast and by \_\_\_\_\_ of votes **Abstention** **approves/does not approve** the consolidated financial statements of the National Electric

Energy Transport Company "Transelectrica"-SA for the financial year 2022, according to Note no. 15083/23.03.2023.

4. Regarding item 7 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** the distribution of the remaining accounting profit after deducting the profit tax on 31.12.2022 in the amount of 514,572,741 lei with the following destinations:

No.	Destination	Amount (RON)
<b>1</b>	<b>Accounting profit remaining after income tax on December 31, 2022</b>	<b>514,572,741</b>
	<i>Distribution of accounting profit to these destinations:</i>	
<b>a</b>	Legal reserve (5%)	8,679,665
<b>b</b>	Other reserves representing provided fiscal facilities – exempting from payment the reinvested profit	71,849,896
<b>c</b>	Other law provided destinations – revenues achieved in 2022 from interconnection capacity allocation (net of income tax and legal reserve)	331,218,663
<b>2</b>	<b><i>Remaining profit to be distributed (1-a-b-c)</i></b>	<b>102,824,517</b>
<b>d</b>	Employees' participation to profit	-
<b>e</b>	Dividends owed to shareholders	52,045,231
<b>f</b>	Other reserves - own sources of financing	50,779,286
<b>g</b>	Undistributed profit	-
<b>3</b>	<b>Total distributions (a+b+c+e+f)</b>	<b>514,572,741</b>

according to Note no. 15026/23.03.2023.

5. Regarding item 8 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** the distribution of dividends from the profit recorded on 31.12.2022, with a gross dividend of 0.71 lei/share, according to Note no. 15222/23.03.2023.

6. Regarding item 9 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** the discharge of the members of the Directorate and the members of the Supervisory Board for the financial year 2022.

7. Regarding item 12 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** the remuneration policy for members of the executive and non-executive management of the National Electric Energy Transport Company "Transelectrica"-

SA, in the context of temporary mandates lasting 4 months, with the possibility of extension, for valid reasons, up to a maximum of 6 months, according to the Note no. 13588/22.03.2023.

8. Regarding item 13 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** establishing the date of **June 06, 2023** as the "ex date", the calendar date from which the Company's shares subject to the Resolution of the Ordinary General Shareholders' Meeting are traded without the rights deriving from that resolution.

9. Regarding item 14 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** establishing the date of **June 07, 2023** as the registration date of the shareholders on whom the effects of the SOGA Decision will be reflected.

10. Regarding item 15 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** establishing the date of **June 27, 2023** as the "payment date" of the dividends distributed from the profit recorded on 12/31/2022.

11. Regarding item 16 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention** **approves/does not approve** empowering the chairperson of the meeting, \_\_\_\_\_, to sign the Decision of the Shareholders' Ordinary General Assembly, as well as the necessary documents regarding the registration and publication of the SOGA Decision, according to the legal provisions. The assembly chairperson may empower other persons to fulfill the formalities of publicity and registration of the SOGA Decision.

## ASSEMBLY CHAIRPERSON

Technical Secretary,