



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: **April 10, 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
(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 20/12346/MN/04.04.2023 (registered under no 17992/04.04.2023), in accordance with article 117¹ 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 **April, 27, 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. 1400/24.03.2023 and in "Daily News" no 676/24.03.2023 with the following item:

"1. 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".

Thus the ordinary reunion convened on **April 27, 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 **April 13, 2023** will have the following

AGENDA:

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.

1. 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. Presentation of the Annual Report regarding the economic and financial activity of National Power Grid Company Transelectrica SA, according to the provisions of Law 24/2017, republished, regarding the issuers of financial instruments and market operations and of Regulation 5/2018, with later amendments and additions, issued by the Financial Supervisory Authority for the financial year ended on December 31, 2022;
3. Presentation of the Report of National Power Grid Company Transelectrica SA's Supervisory Board on the management activity for year 2022;
4. Presentation of the Financial Audit Reports on the stand-alone and consolidated annual financial statements, concluded by Transelectrica on December 31, 2022;
5. Approval of the Stand-alone Financial Statements of Transelectrica for the financial year 2022;
6. Approval of the Consolidated Financial Statements of Transelectrica for the financial year 2022;
7. Approval of 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)
1	Accounting profit remaining after income tax on December 31, 2022	514,572,741
	<i>Distribution of accounting profit to these destinations:</i>	
a	Legal reserve (5%)	8,679,665
b	Other reserves representing provided fiscal facilities – exempting from payment the reinvested profit	71,849,896
c	Other law provided destinations – revenues achieved in 2022 from interconnection capacity allocation (net of income tax and legal reserve)	331,218,663
2	Remaining profit to be distributed (1-a-b-c)	102,824,517
d	Employees' participation to profit	-
e	Dividends owed to shareholders	52,045,231
f	Other reserves - own sources of financing	50,779,286
g	Undistributed profit	-
3	Total distributions (a+b+c+e+f)	514,572,741

8. Approval of the distribution of dividends from the profit recorded on 31.12.2022, with a gross dividend of **0.71 lei/share**;
9. Discharge of the Directorate and Supervisory Board members for the financial year 2022;
10. Presentation of the Report of the Nomination and Remuneration Committee of National Power Grid Company Transelectrica SA's Supervisory Board for year 2022;
11. Presentation of the Report of the Audit Committee of Transelectrica's Supervisory Board on the internal control and significant risk management systems within Transelectrica for year 2022;
12. Approval of the "Remuneration policy of the members of the executive and non-executive management of The National Power Grid Company "Transelectrica" S.A., in the context of

temporary mandates with a duration of 4 months, with the possibility of extension, for valid reasons, up to a maximum of 6 months”;

13. Setting the date of **June 6, 2023** as an "ex date", a calendar day since which Transelectrica's shares, subject to the Decision of the Shareholders' General Ordinary Assembly, are traded without the rights deriving from that Decision;

14. Setting the date of **June 07, 2023** as the registration date of the shareholders to which the effects of the Shareholders' General Ordinary Assembly's Decision apply;

15. Setting the date of **June 27, 2023** as the "payment date" of the dividends distributed from recorded profit as of 31.12.2022;

16. 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 **April 28, 2023, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th 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.

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 **April 12, 2023**, in electronic format, both in Romanian, as well as in English, on the Company's website (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 or fax: +4021.303.56.10) to the attention of Mrs Irina Racanel.

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 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 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 **April 13, 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, page Investor Relations/AGA beginning with **April 12, 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. The special power of attorney will be submitted in a closed envelope marked "Special power of attorney – **for the AGOA Secretariat April 27/28, 2023**" by **April 27, 2023, 10:00 h** for the first convocation, namely by **April 28, 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 **April 12, 2023**, on the Company's website (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 April 27/28, 2023**", by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **April 27, 2023, 10:00 h** for the first convocation, namely by **April 28, 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**

Cătălin Constantin NADOLU

Directorate Member