



Transelectrica®
Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
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DIRECTORATE

No. 43804/14.09.2023

NOTICE

to convene the Shareholders' General Assembly in order to elect the Supervisory Board members of NPTG Transelectrica showing the mandate length, as well as to approve the applicable remuneration and the form of the mandate contract that will be concluded with them

The National Power Transmission Grid Company Transelectrica (hereinafter '**the Company**') is a joint – stock company managed under two tier system by a Directorate and a Supervisory Board under the conditions of art.153¹ and the next from the Corporations Law no. 31/1990, republished with later amendments and additions ('**Corporations Law**'). The Company is a corporation listed on the BSB and a *public enterprise* in accordance with art. 2, point 2, letter b) from G.E.O. No. 109/2011 regarding *corporate governance of public enterprises*, approved with later amendments and additions through law no. 111/2016, with later amendments and additions, as well as through those brought by Law no.187/2023 (hereinafter '**G.E.O. no. 109/2011**'). In accordance with G.E.O. no. 109/2011, the General Secretariat of the Government is the *public tutelary authority* for the Company.

On October 21, 2023, the mandate contracts of the Supervisory Board's provisional members appointed through the Shareholders' General Assembly Decision no. 6/19.06. 2023, **expire.**

Based on art. 111, para. (2), letter b) from the Corporations Law, art. 31, para. (2) from G.E.O. no. 109/2011 and art. 14, para.(1), letter c) from the Articles of Associations in force, **the competence to elect** (designation, appointment) **the Supervisory Board members belongs to the Shareholders' Ordinary General Assembly in compliance with the applicable legal provisions.**

According to art. 29 para. (1) reported to art. 31 para.(3) of G.E.O. no.109/2011, the Supervisory Board members are appointed by the shareholders' general assembly at the proposal of the selection and nomination committee foreseen on art. 2 item 27 of G.E.O. no.109/2011 or as the case may be, at the proposal of the shareholders, including the shareholder – state through its public tutelary authority under the conditions of art. II of Law 187/2023.

Until this moment the Company has received no request from the shareholders to convene the Shareholders' General Assembly in order to elect the Supervisory Board's members starting on October 22, 2023, in accordance with the G.E.O. 109/2011 provisions.

Regarding the **mandate length for the members of the Supervisory Board**, in accordance with art.153 ¹² para.(1) Corporations Law and art.29 para.(14) reported to art.31 para.(3) of G.E.O.109/2011, the length of the mandate for the members of the Supervisory Board is set through the Article of Associations, without exceeding 4 years. According to the Articles of Associations in force, the second sentence of art. 18 para. (5), *the mandate of the Supervisory Board members has a duration of 4 (four) years unless a shorter duration is established through the decision of the Shareholders' General Assembly.*

In the hypothesis of art. II of Law 187/2023, the **mandate length of the provisional members of the Supervisory Board** is of maximum 5 months, with the possibility to extend it only once for solid reasons for 2 more months.

Under art. 29 para.(10), reported to art. 31 para.(3), as well as art. 37 para.(1) from G.E.O.109/2011, art. 111 para.(2) letter.c) the Corporations Law and art.14 para.(1) letter.f) from the Article of Association in force, **the Shareholders' Ordinary General Assembly has the competence to approve the form of the mandate contract that will be concluded with the members of the Supervisory Board and to set the remuneration due to the members of the Supervisory Board.** The last version of the mandate contract for the Supervisory Board's members has been approved by the Shareholders' General Assembly through Decision no. 6/19.06.2023 and the applicable remuneration has last been approved by the Shareholders' General Assembly Decision no. 6/19.06.2023

As for the procedure of concluding mandate contracts with the Supervisory Board members that are about to be elected, **it is necessary to empower a person who will sign those contracts in the name of the Company.**

THE DIRECTORATE

**Chief Executive
Officer
Ștefăniță
MUNTEANU**

**Member
Cătălin Constantin
NADOLU**

**Member
Florin Cristian
TĂTARU**

**Member
Bogdan
TONCESCU**