

Registration number 52700/01.11.2024

NOTE

To Shareholders' General Ordinary Assembly of TRANSELECTRICA

1. Title: Note regarding the approval of the purchase by TRANSELECTRICA S.A. (Company) of legal assistance and representation services before the court of law in order to defend the interests of the Company in the case that is the subject of file no. 28414/3/2024.

2. Note Type:

Informing

Notifying

X Approval

3. Proposed decision:

the approval of the purchase by by TRANSELECTRICA S.A. (Company) of legal assistance and representation services before the court of law in order to defend the interests of the Company in the case that is the subject of file no. 28414/3/2024.

4. Legal ground:

- Art.I para.(1) and para. (3) of G.E.O. no.26/2012 regarding some measures of reducing public expenses and strengthening the financial discipline and amending and adding some legislative instruments pursuant to which paragraph (3) 'In thoroughly justified cases, when the legal activities of consultancy, assistance and/or representation, necessary for national bodies, national companies and commercial companies, as well as for autonomous authorities in para. (1), cannot be provided by the legal specialized personnel employed in these entities, services of this nature can be purchased under the conditions of the law, only with the approval and authorization of the representatives of the state or of the territorial - administrative units in their management bodies: a) by the main coordinator of credits, where the state is a full or majority shareholder(...)'.
- Art. 14 para. (1), letter j) Articles of Association of Transelectrica, updated on the ground of the Resolution of the Shareholders' General Extraordinary Assembly no. 1/26.01.2023, in force on 30.03.2023 according to Directorate Decision no. 21/20.02.2023.

5. Context:

Through the introductory action registered on 22.08.2024 before the Bucharest Court of Law – Civil Section VI under no. 28414/3/2024, the plaintiff contested the selection procedure of the members of the Directorate, triggered by the Decision of the Supervisory Board no. 14/27.03.2024 and carried on by outsourcing the services to the Pluri Consultants Romania SRL (in the sense in which the Service Contract C386/20.05.2024 was completed).

In relation to the subject of the request made by the plaintiff, as stated, the solution to which the court was invested, was the following: (1) *Annulment of Transelectrica Supervisory Board Resolution no. 14 from 27.03.2024 (SB Resolution no. 14/2024) that approved the start of the selection procedure of Directorate Members of the Company and (2) the annulment of the selection procedure started as a result of the SB Resolution no. 14/2024, by publishing the announcement regarding the candidates selection for the position of Member in Transelectrica Directorate on June 25, 2024 on company's site.*

Until the date this note was written, the Bucharest Court of Law did not communicate to the litigating parties the first trial term, the defendant having the obligation that within 25 working days from receiving the action (28.10.2024), under the penalty of termination of the right to submit

evidence and to invoke objections (except those of public order, if law does not foresees otherwise), to submit contestation and documents and evidencing instruments, in as many copies as there are procedural parties, to which the court is added.

6. Necessity/use/opportunity:

Since the subject of the file mentioned above is based on the provisions of Civil Code, Civil Procedure Code, G.E.O. 109/2011 with later amendments and additions, without identifying exceptions or overspecializations in the field of Romanian law, however it is noted that the object is atypical, for which there is no judicial practice and which leads to a case that deviates from the procedural and juridical pattern existing until now with reference with the legal field of reference (corporate governance of public enterprises - G.E.O. 109/2011), having a novelty character, in juridical practice no similar precedent has been identified so far.

The hypothetical admission of such an action would create a dangerous precedent and would cause a serious impact on the Company, both from a functional and organizational point of view as well as from a legal and corporate point of view.

In this context, we think that there must be initiated and carried on all possible legal and procedural measures in order to protect the rights and legitim interests of the Company and to maximize the chances to defend itself against denigrating, harassing defense of the plaintiff, especially since he is an ex-member of the Directorate with unlimited access to resources and a current employee within the Company, holding the position of Director of Corporate Governance, Investor Relations and Representation Division, with possible ascendancy over the Company's staff, consequently we identify the opportunity to represent the Company by independent, legal practitioners, specialized in the field indicated above.

Within the actions that can be taken by the Company we identify the measures aiming at extending the team of practitioners of law involved in ensuring the legal assistance and representation services in the file pending before the court and we suggest that the necessary, useful and timely nature of the outsourcing of legal services shall be analyzed and retained, having a company of lawyers joining, having in its composition professionals specialized in corporate law litigation, with express reference to the field of corporate governance of state enterprises.

7. Object of legal services:

The law firm that will be selected as a result of meeting the criteria for expertise in the field of reference (corporate law and, in particular, litigation within the scope of GEO 109/2011) will provide mainly the following services:

- ☐ Legal analysis of the indicated action;
- ☐ Identification of legal arguments able to deconstruct the action of the plaintiff
- ☐ Outline the procedural strategy to be followed;
- ☐ Provision of legal assistance and representation services at Bucharest Court in file 28414/3/2024 with the purpose of defending the legitim interests and rights of the Company, pursuing the rejection in full of the introductory action;
- ☐ Depending on the court's decision, the promotion and support of the appeals at the Bucharest Court of Appeal against the decision that will be ruled by the Bucharest Court in the above-mentioned case, legal assistance and representation of the Company in the procedural phase of the appeal in the situation when the decision ruled by the Court of Appeal Bucharest will be recurred.

8. Value:

Undetermined

9. Follow-up:

Legal and Litigation Department

10. Approval:

Shareholders' General Ordinary Assembly

11. Resolutions/Decisions:

Directorate Resolution no. 52700/01.11.2024

12. Risks

Destabilization of the Company's activity, both from an organizational and functional point of view,
as well as from a legal and corporate point of view.

13. Annex:

Directorate Resolution no. 52700/01.11.2024

DIRECTORATE,

Chairman

Stefanita MUNTEANU

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|----------------------|-----------------------------|----------------------------------|-------------------------------|
| Member | Member | Member | Member |
| Victor MORARU | Vasile-Cosmin NICULA | Catalin-Constantin NADOLU | Florin-Cristian TĂTARU |



Transelectrica®
Societate Administrată în Sistem Dualist

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Directorate

Registration number 52700 / 01.11.2024

To: Legal and Litigation Department – Mrs. Adina David, director

Taking into account the debates in the Directorate meeting on 31.10.2024 regarding the information note no. 52700/31.10.2024 issued by Legal and Litigation Department with reference to the correspondence sent to Bucharest Court, registered under number 51916/28.10.2024,

The Directorate acknowledges the information note no. 52700/31.10.2024 issued by Legal and Litigation Department and decides to outsource the representation of the Company in file no. 28414/3/2024 pending before the Bucharest Court, Civil Section VI, namely the purchase of the related legal services.

Deadline _____

Ștefăniță MUNTEANU
Directorate Chairman