



Transelectrica®
Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
Transelectrica SA - Sediul Social: Str. Olteni, nr. 2-4, C.P. 030786, București
România, Număr înregistrare Oficiul Registrului Comerțului J40/8060/2000,
Cod Unic de înregistrare 13328043 Telefon +4021 303 56 11, Fax +4021 303 56 10
Capital subscris și vărsat: 733.031.420 Lei
www.transelectrica.ro

No. 54289/2024

To: Cătălin SAVA, shareholder of the Company

To the knowledge of: The shareholders registered in the Registry of the Company's shareholders at the end of the day 29.11.2024 (reference day)

Regarding: Your e-mail registered within the Company with the number 54289/07.11.2024 having as object questions regarding items in the agenda of the Shareholders General Ordinary Assembly convened for 09.12.2024 (first convocation) – 10.12.2024 (second convocation)

Based on art.198¹ from A.S.F. nr. 5/2018 Regulation regarding issuants of financial instruments and market operations, each shareholder of the Company has the right to ask questions regarding the items on the agenda of the General Assembly, with the correlative obligation of the Company to answer the questions of the shareholders. As a result, we briefly present below the questions of the shareholder as well as the answers of „Transelectrica” S.A. (TEL) as question - answer:

No.	Shareholder's question on item 1 on the agenda	TEL's answer
1.	➤ Based on what analysis was the decision of purchasing these legal services made, since this type of service is usually provided by the Company's legal counsellors in accordance with their duties in their job description? Which are the specifically conclusions of this analysis that have led to the idea of impossibility of providing	The object of file no. 28414/3/2024 pending before the Court of Bucharest – VI Civil Section is atypically, without being identified any similar example in the legal practice of the reference field (corporate governance of public enterprises – GEO 109/2011). The plaintiff has the quality of ex- provisional member of the Directorate and the current Director of Corporate Governance, Investor Relations and Representation Division with possible ascendancy over the Company's staff,

¹ art. 198 A.S.F. nr. 5/2018 Regulation:

„(1) each shareholder has the right to ask questions regarding the items on the agenda of the General Assembly. The Company has the obligation to answer the questions of the shareholders.

(2) the right to ask questions and the obligation to answer may be conditioned by the measures that companies can take to ensure the identification of shareholders, the good preparation and conduct of general meetings, as well as the protection of confidentiality and the commercial interests of companies. Companies can formulate a general answer for questions with the same content. An answer is considered to be given if the relevant information is available on the company's website, in question – answer format.”

	<i>these services by the employees of the Legal and Litigation Division in this file? How does the specifics of this file differ from other files of the Company?</i>	including over legal counsellors, reason why it has been identified the necessity of having the Company represented in this file by independent, legal specialists. 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.
2.	<i>➤ Please mention if there is a value cap approved by the management of the Company for the purchase of these legal services; if so, please detailed the manner in which the estimated value of this contract was set?</i>	NO
3.	<i>➤ On what legal grounds does the purchase of these legal services stand on?</i>	- 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 completing some legislative instruments - 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 - art. 37 para.(1) and para. (3) lit. b) from law 99/2016 regarding sectorial acquisitions.
4.	<i>➤ - please communicate to me the internal document/supporting note that results in 'justified situation' according to Art.I para.(1) and para. (3) of G.E.O. no.26/2012 that foresees that: 'In thoroughly justified cases, when the legal activities of consultancy, assistance and/or representation, necessary for</i>	Note no. 52700/01.11.2024 To the General Ordinary Assembly of Transelectrica.

	<p>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 (...)'.</p>	
--	---	--

Sincerely,

The National Power Transmission Company “Transelectrica”