

**ADDENDUM NO. \_\_\_\_, to MANDATE CONTRACT NO. \_\_\_\_**

In order to apply the provisions of:

- Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises, approved by Law 111/2016, with later amendments and additions, hereinafter called **G.E.O. 109/2011**;
- **Governmental Decision 639/2023** on approving the Methodological norms to apply G.E.O. No. 109/2011, on corporative governance of public enterprises hereinafter called Methodological norms - **Annex no. 1-** Methodological norms from July 27, 2023 to establish the criteria of selection for the members of the supervision/administration boards of public enterprises, to draw the short list for each position, its ranking, the procedure regarding the final appointment, as well as to establish other measures necessary to implement the provisions of Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises and **Annex 2-** Methodological norms from July 27, 2023 to establish the financial and non-financial performance indicators and the variable component of the remuneration of the members of the supervision/administration boards of public enterprises, as well as of the managers, respectively of the directorate members, hereinafter called, **Methodological norms**;
- **The Corporations Law 31/1990** republished, with later amendments and additions, hereinafter called **Law 31/1990**;
- Art. 1913 -1919, art. 1924, as well as art. 2009-2042 from Law 287/2009 on the Civil code, with later amendments and additions;
- The Articles of Association of the National Power Transmission Company Transelectrica, managed under two tier system, hereinafter called **The Articles of Association**;

Taking also into consideration the provisions of the specific legal framework applicable to the Company as an issuer of securities listed on the Bucharest Stock Exchange („BVB”) in the Premium category and as a system and transmission operator in the field of electric energy, namely the provisions of:

- Law no. 24/2017 on issuers of financial instruments and market operations, republished, with amendments and additions, the regulations issued by the Financial Supervisory Authority in applying this law and the other subsequent regulations, as well as the regulations issued by the BVB,
- Electricity and natural gas law no. 123/2012, with amendments and additions,

Taking into consideration and the provisions of:

- Government Ordinance no. 26/2013 regarding the strengthening of the financial discipline at the level of some economic operators where the State or the administrative – territorial units are the sole or majority shareholders or they hold directly or indirectly a majority stake, with subsequent amendments and additions,

Memorandum on the subject: *Corporate governance of public enterprises. Measures regarding the negotiation of the mandate contracts of the members of administrative boards or, as the case may be, the supervisory board and the directorate of public enterprises, under the aspect of arbitration clauses (arbitration)* approved by The Government of Romania in the meeting on 04.01.2024

Following and based on the nomination by the Shareholders’ General Assembly („**A.G.A.**”) through **A.G.A Decision no. \_\_\_\_/\_\_\_\_** of Mr./Mrs. \_\_\_\_\_ as member of the Supervisory Board of the National Power Transmission Company Transelectrica, managed under two tier system, and of the express acceptance by Mr./Mrs. \_\_\_\_\_ of the mandate, being necessary to establish the rights and obligations of the mandator and mandatee corresponding to the exercise by the later one of the position of member of the Supervisory Board, this addendum to the mandate contract no. \_\_\_\_/\_\_\_\_ is concluded according to the following.

## Art.1 Addendum Parties

**National Power Transmission Company Transelectrica SA**, public enterprise, company managed under two-tier system, with headquarters in Bucharest 3 district, Olteni Street no. 2-4, registered under no. J40/\_\_\_\_/2000, with the National Office of the Commercial Register, single (fiscal) registration code \_\_\_\_\_, hereinafter called "**the Company**", represented by Shareholders' general assembly which appointed by **A.G.A. Decision no. \_\_\_\_/\_\_\_\_** Mr./Mrs. \_\_\_\_\_ to sign in the name of the Company the present addendum in the form and content approved by **A.G.A. Decision no. \_\_\_\_/\_\_\_\_**, as **Mandator**  
And

\_\_\_\_\_, Romanian citizen, born on \_\_\_\_\_ in \_\_\_\_\_, residing in \_\_\_\_\_, with the mailing address declared in \_\_\_\_\_, personal identification number \_\_\_\_\_ appointed as **Member** of the Supervisory Board of **Transelectrica („Board”)** in accordance with the **Decision of A.G.A. no. \_\_\_\_/\_\_\_\_**, hereinafter referred as „**Administrator**" who took note of the form and content of the addendum approved by A.G.A.. Decision no. \_\_\_\_/\_\_\_\_ and has expressly accepted the mandate under these contractual conditions, as **Mandatee**.

Have mutually agreed the following:

**Art. I.** Art. 5.1.3 from the Mandate Contract changes, the new wording being as follows:

"5.1.13 During and in order to perform the mandate, the Administrator has the right to be provided by the Company with equipment intended for logistic support (telephone, tablet, laptop, secure VPN connection, data subscription, car) necessary to efficiently fulfill the duties and obligations in a proper and safe manner; in case this shall happen, the member of the Supervisory Board undertakes to use this equipment according to the instructions given by the Company;"

**Art. II.** Art. 5.1.8 from the Mandate Contract changes, the new wording being as follows:

"5.1.8 Settlement of expenses related to the execution of the mandate, based on supporting documents, in the same amount corresponding to the position of general director, such as, but not limited to: accomodation, per diem amount, transport and any other types of expenses related to the execution of the mandate and regardless of whether they were caused by travel in the country or abroad."

**Art. III.** Art. 12.2 from the Mandate Contract changes, the new wording being as follows:

„12.2 The fixed compensation due to the Administrator during the term of office as a member of the Board is in a gross monthly amount of 42,350 RON."

**Art. IV.** The key performance indicators approved by AGA Decision no. \_\_\_\_/ January 14/15, 2025 is set out in Annex no. 2 to mandate contract no. \_\_\_\_/\_\_\_\_\_.

Therefore we have concluded the present Addendum to Mandate Contract today \_\_\_\_\_, at \_\_\_\_\_, in 2 (two) original exemplary, the parties declaring that they have each received one exemplary when signing this addendum.

**National Power Transmission Company  
Transelectrica SA**

Through:.....mandated,  
Through Resolution no. .... of  
Shareholders' General Ordinary Assembly

**ADMINISTRATOR  
Mr./Mrs.**