



Transelectrica®

Societate Administrată în Sistem Dualist

To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets
Financial Supervision Authority - General Directorate Supervision - Issuers Division

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

Current report according to the provisions of Law no 24/2017, ASF Regulation 5/2018 and the BVB Code

Date of current report: **February 10, 2025**

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

COMPLETION OF THE CONVENING NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (according to the request of the shareholder Romanian State represented by the General Secretariat of the Government in accordance with art.11 par.(5) of G.E.O. no. 68/2019)

The Directorate of C.N.T.E.E. "Transelectrica"-SA, a company managed in a dualist system, with its registered office in 2–4 Olteni Street, "PLATINUM Center" building, sector 3, Bucharest, registered at the Trade Register Office under no. J40/8060/2000, Unique Registration Code 13328043, ("Company" or "CNTEE "Transelectrica"-S.A."), taking into account the request of the shareholder the Romanian State represented by the General Secretariat of the Government in accordance with Article 11 paragraph (5) of G.E.O. no. 68/2019, holder of 43,020,309 shares representing 58.6882% of the Company's share capital, formulated by letter no. 20/2092/M.D. of 06.02.2025 (registered within Transelectrica with no. 5038 of 06.02.2025), pursuant to art.1171 of the Companies Law no. 31/1990, republished, with subsequent amendments and completions, art.105 para. (3) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions, and of art.189 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, completes the agenda of the Ordinary General Meeting of Shareholders to be held on **February 24, 2025, at 10:00 a.m.**, in Bucharest, Sector 3, 2 – 4 Olteni Street, "PLATINUM Center" building, 11th floor, Meeting Room no. 1112, originally published in the Official Gazette of Romania, Part IV, no. 309/23.01.2025 and in the Financial Intelligence newspaper dated 23.01.2025, with the following points:

"1. Approval of the performance by C.N.T.E.E. Transelectrica S.A. of some financial operations and services referred to in the provisions of art. XXIII of G.E.O. no. 138/2024 for amending and supplementing certain normative acts in the fiscal-budgetary field, as well as for regulating other measures"

"2. Approval of the acquisition by the National Electricity Transmission Company "Transelectrica" – S.A. of legal assistance and representation services before the courts in order to defend the interests of the Company in the case that is the subject of the file no. 28414/3/2024, within the limit of RON 50,000, including all expenses incurred with representation in court until a final sentence is pronounced".

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.

Thus, for the ordinary meeting convened for **February 24, 2025, at 10:00 a.m.**, in Bucharest, Sector 3, 2 – 4 Olteni Street, "PLATINUM Center" building, 11th floor, Meeting Room no. 1112, for all shareholders registered in the Company's Shareholders' Register at the end of **February 14, 2025**, the following will be

AGENDA:

- 1. Approval of the performance by C.N.T.E.E. Transelectrica S.A. of some financial operations and services referred to in the provisions of art. XXIII of G.E.O. no. 138/2024 for amending and supplementing certain normative acts in the fiscal-budgetary field, as well as for regulating other measures;*
- 2. Approval of the acquisition by the National Electricity Transmission Company "Transelectrica"–S.A. of legal assistance and representation services before the courts of law in order to defend the Company's interests in the case that is the subject of file no. 28414/3/2024, within the limit of RON 50,000, including all expenses incurred with representation in court until a final sentence is pronounced;*
3. Appointment of PKF FINCONTA S.R.L. as financial auditor of the National Electricity Transmission Company "Transelectrica"–S.A. for a period of 12 months, but no later than 31.12.2025;
4. Approval of the performance of financial operations and services referred to in the provisions of art. XXIII of GEO no. 138/2024 for amending and supplementing certain normative acts in the fiscal-budgetary field, as well as for regulating other measures;
5. Approval of the acquisition by the National Electricity Transmission Company "Transelectrica"–S.A. of legal assistance and representation services before the courts in order to defend the Company's interests in the case subject to file no. 28414/3/2024;
6. Approval of the content of the addendum to the mandate agreement concluded between the members of the Supervisory Board and the company by including the indicators approved by the Decision of the General Meeting of Shareholders no. 1/15.01.2025 and empowering the representative of the General Secretariat of the Government in the General Meeting of Shareholders to sign on behalf of the Company the addenda to the mandate contracts with the persons appointed as members of the Board of Shareholders Supervision;
7. Setting the date of March 18, 2025 as the date of registration of the shareholders on whom the effects of the Resolution of the Ordinary General Meeting of Shareholders will be affected;
8. Empowering the chairman of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders, as well as the necessary documents regarding the registration and publication of the Resolution of the Ordinary General Meeting of Shareholders, according to the legal provisions.

If the necessary quorum is not met on the mentioned date, the Ordinary General Meeting of Shareholders will be held on **February 25, 2025, at 10:00 a.m.**, in Bucharest, Sector 3, 2 – 4 Olteni Street, "PLATINUM Center" building, 11th floor, Meeting Room no. 1112, with the same agenda.

On the date of the call, the share capital of the Company is RON 733,031,420 and consists of 73,303,142 registered shares, dematerialized, with a nominal value of RON 10, each share giving the right to one vote in the Ordinary General Meeting of Shareholders.

Following the completion of the agenda and the receipt of the draft decisions from the shareholders, the meeting materials (documents or information regarding the issues included on the agenda) are

available starting with **12.02.2025**, in electronic format, both in Romanian language and in English, on the Company's website (www.transelectrica.ro), Investor Relations/GSM page and can be obtained at: "PLATINUM Center", str. Olteni nr. 2 – 4, sector 3, Bucharest, on weekdays, between **08.00 – 15.00**.

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting, which will be answered by posting the answer on the Company's website. Questions can be sent in writing, either by mail or courier services (at the address: Bucharest, Sector 3, 2 – 4 Olteni Street, PLATINUM Center building), or by electronic means of communication (e-mail: irina.racanel@transelectrica.ro or fax to the number: +40213035610) to the attention of Mrs. Irina Răcănel.

The shareholders registered on the reference date in the Register of Shareholders of the Company, communicated by the Central Depository, who directly or indirectly hold a stake of at least 5% of the Company's share capital, have the obligation to complete and submit a declaration on their own responsibility given pursuant to the provisions of art. 34 para. 2 of the *Law on Electricity and Natural Gas no. 123/2012, with subsequent amendments and completions*, and of art. 17 para. 8 and art. 40 of the Company's Articles of Incorporation. The statement shall be accompanied by the summary of the positions in the account up to date/the statement of account showing the portfolio of shares held by the Participant in the economic operators carrying out energy production or supply activities, issued by the Participant/Central Depository. The declaration model will be posted in both Romanian and English on the Company's website, together with the postal voting forms and the special power of attorney. At the same time, the declaration model can also be obtained at the address: "PLATINUM Center", str. Olteni nr. 2–4, sector 3, Bucharest, on weekdays, between **08.00 – 15.00**. The responsibility for the declarations in terms of compliance with the applicable legal and statutory provisions lies exclusively with each shareholder (art.326 of the Criminal Code approved by Law no. 286/2009, as subsequently amended and supplemented). The statement accompanied by the account statement/summary of current account positions will be completed, signed by the shareholder and handed over, in original, to the Company, prior to the meeting of the General Meeting of Shareholders.

The quality of shareholder, as well as, in the case of shareholders who are legal persons or entities without legal personality, the quality of legal representative is ascertained on the basis of the list of shareholders on the reference/registration date, received by the Company from the Central Depository, or, as the case may be, for dates other than the reference/registration date, based on the following documents submitted to the issuer by the shareholder, issued by the central depository or by participants defined by law providing custody services:

- a) the statement of account from which results the quality of shareholder and the number of shares held;
- b) documents attesting the registration of the information regarding the legal representative at the Central Depository/the respective participants.

The documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation made by an authorized translator in Romanian or English. It is not necessary to legalize or apostille the documents attesting the quality of legal representative of the shareholder. In order to identify the natural person shareholder, or, as the case may be, the legal representative of the legal person or entity without legal personality, he/she will attach to the application copies of the documents attesting his/her identity.

The company may also accept proof of legal representative on the basis of documents deemed relevant by the issuer, issued by the Comenț Registry Office or by another similar authority in the state where the shareholder is registered, within the validity period, if the shareholder has not provided the central depository/participant with adequate information regarding its legal representative.

Only shareholders registered on the reference date of **14.02.2025** may participate and vote at the meeting, in person or by proxy.

Participation through a representative is made on the basis of a special power of attorney, according to the form provided by the Company or a general power of attorney, in compliance with the provisions of art.105 of Law no.24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions and under the conditions of art. 200-207 of Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

The special power of attorney form, both in Romanian and English, will also be available in electronic format on the Company's website (www.transelectrica.ro), Investor Relations/AGM page starting with **12.02.2025**.

The special power of attorney in original or the general power of attorney (in copy including the mention of conformity with the original under the signature of the representative), either in Romanian or in English, is submitted to the address Bucharest, Sector 3, 2–4 Olteni Street, "PLATINUM Center" building to the attention of Mrs. Irina Răcănel or is sent electronically signed with extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signature, by e-mail to: irina.racanel@transelectrica.ro. The special power of attorney is submitted in a sealed envelope with the mention "Special power of attorney - for **the OGMS Secretariat 24/25.02.2025**", until **24.02.2025, 10.00 a.m.**, for the first call, respectively until **25.02.2025, 10.00 a.m.**, for the second call.

Shareholders registered on the reference date have the opportunity to vote by mail, before the General Meeting of Shareholders, by using the postal voting form made available, both in Romanian and in English, starting with **12.02.2025**, on the Company's website (www.transelectrica.ro), Investor Relations/GSM page. The vote by correspondence can be expressed by a representative only in the situation in which he/she has received from the shareholder he/she represents a special/general power of attorney that is submitted to the Company under the conditions specified above or the representative is a credit institution that provides custody services, in compliance with art.105 para. 11 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions.

The postal voting form, either in Romanian or in English, completed and signed by the shareholders and accompanied by a copy of the identity document of the individual shareholder, or, as the case may be, a copy of the identity document of the representative of the legal person shareholder, must be received in original, in a sealed envelope with the mention "Voting by correspondence - for **the OGMS 24/25.02.2025 Secretariat**", by mail or courier services, at the address: PLATINUM Center building", 2-4 Olteni Street, postal code 030786, sector 3, Bucharest, until **24.02.2025, 10.00 a.m.**, for the first call, respectively until **25.02.2025, 10.00 a.m.**, for the second call.

Additional information can be obtained by calling 0722314610, Irina Răcănel – technical secretary of the General Meeting of Shareholders.

Ștefăniță MUNTEANU

**Executive Director General
Chief Executive Officer**

Victor MORARU

Directorate Member

Cătălin-Constantin NADOLU

Directorate Member

Vasile-Cosmin NICULA

Directorate Member

Florin-Cristian TĂTARU

Directorate Member