



Transelectrica®

Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
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Supervisory Board

Note

Regarding the reconfirmation of item 10 of AGOA Decision no. 3 from April 29, 2024 through which the general limits of the remuneration and any other benefits that will be granted by *TRANSELECTRICA* to the provisory members of the Directorate were set, following that the Directorate members selected according to GEO 109/2011 by Supervisory Board Decision no. 39/September 30, 2024 shall benefit from the same benefits including fixed indemnization, variable indemnization as well as other advantages given to Directorate members;

In accordance with the provisions of art. 35 para. (4)-(8) and (11) of Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises, following the selection procedure of candidates for the positions of Directorate Members of Transelectrica, **starting October 3, 2024, the followings have been appointed as Directorate Members: Florin Cristian Tătaru, Victor Moraru, Ștefăniță Munteanu, Cătălin Constantin Nadolu and Vasile Cosmin Nicula. The mandate of Directorate Members is of maximum four years, from October 3, 2024 until 29.02.2028, taking into account art. 28 para. (8) from G.E.O. 109/2011 on the corporative governance of public enterprises.**

According to G.E.O.109/2011 on the corporative governance of public enterprises, the remuneration of Directorate members is set by Supervisory Board ¹. The law also mentions the possibility of granting other advantages exemplifying, with the listing not being limitative, the covering of some expenses with the representation, transport and per diem amount ². Through art.153^18 of Corporations Law 31/1990, republished with later amendments and additions, it is set the necessity of a general setting, either in the Articles of Association or, in the absence of an express provision in the Articles of Association, by Shareholders' General Assembly which establishes the general limits of the remuneration and any other benefits granted to the members of the Directorate.

¹ Art.38 para.(4): „remuneration of Directorate members is set by Supervisory Board. Provisions of para. (1) and (2) are applicable to Directorate members too.”

² Art.39 para.(2): „the payment of professional liability insurance is assured by the public enterprise, it is not part of the remuneration and will be mentioned in the mandate contract in the amount and limitations of liability established by the tutelary public authority. The mandate contract shall also mention other benefits, such as covering expenses for the representation, transport and per diem amount, but without those stated being limitative.”

Through AGOA Decision no. 3 from April 29, 2024, item 10, the general limits of the remuneration and any other benefits that will be granted by *TRANSELECTRICA* to the provisory members of the Directorate were set.

Since from October 3, 2024, Transelectrica has a management board appointed according to provisions of art. 35 of GEO 109/2011, with later amendments and additions, in order to avoid any doubt, complying with art 153¹⁸ of Law 31/1990 and art.14 para 1 letter e from the Articles of Association, we submit to the Shareholders' General Assembly approval:

" Reconfirmation according to art. 38 and art. 39 of OUG no. 109/2011, with later amendments and additions, of item 10 of AGOA Decision no. 3 from April 29, 2024, namely: the general limits of the remuneration and any other benefits that will be granted by *TRANSELECTRICA* to members of the Directorate, including fixed indemnization, variable indemnization as well as other advantages given to them are set, thus:

a) Fixed gross monthly indemnization: maximum 6 times the last 12 months average of the gross monthly average income for the activity developed according to the main activity object recorded by the company, at the class level according to classification of activities from national economy, previously communicated by the National Institute of Statistics.

b) The variable component that shall have on its base the key performance indicators approved by Shareholders' General Assembly by AGOA resolution no. 1/2025 and shall be given according to art. 38 paran. (2) and para. (5).

c) in case the Mandatee (member of the Directorate) does not have the domicile in Bucharest or at a distance of 60 km from Bucharest, the Company shall settle, at his request, based on supporting documents, the value of the monthly rent for a place to live in Bucharest, in the limit of the equivalent in RON of the net amount of up to 780 euro/month.

d) in case the Mandatee (member of the Directorate) whose domicile/permanent residence is *not in* Bucharest, the Company shall settle, at his request, based on supporting documents, the value of *air, rail and/or road transport, from home to the main headquarters of the Mandator and return within the limit of the equivalent in RON* of the net amount of up to 2.000 RON/month."

Chairman

**Supervisory Board
Cătălin Andrei DASCĂL**