



Transelectrica®
Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
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DRAFT

DECISION NO. ____ of the Shareholders' Ordinary General Assembly of National Power Grid Company Transelectrica S.A. of April 01/02, 2025

The Shareholders' ordinary general assembly of National Power Grid Company Transelectrica S.A., managed under two-tier system, established and acting in accordance with the Romanian legislation, registered with the National Office of the Trade Register from Bucharest Tribunal under no. J2000008060404, fiscal code 13328043, having its headquarters in Bucharest City 3, 2-4 Olteni Street, "PLATINUM Center" building, share capital subscribed and paid of 733,031,420 Lei, divided into 73,303,142 nominative ordinary dematerialised shares of 10 Lei nominal value each, having assembled on **April 01/02, 2025, 10:00 h**,

attended by shareholders representing ____% of the share capital and ____% of the total voting rights,

in accordance with the provisions of Company Law no. 31/1990, republished, with later amendments and additions, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with later amendments and additions, and of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, with later amendments and additions, issues the following,

DECISION:

With respect to the agenda items under nos. 1, 2, 3, 4, 5, 6 and 7 as follows:

1. Regarding item 1 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** establishing the Investment Programme for the financial year 2025 and the projections for 2026 and 2027, according to Note no. 8384/26.02.2025.
2. Regarding item 2 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** the Income and Expense Budget of the National Power Grid Company Transelectrica S.A. for the year 2025 and the estimations for 2026 and 2027, according to Note no. 8383/26.02.2025.
3. Regarding item 3 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** 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;

, according to Note no. 8386/26.02.2025.

4. Regarding item 4 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** the update of remuneration of Supervisory Board members, *according to art. 37 para. (2) of GEO no.109/2011, namely 3 times the average of the last 12 months 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, communicated by the National Institute of Statistics before the appointment and the empowerment of General Secretariat of Government representative in Shareholders' General Assembly to sign in the name of the Company the addendum to mandate contracts with the ones nominated as members of Supervisory Board by AGOA Decision no.1/February 28/2024, according to Note no. 8388/26.02.2025.

5. Regarding item 5 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** amendment of articles 5.1.3, 5.1.7 and 5.2.19 of the mandate contract of the members of the Supervisory Board appointed by HAGOA no. 1/28 February 2024, respectively:

5.1.3 During and for the execution of the mandate, the Administrator has the right to be provided by the Company with inventory items/fixed assets necessary for the performance of the activity, keeping the expenses within the limits established by the Income and Expenditure Budget approved by Shareholders' General Assembly;

5.1.7 The Administrator together with the other administrators can under the law conditions benefit from specialized assistance for substantiating/motivating decisions taken within the board, within the limits established by the Income and Expenditure Budget approved by Shareholders' General Assembly;

5.2.19 To attend at least one professional training program in the field of corporate governance, as well as in other relevant fields for public enterprise, according to the applicable legal frame, under the limits established by the Income and Expenditure Budget approved by Shareholders' General Assembly;

, according to Note no. 8388/26.02.2025.

6. Regarding item 6 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** establishing the date of **April 25, 2025** as the registration date of the shareholders on whom the effects of the SOGA Decision will be reflected.

7. Regarding item 7 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** empowering the chairperson of the meeting, _____, to sign the Decision of the Shareholders' Ordinary General Assembly, as well as the necessary documents regarding the registration and publication of the SOGA Decision, according to the legal provisions. The assembly chairperson may empower other persons to fulfill the formalities of publicity and registration of the SOGA Decision.

ASSEMBLY CHAIRPERSON

Technical Secretary,