

Remuneration report related to financial year 2024

Elaborated by:

Nomination and Remuneration Committee within the Supervisory Board

Members:

Alexandru-Cristian VASILESCU - președinte

Dumitru-Virgil ORLANDEA

Luminița ZEZEANU

Cătălin-Andrei DASCĂL

Rareș Stelian RUSU – until August 19, 2024



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Changes in the Supervisory Board in the year 2024:

- ❑ The following members of the Supervisory Board were nominated through AGA resolution no. 9/18.10.2023 for a five –months mandate starting on 22.10.2023 until 21.03.2024: ATANASIU Teodor, DASCĂL Cătălin–Andrei, PĂUN Costin-Mihai, VASILESCU Alexandru-Cristian, ZEZEANU Luminița, MITU Anca and BOROTEA Adrian Remus;
- ❑ Mr. Cătălin-Andrei DASCĂL was elected chairman of Supervisory Board by the members through SB resolution no.37/24.10.2023;
- ❑ By SB resolution no. 42/30.10.2023 the Supervisory Board members acknowledged the notification of Mr.Adrian Remus BOROTEA, through which he expressly denied the provisional member mandate nomination within SB according to AGA resolution no. 9/18.10.2023 and had appointed in accordance with art. 153[^]7 para. (1) of Corporations Law no. 31/1990, republished with later amendments and additions and art.18 para. (6) of Articles of Association Mrs. Simona-Geanina PISTRU-POPA as provisional member of Supervisory Board;
- ❑ Mrs. Simona-Geanina PISTRU-POPA was appointed by AGA resolution no. 10/28.11.2023 for a mandate starting on 28.11.2023 until 21.03.2024;
- ❑ The following members of the Supervisory Board were appointed through AGA resolution no. 1/28.02.2024 for a four -years mandate, starting on 1.03.2024 until 29.02.2028: PĂUN Costin-Mihai, ATANASIU Teodor, VASILESCU Alexandru-Cristian, ZEZEANU Luminița, DASCĂL Cătălin–Andrei, ORLANDEA Virgil Dumitru and RUSU Rareș Stelian;
- ❑ Mr. Cătălin-Andrei DASCĂL was elected chairman of Supervisory Board by the members through SB resolution no.. 9/04.03.2024.



During **January 1, 2024 – February 29, 2024**, SB members have had a net monthly allowance of 10,486 RON, according to AGA resolution no. 6/18.08.2022.

At the date of the current report the following advisory committees are formed at SB level: Nomination and Remuneration Committee, Audit Committee, Risk Management Committee and Investment and Energy Security Committee.

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Requests for the exercise of OAVT (Transelectrica Virtual Stock Options), compensation and revocation/non-competition compensations, interest inflation update of labor insurance contributions, employer contributions, arbitration/court expenses in accordance with the executory ruling of the courts in the amount of **8,781,369.41 RON** have also been honored during the year 2024 as below:

	Gross fix compensation	Variable component	non-competition compensation	Legal penalty interest	IPC update	arbitration/cou rt expenses	CAM	TEL costs, paid to arbitration court	employer contributions	TOTAL
Staicu Mircea Cristian-HOT ARB 5736	931,402.00	0.00	0.00	354,747.32	305,498.81	124,298.57				1,715,946.70
Comanescu Jean-HOT ARB 5726	838,728.00	0.00	0.00	264,501.63	249,201.00	117,727.66				1,470,158.29
Popescu Mihaela-HOT ARB 5735	931,402.19	0.00	0.00	358,879.33	308,386.81	117,692.60				1,716,360.93
Goicea Adrian-HOT ARB 5724	306,136.00			12,816.02		10,000.00				328,952.02
Burlacu Oleg-HOT ARB 5770								22,385.70		22,385.70
Artopolescu Ovidiu - OAVT	1,887,648.00	0.00	0.00	1,192,828.00	0.00	28,021.77			419,068.00	3,527,565.77

Changes in the Directorate in the year 2024:

- ❑ Pursuant to art. III of Law no.187/2023 regarding the change and addition of Government Emergency Ordinance no. 109/2011 on corporate governance, through SB resolution no. 39/24.10.2023 the following are appointed as provisional members of Directorate with a mandate starting 25.10.2023, for five months until 24.03.2024: Ștefăniță MUNTEANU –Directorate chairman, Cătălin Constantin NADOLU, Florin Cristian TĂTARU and Bogdan TONCESCU;
- ❑ Pursuant to art. III of Law no.187/2023 regarding the change and addition of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, with later additions and amendments, an extension for two months of provisional members mandates from 25.03.2024 until 25.05.2024 was decided for the followings: Ștefăniță Munteanu, Cătălin Constantin Nadolu, Florin Cristian Tătaru and Bogdan Toncescu, but not later than the end of selection procedure according to GEO 109/2011 provisions if it shall be made during this time interval;
- ❑ On May 24, 2024 the Directorate provisional members mandates ended by reaching expiration time and the followings were appointed as provisional members of Directorate: Ștefăniță Munteanu, Cătălin Constantin Nadolu, Florin Cristian Tătaru and Bogdan Toncescu, for a five - months mandate starting 25.05.2024 but the mandate shall not be later than the end of selection procedure for Directorate members according to GEO 109/2011 provisions on corporate governance of public enterprises, with later additions and amendments if the procedure shall end in this time interval;
- ❑ In accordance with its statutory and legal duties, taking into consideration the candidates recruitment and selection final report for Directorate member position in Transelectrica, the following were appointed as members of Directorate since 3.10.2024: Florin-Cristian Tătăru, Victor Moraru, Ștefăniță Munteanu, Cătălin-Constantin Nadolu and Vasile-Cosmin Nicula. The appointment was made in accordance with the provisions of art. 35 para. (4)-(8) and (11) of GEO 109/2011 on corporate governance of public enterprises, as a result of selection procedure for the positions of Directorate members of Transelectrica pursuant to art. 23 from Articles of Association;
- ❑ pursuant to art. 23 para (1) from Articles of Association of Transelectrica, the Supervisory Board elected Ștefăniță MUNTEANU as chairman of Directorate, also called Executive Director General or Chief Executive Officer – „CEO” of National Power Transmission Company Transelectrica. The time period of mandate for Directorate members is from 3.10. 2024 until 29.02.2028.

Directorate members had a net monthly allowance in amount of **32,204 RON** during 1.01.2024-31.12.2024.

Based on applicable contractual and legal provisions, the amounts corresponding to fixed remuneration due to Directorate members calculated for year 2024 are shown in the following table:
(shown amounts are net amounts)

No.	Name and surname	JAN 2024	FEB 2024	MAR 2024	APR 2024	MAY 2024	JUN 2024	JUL 2024	AUG 2024	SEP 2024	OCT 2024	NOV 2024	DEC 2024
1	Tătăru Florin-Cristian	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204
3	Toncescu Bogdan	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	2,800	0	0
4	Nadolu Cătălin-Constantin	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204
5	Munteanu Ștefăniță	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204	32,204
6	Moraru Victor	0	0	0	0	0	0	0	0	0	32,204	32,204	32,204
7	Nicula Vasile-Cosmin	0	0	0	0	0	0	0	0	0	32,204	32,204	32,204

Also, in accordance with mandate contracts and remuneration policy approved by AGOA resolution no. 4/29.04.2024, some Directorate members had benefited from settlement of amounts for monthly rent related to a living space in Bucharest and/or transport (road, air, rail) from the residence written in Identity Card to the headquarters of Mandator and return, as:

Rent and transport settlement	accomodation	transport
Tătăru Florin-Cristian	37,858	19,742
Nadolu Catalin Constantin	19,898	0
Munteanu Stefanita	45,926	0
Moraru Victor	12,843	2,220



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Requests for the exercise of OAVT (Transelectrica Virtual Stock Options), compensation and revocation/non-competition compensations, interest inflation update of labor insurance contributions, employer contributions, arbitration/court expenses in accordance with the executory ruling of the courts in the amount of **9,662,352.59 RON** have also been honored during the year 2024 as below:

	Fix gross compensation	Variable component	non- competition compensation	Legal penalty interest	IPC update	Arbitration/court expenses	CAM	TEL costs, paid to arbitration court	employer contributions	TOTAL
Marcu Corneliu Bogdan HOT ARB 5742	559,164.00	0.00	0.00	167,074.00	149,193.00	84,600.60				960,031.60
Miu Andreea Mihaela HOT ARB 5742	559,164.00	0.00	0.00	167,074.00	149,193.00	22,402.70				897,833.70
Stanciu Marius Viorel-HOT ARB 5768	1,896,498.00	326,147.00	559,164.00	724,676.00	841,143.00	207,893.62	50,009.50	111,782.82		4,717,313.94
Nitu Catalin-HOT ARB 5758	1,910,477.00	59,023.00	0.00	484,859.00	380,903.00	72,281.99	44,313.74			2,951,857.73
Smeeianu Ion - OAVT	95,183.00	0.00	0.00	37,872.00	0.00	119.00	2,141.62			135,315.62

Throughout the year 2024 the Supervisory Board and Directorate members remuneration was in accordance with the approved remuneration policy.

The data included in this report was provided and assumed by the Company's specialized divisions and Directorate.

Document elaborated by Transelectrica Supervisory Board, through the care of Nomination and Remuneration Committee,

- ❖ VASILESCU Alexandru-Cristian – chairman _____
- ❖ ORLANDEA Dumitru Virgil _____
- ❖ ZEZEANU Luminița _____
- ❖ DASCĂL Cătălin-Andrei _____
- ❖ RUSU Rareș-Stelian (until August,19, 2024) _____

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