



**Transelectrica®**  
Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice  
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Capital subscris și vărsat: 733.031.420 Lei  
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## DRAFT

### DECISION NO. \_\_\_\_ of the Shareholders' Ordinary General Assembly of National Power Grid Company Transelectrica S.A. of April 29/30, 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 29/30, 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, 7, 8, 9, 10, 11, 12, 19, 20, 21 and 22 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** the separate financial statements of CNTEE "Transelectrica"-S.A. for the financial year 2024, according to Note no. 12095/26.03.2025.
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 consolidated financial statements of CNTEE „Transelectrica”-S.A. prepared in accordance with the International Financial Reporting Standards adopted by the European Union on and for the financial year ended December 31, 2024, according to Note no. 13008/26.03.2025.
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** the consolidated financial statements prepared in accordance with OMFP no. 2844/2016 for the approval of accounting regulations in accordance with International Financial Reporting Standards as of and for the financial year ended December 31, 2024, according to Note no. 13009/26.03.2025.

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** distribution of the accounting profit remaining after deducting the profit tax on 31.12.2024 in the amount of 585,924,311 lei with the following destinations:

5. No.	Destination	Amount (lei)
1	Accounting profit remaining after deduction of income tax at December 31, 2024	585.924.311
	Allocation of accounting profit to the following destinations:	
a	Legal reserve (5%)	-
b	Other tax incentive reserves - exemption from tax on reinvested earnings	240.981.311
c	Coverage of prior years' accounting losses, excluding the accounting loss carried forward arising from adjustments required by the application of IAS 29 'Financial Reporting in Hyperinflationary Economies'	-
d	Other allocations provided by law - revenues realized in 2024 from the allocation of interconnection capacity (net of income tax)	35.347.095
2	Remaining profit to be distributed (1-a-b-c-d)	309.595.905
e	Employee profit-sharing	-
f	Dividends to be paid to shareholders out of the profit available for distribution	155.402.661
g	Other reserves established as own sources of financing	154.193.244
h	Retained earnings	-
3	Total allocations (a+b+c+d+e+f+g+h)	585.924.311

, according to Note no. 13011/26.03.2025.

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** the gross dividend per share from the profit recorded on 31.12.2024, at the value of 2.12 lei according to Note no. 12056/26.03.2025.

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** discharge of the members of the Management Board and the members of the Supervisory Board for the financial year 2024, according to Note no. 13242/26.03.2025.

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** Remuneration report for the financial year 2024.

8. Regarding item 8 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** "Remuneration policy for members of the executive and non-executive management of CNTEE "Transelectrica"-S.A. revised at the level of March 2025", according to Note no. 13246/26.03.2025.

9. Regarding item 9 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** Annual report on the individual financial statements of the Company for the financial year ended December 31, 2024.

10. Regarding item 10 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 annual report on the consolidated financial statements prepared in accordance with International Financial Reporting Standards adopted by the European Union of the Company for the financial year ended December 31, 2024.

11. Regarding item 11 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 annual report on the consolidated financial statements of the Company prepared in accordance with OMFP no. 2844/2016 for the approval of accounting regulations in accordance with the International Financial Reporting Standards adopted by the European Union for the financial year ended December 31, 2024.

12. Regarding item 12 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** Consolidated sustainability report of CNTEE "Transelectrica"– S.A. for the year 2024.

13. Regarding item 19 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 **June 5, 2025** as the "ex date", the calendar date from which the shares of the Company subject to the Resolution of the Ordinary General Meeting of Shareholders are traded without the rights deriving from that resolution.

14. Regarding item 20 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 **June 06, 2025** as the registration date of the shareholders on whom the effects of the SOGA Decision will be reflected.

15. Regarding item 21 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 **June 26, 2025** as the "payment date" of the gross dividend per share from the profit recorded on December 31, 2024.

16. Regarding item 22 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,