



**Transelectrica®**  
Societate Administrată în Sistem Dualist

**The National Power Grid Company Transelectrica**  
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Share capital subscribed and paid: 733.031.420 lei [www.transelectrica.ro](http://www.transelectrica.ro)

No. 36743/08.09.2025

## NOTE

### To General Extraordinary Assembly of TRANSELECTRICA

1. **Title:** Note regarding the approval for TRANSELECTRICA S.A. (The Company) to purchase consultancy services and legal assistance and representation services before the court of law in order to defend the interests of the Company in relation with the fulfillment and the appeal against the Resolution no. 47/23.01.2025 of Romania Court of Accounts Plenum and in addition the Compliance Audit Report no. 6000/23.01.2025 and the Management Letter no. 6001/23.01.2025, drawn by the Court of Accounts.

2. **Note Type:**

Information

Opinion

**X Approval**

3. **Proposed decision:**

The approval for TRANSELECTRICA S.A. to purchase consultancy services and legal assistance and representation services before the court of law in order to defend the interests of the Company regarding:

- a) Implementation of the recommendations of the external public auditors;
- b) Appeal against the documents issued by the Court of Accounts as a result of the compliance audit mission carried out at Transelectrica regarding the recommendations which, after an internal analysis, the Company considers unjustified according to the Decision no.140/2025of the Directorate.

4. **Legal ground:**

- Art.I para.(1) and para. (3) of G.E.O. no. 26/2012 regarding some measures of reducing public expenses and strengthening the financial discipline and amending and adding some legislative instruments pursuant to which paragraph (3) 'In thoroughly justified cases, when the legal activities of consultancy, assistance and/or representation, necessary for national bodies, national companies and commercial companies, as well as for autonomous authorities in para. (1), cannot be provided by the legal specialized personnel employed in these entities, services of this nature can be purchased under the conditions of the law, only with the approval and authorization of the representatives of the State or of the territorial - administrative units in their management bodies: a) by the main coordinator of credits, where the state is a full or majority shareholder(...)'.  
- Art. 14 para. (1), letter j) Articles of Association of Transelectrica, updated on the ground of the Shareholders' General Extraordinary Assembly Resolution no. 1/26.01.2023, in force on 30.03.2023 according to Directorate Decision no. 21/20.02.2023.

5. **Background:**

Since 04.09.2023 the Court of Accounts carried out a compliance audit mission with the aim of **'finding a reasonable assurance** that the payroll and the rights given to the personnel of the company as well as the contracts and purchase (investment activity) **are in compliance with the relevant legislation, norms and regulations that were in force during 2020 - 2022'**.

Through letter no. 10556/11.03.2025 the Company forwarded to the Court of Accounts of Romania the previous Complaint made based on art. 7 of Law 554/2024 against Resolution no. 47/23.01.2025 as well as against the Compliance Audit Report 6000/23.01.2025 and the Management Letter no.6001/23.01.2025, asking for the annulment of the recommendations given on items 1.1 (5.1), 1.5 (5.5), 1.6 (5.6), 1.12 (5.12 – partially), 1.13 (5.13 - partially), 1.14 (5.14 - partially) and 1.16 (5.16).

Through letter no. 20216/04.06.2025, the Court of Accounts of Romania rejected the preliminary Complaint made by the Company as inadmissible regarding the request for partial annulment of the Financial Audit Report 6000/23.01.2025 and the Management Letter no.6001/23.01.2025 and as unfounded regarding the annulment request of the Court of Accounts' Resolution no. 47/23.01.2025.

In accordance with art. 33 para. 3 of Law 94/1992 'In case deviations from legality and regularity are found to have led to damages, this is communicated to the management of the audited public entity. **Establishing the extent of the damage and the measures required to recover it becomes an obligation of the management of the audited entity.'**

In the Compliance Audit Report at Transelectrica no. 6000/23.01.2025 regarding the recommendation 5.1(1.1) was noted: granting bonuses of a special nature and salary increases **"under other conditions than those established by the Collective Labour Agreement"**, and the aspects noted are exclusively related to employees' rights - evaluation of individual performance, mention of actions with major impact, clear criteria for the distribution of amounts/person, purpose of granting increases, public holiday or special event. However, these aspects are exclusively related to the provisions of the Collective Labour Agreement (CLA) and the employer's obligations and the correlative rights of the employees. In this regard, it should be noted that the authority that has the express role of verifying the legality and compliance with the provisions of the CLA is the Labor Inspectorate, according to art. 6 para. let. A) b) of Law no. 109/1999 on the establishment and organization of the Labour Inspectorate, an entity which has not so far reported any kind of irregularity, illegality or improper action in relation to the application of the CLA at the level of Transelectrica. Moreover, regarding the manner of application of the CLA, the trade union partner has not raised any issues regarding the non-compliance with clauses.

In this context, a legal analysis is necessary and, subsequently, the implementation and contestation of the acts issued by the Court of Auditors (including a request for suspension of effects).

#### **6. Necessity/utility/opportunity:**

The contestation of the acts issued by the Court of Accounts is atypical since it implies the analysis of such issues like the competence of this institution in finding a breach of the Collective Labour Agreement, and to what concerns the damage, it is necessary to check the legal conditions for finding the existence and the amount of the alleged damage, as well as

the possible ways of recovering it, as the case, while complying with the rights and obligations of the Company.

Although there is a general judicial practice in filing a contestation against the acts issued by the Court of Accounts, this is not applicable to the specific elements of the Company's situation, previously identified.

While filing a contestation against the acts issued by the Court of Accounts, the arguments and elements for implementing the recommendations must be identified, given that submitting over 2000 summonings to court to recover the damage without a rigorous substantiation from an external entity with experience in the field and an objective approach, does not represent an appropriate or reasonable measure, since:

- it would imply the payment by Transelectrica of approximately 2,000 legal stamp duties related to each dispute, as well as other expenses inherent to any legal proceeding; for the total amount of 28,990,440 RON (12,073,272 (bonuses)+16,917,168 (additions)), the stamp duty is 293,509.40 RON, but in reality the payable stamp duty will be higher, because it is paid individually and separately for each claim against each employee;
- for the amounts paid to the employees until May 2022, the 3-year statute of limitations deadline provided for by art. 171 of the Labour Code has passed, so that the final outcome of the litigation for the recovery of these amounts is predictably unfavourable, and Transelectrica will also have to bear the legal costs incurred by the employees;
- for the amounts paid to employees, for which the limitation period has not expired, a solution of annulment, by the contentious court, of the measure contained in the Audit Report on the recovery of special bonuses and salary increases granted in the period 2020-2022, would also lead to an unfavourable solution for the Company in the disputes regarding the recovery of the amounts, with the consequence that Transelectrica will bear, separately from its own expenses, the legal costs incurred by the employees.

However, according to art. 64, para. 1 of Law 94/1992 'the failure to recover the damages as a result of the failure of the entity's management to comply with and implement the measures sent by the Court of Accounts, is a crime and it is punished by imprisonment from 3 months up to an year or a fine'.

In this case, the steps taken should avoid causing a serious impact on the Company, both from an organizational and functional point of view, as well as from a legal and corporate point of view.

In this context, we consider that all possible legal and procedural steps must be initiated and carried out in order to protect the Company's legitimate rights and interests and maximize the chances of defending it.

Also, since the situation implies the analysis of some rights produced by Collective Labour Agreement, aiming at almost 2,000 employees, we consider that it is essential to ensure a high degree of impartiality and objectivity in managing this case, which can be best achieved by involving an external, independent team of legal professionals with expertise and experience in handling this case.

Further on, the Company considered as unjustified the findings and recommendations regarding items 1.5 (5.5), 1.6 (5.6), 1.12 (5.12 – partially), 1.13 (5.13 - partially), 1.14 (5.14 - partially) and 1.16 (5.16), namely:

- Failure to comply with the contractual terms in the case of a works contract of which the subject matter has not been completed within the contractually stipulated deadline and has been terminated by the contractor following its insolvency.
- Adjusting the price of a works contract under other conditions than the legal ones, namely without taking into account the foreign exchange rate difference by which the price of the contract was increased, the contractor invoicing the value of the works carried out in euro at the exchange rate on the date of invoicing;
- Failure to comply with the contractual terms in the case of a works contract with the extension of the deadline for the performance of some steps beyond the deadline set in the contract for their completion, failure to calculate penalties for non-completing the contractual stages on time and making payments for goods and services which have not been fully provided by the contractor;
- The unjustified extension of the deadline of works in the case of some investments contracts;
- The acceptance of the unjustified price adjustment in the case of purchase contracts to what regards the profit of the contractor.

To this regard, we suggest analyzing and holding the necessity, utility and opportunity of outsourcing the legal services by having a law firm joining us with professionals specialized in corporate law litigation, with specific reference to the field of corporate governance of State-owned enterprises, labour law, civil law, etc.

A. Complexity of the case

- Legal novelty: Litigations involve issues not explored so far within the Company in previous experiences in similar situation, requiring a specialized approach taking into account the amendment of the Court of Account Regulations approved by Decision 629/20.12.2022.
- Intersection of several areas of law: advanced expertise in corporate law, corporate governance, administrative litigation and labour law is required, areas that go beyond general expertise.

B. The risks of inefficient approaches

- The organizational and legal impact: not taking coherent and efficient actions could create additional damage and could harm the credibility of the Company, including in relation with the partners and investors.

C. Limitations of the Litigation Department - the Legal and Litigation Division

- The Litigation Department within the Legal and Litigation Division is already involved in a significant number of litigations and other critical activities. According exclusivity to this case would have a negative impact on other operational processes, especially since there is a novelty legal nature as mentioned at item A.
- Limited specialization: the object of the actions requires interdisciplinary knowledge and there is no similar practice at the court level.

## 7. **The subject matter of the lawyer services**

The law firm to be selected following the fulfillment of the criteria related to expertise in the reference area (administrative litigation, corporate law, litigations from applying G.E.O. 109/2011, labour law) will mainly provide the following services:

1. Legal analysis of the documents issued by the Court of Accounts and of the documents on which they were based;
2. Identifying legal solutions to implement the recommendations of the Court of Accounts;
3. Outlining the procedural strategy to be followed;
4. Filing /completion of the action regarding the annulment of the documents issued by the Court of Accounts for the recommendations considered unjustified by the Company;
5. Filing the request to suspend the effects of the documents issued by Court of Accounts;
6. Providing legal assistance and representation before the courts of law;
7. Depending on the Court's resolution, the promotion and support for ordinary and if necessary, extraordinary appeals against the decisions to be ruled, legal assistance and representation of the Company in the appeals and, if necessary, in the retrial.

## **8. Legal framework for outsourcing**

According to art.I, para. (3) of G.E.O. 26/2012, the outsourcing of legal services is allowed in thorough justified situations, such as:

- High complexity of the case;
- The need for interdisciplinary knowledge;
- The need for external resources in order to substantiate the enforcement and contestation measures of the documents issued by the Court of Accounts in a coherent and efficient manner.

## **9. Benefits of involving a law firm**

- Superior expertise: a team of specialized lawyers can analyze the case in detail, offering effective and innovative solutions.
- Strategic approach: the strategies made by the external specialists significantly increase the chances of success, both in the first court appearance and in the possible appeals as well as in the follow-up proceedings.
- Operational efficiency: the outsourcing allows the legal internal team to focus on other critical activities of the Company.

## **10. Risks in lack of approval**

- The risk of improper representation of the Company within the lawsuits in case, can produce credibility and property damage.

Based on the arguments presented, we consider that the outsourcing of the legal services is necessary, useful and opportune, being in the interest of the Company to benefit from the support of a team of lawyers specialized for these disputes.

## **11. Approval:**

**Approval for Transelectrica (the Company) to purchase consultancy services and namely, representation and legal assistance services before the courts of law in order to defend the interests of the Company in relation with the implementation and contestation of the resolution no. 47/23.01.2025 of the Court of Accounts of Romania Plenum and in subsidiary, the Compliance Audit Report no. 6000/23.01.2025 and the Management Letter no.6001/23.01.2025, issued by the Court of Accounts, within the limit of 50,000 euro, all expenses related to the representation before the court until the ruling of the final resolution being included.**

**DIRECTORATE**

**Ștefăniță MUNTEANU**  
Chairman

**Cătălin-Constantin NADOLU**  
Member

**Florin-Cristian TĂTARU**  
Member