

## Supervisory Board

### NOTE

#### **Regarding the Shareholders' General Assembly approval of the Supervisory Board members remuneration as a result of the provisions of Law number 158/2025 to amend G.E.O. 109/2011 regarding corporate governance of public enterprises**

To what concerns the **Supervisory Board members' remuneration**, the establishment of this remuneration is the competence and obligation of the Shareholders' General (ordinary) Assembly according to article 111, paragraph (2) letter c) <sup>1</sup> and art.153<sup>18</sup> para. (1) <sup>2</sup> of Corporation Law, legal provisions that are also reflected at the level of the Articles of Association of the Company at article 4, paragraph (1), letter f). Taking into consideration the fact that Articles of Association of the Company does not establish the remuneration of Supervisory Board members, in report with the applicable legal provisions, it comes out that it is established or, as the case, changed by the resolution of the Shareholders' General Assembly.

On February 2024, the Shareholders' General Assembly approved the nomination of Supervisory Board members with a mandate length of 4 years starting 1.03.2024 until 29.02.2028.

Resolution number 1 from February 28,2024 of Shareholders' General Ordinary Assembly established the Supervisory Board members' remuneration in quantum of **28,223 RON gross/month**.

Publishing in the Official Gazette of Romania the Law number 158/17.10.2025 which amends G.E.O. 109/2011 regarding corporate governance of public enterprises, establishes according to article 37 para 2 that 'the remuneration of non-executive members of administration board, namely of members of supervisory board is made of a fix monthly allowance. The fix monthly allowance cannot exceed *2 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, previous to appointment. The level of remuneration is suggested by the remuneration committee of administration board or of supervisory board of public enterprise approved by AMEPIP and approved by the shareholders' general assembly, taking into consideration the reference criteria from the private sector as well as the complexity of the operations developed by the public enterprise.'

The Note number 13122/9.12.2025 of the Agency for Monitoring and Assessing the Public Enterprises Performance, recorded within Transelectrica with number 55321/9.12.2025 received a favorable opinion for the decreased level of fix remuneration in amount of 23,785 RON gross/month for non-executive members of Supervisory Board, according to article 37, paragraph 2 of G.E.O. 109/2011, namely at the level of maximum 2 times *the average of the*

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<sup>1</sup> Except the debate of other problems on the agenda, the general assembly must::

c) set the remuneration due for the current year for administratin board members, namely supervisory board members and auditors, if it was not set by articles of association;

<sup>2</sup> the remuneration of administratin board members or of supervisory board members is set through articles of association or through resolution of shareholders'general assembly.

*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, previous to appointment.

As a result the fix gross monthly remuneration of Supervisory Board members is submitted to Shareholders' General Assembly approval in quantum of maximum two 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, previous to appointment, namely **23,785 RON gross/month**.

Besides the above – presented, we propose to Shareholders' General Assembly of the Company:

-the approval of fix allowance of Supervisory Board members of the Company as being in quantum of 23,785 RON gross/month and the empowerment of Government General Secretariat representative in the Shareholders' General Assembly to sign in the name of the Company the mandate contracts with the people appointed as members of Supervisory Board.

**Chairman of the Supervisory Board,**

**Cătălin Andrei DASCĂL**