

**ADDENDUM NO. \_\_\_\_ to MANDATE CONTRACT NO. \_\_\_\_**

In order to apply the provisions of:

- **Governmental Emergency Ordinance 109/2011** on the corporative governance of public enterprises, approved by Law 111/2016, with later amendments and additions, hereinafter called **G.E.O. 109/2011**;
- **Governmental Decision 639/2023** on approving the Methodological norms to apply G.E.O. No. 109/2011, on corporative governance of public enterprises hereinafter called Methodological norms - **Annex no. 1-** Methodological norms from July 27, 2023 to establish the criteria of selection for the members of the supervision/administration boards of public enterprises, to draw the short list for each position, its ranking, the procedure regarding the final appointment, as well as to establish other measures necessary to implement the provisions of Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises and **Annex 2-**Methodological norms from July 27, 2023 to establish the financial and non-financial performance indicators and the variable component of the remuneration of the members of the supervision/administration boards of public enterprises, as well as of the managers, respectively of the directorate members, hereinafter called, **Methodological norms**;
- **The Corporations Law 31/1990** republished, with later amendments and additions, hereinafter called **Law 31/1990**;
- Art. 1913 -1919, art. 1924, as well as art. 2009-2042 from Law 287/2009 on the Civil code, with later amendments and additions;
- The Articles of Association of the National Power Transmission Company Transelectrica, managed under two tier system, hereinafter called **The Articles of Association**;

Taking also into consideration the provisions of the specific legal framework applicable to the Company as an issuer of securities listed on the Bucharest Stock Exchange („BVB”) in the Premium category and as a system and transmission operator in the field of electric energy, namely the provisions of:

- Law no. 24/2017 on issuers of financial instruments and market operations, republished, with amendments and additions, the regulations issued by the Financial Supervisory Authority in applying this law and the other subsequent regulations, as well as the regulations issued by the BVB,
- Electricity and natural gas law no. 123/2012, with amendments and additions,

Taking into consideration and the provisions of:

- Government Ordinance no. 26/2013 regarding the strengthening of the financial discipline at the level of some economic operators where the State or the administrative – territorial units are the sole or majority shareholders or they hold directly or indirectly a majority stake, with subsequent amendments and additions,

Memorandum on the subject: *Corporate governance of public enterprises. Measures regarding the negotiation of the mandate contracts of the members of administrative boards or, as the case may be, the supervisory board and the directorate of public enterprises, under the aspect of arbitration clauses (arbitration)* approved by The Government of Romania in the meeting on 04.01.2024

Following and based on the nomination by the Shareholders' General Assembly („**A.G.A.**") through **A.G.A Decision no. \_\_\_\_/\_\_\_\_** of Mr./Mrs. \_\_\_\_\_ as member of the Supervisory Board of the National Power Transmission Company Transelectrica, managed under two tier system, and of the express acceptance by Mr./Mrs. \_\_\_\_\_ of the mandate, being necessary to establish the rights and obligations of the mandator and mandatee corresponding to the exercise by the later one of the position of member of the Supervisory Board, this addendum to the mandate contract no. \_\_\_\_/\_\_\_\_ is concluded according to the following.

## Art.1 Addendum Parties

**National Power Transmission Company Transelectrica SA**, public enterprise, company managed under two-tier system, with headquarters in Bucharest 3 district, Olteni Street no. 2-4, registered under no. J40/\_\_\_\_/2000, with the National Office of the Commercial Register, single (fiscal) registration code \_\_\_\_\_, hereinafter called "**the Company**", represented by Shareholders' general assembly which appointed by **A.G.A. Decision no. \_\_\_\_/\_\_\_\_** Mr./Mrs. \_\_\_\_\_ to sign in the name of the Company the present addendum in the form and content approved by **A.G.A. Decision no. \_\_\_\_/\_\_\_\_**, as **Mandator**

And

\_\_\_\_\_, Romanian citizen, born on \_\_\_\_\_ in \_\_\_\_\_, residing in \_\_\_\_\_, with the mailing address declared in \_\_\_\_\_, personal identification number \_\_\_\_\_ appointed as **Member** of the Supervisory Board of **Transelectrica („Board")** in accordance with the **Decision of A.G.A. no. \_\_\_\_/\_\_\_\_**, hereinafter referred as „**Administrator**" who took note of the form and content of the addendum approved by A.G.A.. Decision no. \_\_\_\_/\_\_\_\_ and has expressly accepted the mandate under these contractual conditions, as **Mandatee**.

Have mutually agreed the following:

**Art. I.** Article 5.1.8 from Mandate Contract changes, the new form being the following:

"**5.1.8** The administrator has the right to reimburse the necessary and useful expenses made justifiably in order to perform the mandate based on justifying documents but without limiting to this: costs for accommodation, daily allowance, transport, participation fees for courses, seminars and any other types of expenses related to the execution of the mandate, regardless if they were caused by traveling in the country or above, as well as to use some inventory items/fixed assets necessary to perform the activity, so that the total of the advantages granted in one mandate year (including the advantages from art 5.9) must not exceed the value of two fix monthly gross allowances."

**Art. II.** Article 5.2.19 from the Mandate Contract is removed.

**Art. III.** Article 12. 2 from the Mandate Contract changes, the new form being the following:

"**12.2** The fixed allowance owed to the administrator during his mandate of Board member is in quantum of 23.785 RON."

**Art. IV.** Annex 2 Mandate Contract no. \_\_\_\_/\_\_\_\_, changes, namely the annex to Mandate Contract key performance indicators approved by AGA resolution no. \_\_\_\_/December, 22/23, 2025 is created.

Therefore we have concluded the present Addendum to Mandate Contract today \_\_\_\_\_, at \_\_\_\_\_, in 2 (two) original exemplary, the parties declaring that they have each received one exemplary when signing this addendum.

**National Power Transmission Company  
Transelectrica SA**

Through:.....mandated,  
Through Resolution no. .... of  
Shareholders' General Ordinary Assembly

**ADMINISTRATOR  
Mr./Mrs.**

## Annex no. 2

Nr crt	SB Objective/Performance Indicators			Checking Instrument	Target values for performance indicators				
	Indicators name	u.m.	Percentage		2024	2025	2026	2027	2028
Financial Indicators									
1	Interest coverage ratio	nr	20,00%	Profit and loss account and Balance related to annual financial statement submitted to BVB and ASF	3.5	4	4.5	5	5.5
2	Outstanding payments to the State budget	RON	15,00%	financial statement submitted to BVB and ASF	0,00	0	0	0	0
3	Arrears reduction	RON	15,00%	financial statement submitted to BVB and ASF	0,00	0	0	0	0
TOTAL Financial Indicators		50,00%							
Non- Financial Indicators									
1	Customer retention rate	%	5,00%	Report DEF	100%	100%	100%	100%	100%
2	Customer satisfaction score	%	5,00%	Report DPE	75%	75%	75%	75%	75%
3	The number of gatherings of Supervisory Board	nr	15,00%	Report DGCRIR	8	10	12	14	16
4	The number of gatherings of the committees	nr	15,00%	Report DGCRIR	8	10	12	14	16
5	Establishing the policies to manage risks	%	10,00%	Report DMI	DA	DA	DA	DA	DA
NON-FINANCIAL INDICATOR TOTAL		50,00%							
TOTAL INDICATORS (row 9+r.18)		100,00%							
Note									
3)In exceptional cases generated by the operating conditions of the energy market, legislative changes with significant impact and unfavorable developments on the balancing market, non profit activity for the company, as well as the non-financial income from additional OTC, that will affect the target minimum level of net turnover, will be adjusted with their impact, thoroughly justified, substantiated and communicated transparently									
2) Execution of administration plan with management component will be presented in a report which will represent the checking instrument and will be made annually, so that for the quarterly periods, the indicator is considered fulfilled									