



Transelectrica®

Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
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Supervisory Board

NOTE

Regarding the Shareholders' General Assembly approval to amend items 5.1.8 and 5.2.19 of mandate contracts of Supervisory Board members approved by AGOA Resolution 1/28.02.2024 and the empowerment of Government General Secretariat representative in the Shareholders' General Assembly to sign in the name of the Company the addendums to mandate contracts with the people appointed as members of Supervisory Board

On February 28, 2024, the Shareholders' General Assembly approved the nomination of Supervisory Board members with 4 years duration, starting 01.03.2024 until 29.02.2028.

The legal framework regarding the fixed remuneration of Supervisory Board members comes from the character of the Company as a joint stock company managed under two-tier system under the provisions of art.153¹ and the following ones of Law no.31/1990, republished with later amendments and additions, by a Directorate and a Supervisory Board and the statute of the Company as *public enterprise* according to art.2 item. 2 let. b) of G.E.O. 109/2011 on the corporative governance of public enterprises.

By publishing Law number 158/17.10.2025 which amends G.E.O. 109/2011 regarding corporate governance of public enterprises in the Official Gazette of Romania establishes according to article 39 paragraph 2 that *'the total of the advantages granted in a mandate year regarding the coverage of some expenses with representation, transport, daily allowance must not exceed the value of two fix gross monthly allowances'*.

The form of mandate contract of Supervisory Board members approved by AGOA Resolution no. 1/2024, at the suggestion of the stakeholder, article 5.1.8 foresees " *The administrator has the right to have the costs related to the execution of the mandate reimbursed based on justifying documents but without limiting to this: accommodation costs, 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. (All these expenses will be reimbursed within the limits set on the level of the Company). The Company will reimburse to the administrator the costs mentioned above once a month, on the tenth day of the month for the previous month. The accommodation costs will be reimbursed for the number of days that equals the days of that meeting.*" Art. 5.9 " *The administrator is entitled to the same compensation and benefits package, including medical services and/or medical insurance, contracted by the Company for employees (if the case)*", as well as art. 5.2.19 " *To attend at least one professional training program in the field of corporate governance, as well as in any other relevant fields for the public enterprise, according to the applicable legal framework, with the approval of the AGA.*"

For a good application of mandate contracts of Supervisory Board members approved by AGOA resolution no. 1/28.02.2024 and in the context of the amendments of G.E.O. 109/2011 through law 158/2025, we submit to the Shareholders' General Assembly approval the amendment of some articles of mandate contracts of Supervisory Board members appointed by AGOA resolution no. 1/28.02.2024, namely:

"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."

5.2.19 is removed;"

And

the empowerment of Government General Secretariat representative in the Shareholders' General Assembly to sign in the name of the Company the addendums to mandate contracts with the people appointed as members of Supervisory Board through AGOA resolution no. 1/28.02.2024.

Chairman

Supervisory Board

Cătălin Andrei DASCĂL