



Transelectrica®

Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
Transelectrica SA - Sediul Social: Str. Olteni, nr. 2-4, C.P. 030786, Bucuresti
România, Număr Înregistrare Oficiul Registrului Comerțului J40/8060/2000,
Cod Unic de Înregistrare 13328043. Telefon +4021 303 56 11, Fax +4021 303 56 10
Capital subscris și vărsat: 733.031.420 Lei
www.transelectrica.ro

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Supervisory Board

Note

Regarding Shareholders' General Assembly approval of the general limits of the variable component of Directorate members as a result of provisions of Law 158/2025 to amend and complete G.E.O. 109/2011

In accordance with the provisions of art 35 paragraph (4)-(8) and (11) of Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises, following the selection procedure of candidates for the positions of Directorate Members of Transelectrica, **starting October 3, 2024, the followings have been appointed as Directorate Members: Florin Cristian Tătăru, Victor Moraru, Ștefăniță Munteanu, Cătălin Constantin Nadolu and Vasile Cosmin Nicula. The mandate of Directorate Members is of maximum four years, from October 3, 2024 until 29.02.2028, taking into account art. 28 para. (8) from G.E.O. 109/2011 on the corporative governance of public enterprises.**

According to G.E.O.109/2011 on the corporative governance of public enterprises, the remuneration of Directorate members is established by Supervisory Board ¹.

Through art.153¹⁸ of Corporation Law 31/1990, republished, with later amendments and additions, it is established the necessity to set as general item in the Articles of Associations or in the absence of an express provision of the Articles of Associations, by the Shareholders' General Assembly which sets the general limits of the remuneration and of other advantages granted to Directorate members.

Through AGOA Decision no. 3 from April 29, 2024, item 3, the general limits of the remuneration and any other benefits that will be granted by TRANSELECTRICA to the members of the Directorate were set.

Publishing in the Official Gazette of Romania the Law number 158/17.10.2025 which alters G.E.O. 109/2011 regarding corporate governance of public enterprises, establishes the following: according to art. 37 " paragraph 2²) by exception from the provisions of paragraph (2), in the case of the companies having their shares traded on a regulated market, the fix monthly allowance cannot exceed the maximum of 5 times the average on the last 12 months of average gross monthly salary 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 variable*

¹ Art.38 para.(4): „remuneration of Directorate members is set by Supervisory Board. Provisions of para. (1) and (2) are applicable to Directorate members too.”

component is granted annually and cannot exceed the maximum 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.” And by art.39 paragraph 2 “the mandate contract will mention other advantages, namely the covering of some expenses with representation, transport, daily allowance, with the condition that the total of advantages granted in a mandate year shall not exceed the value of two fix monthly gross allowances.”

Taking into account that since October 3, 2024, Transelectrica has a management appointed according to the provisions of article 35 of G.E.O. 109/2011 with later amendments and additions, in order to avoid any doubt and comply with article art. 153¹⁸ of Law 31/1990 and art.14 para 1 let. e of the Articles of Association, **we submit to the Shareholders’ General Assembly approval:**

- **The approval of general limits of variable component of Directorate members, namely two times the average of the last 12 months of monthly gross average salary 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 well as *other advantages, namely the covering of some expenses with representation, transport, daily allowance, with the condition that the total of advantages granted in a mandate year shall not exceed the value of two fix monthly gross allowances, according to the legislation in force.***
- **The mandate contract will mention other advantages, namely the covering of some expenses with representation, transport, daily allowance, with the condition that the total of advantages granted in a mandate year shall not exceed the value of two fix monthly gross allowances.**

Chairman of the Supervisory Board,

Cătălin Andrei DASCĂL