



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, București,
 România, Număr de ordine în Registrul Comerțului: J2000008060404,
 Cod Unic de Înregistrare 13328043; Telefon +4021 270 04 53, Fax +4021 303 56 10
 Capital subscris și vărsat: 733.031.420 lei

www.transelectrica.ro

No. 11816/27.02.2026

NOTE

Regarding the Shareholders' General Assembly approval to conclude an addendum to contract C624/30.03.2022 (namely no. 20220329015/30.03.2022) with the Romanian Commercial Bank, having as object the supplementation of the credit line with 200,000,000 RON (from 175,000,000 RON to the value of 375,000,000 RON).

Chapter I – Statutory provisions

In accordance with the provisions of **article 14 para (30 letter c) of the updated Articles of Association of National Power Transmission Company Transelectrica**, pursuant to the resolution of the shareholders' extraordinary general assembly no. 1/26.01.2023, valid from 30.03.2023 according to the Directorate Decision no. 21/20.02.2023, the Shareholders' General Assembly decides on concluding credit contracts with a period of time equal or higher than 5 years, which value is equal or higher than 50,000,000 euro.'

Chapter II – Necessity and conditions regarding financial operations and services

The main activity of **National Power Transmission Company Transelectrica** ('C.N.T.E.E Transelectrica S.A', 'the Company') consists of providing the electrical energy transmission service and the system service, balancing market operator, manager of bonus type support scheme and other related activities.

These activities are carried on in accordance with the provisions of the Operating License number 2706/02.12.2025 issued by National Regulatory Authority in the Energy Field („ANRE”), approved by ANRE decision no. 2505/02.12.2025, the General Conditions associated with license approved by ANRE Order no. 104/2014, with later amendments and additions and the final authentication of the Company as system and transmission operator of National Power System.

Revenues consist mainly of revenues from the transmission service, the system service and the balancing market calculated based on the volume of energy delivered to consumers. Transmission and system service tariffs are regulated by ANRE. Revenues also include the value of transactions carried out on the balancing market.

The Company is also the administrator of the bonus type support scheme to promote the high - efficiency cogeneration. The Company acts as an agent since it is involved in collecting and distributing money.

In accordance with no. 116/23.12.2013 ANRE Chairman Order provisions, with later amendments and additions, the Competent Authority regulated both the rights and obligations of the support scheme administrator as well as the method of recognizing the costs generated by managing the support scheme throughout the application period. As provided in the current regulations, ANRE established for the administrator of the support scheme the obligation to pay the bonus value for the quantity of electrical energy generated in high efficiency cogeneration, **independent of the level of contribution collection.**

Starting from Transelectrica's obligations as support scheme administrator, if the Company does not have enough funds to pay the bonus to the support scheme beneficiaries, the following risks may occur:

- the payment of penalty interest for non-payment/delay in payment of invoices received from producers of electricity and thermal energy in high-efficiency cogeneration, beneficiaries of the support scheme of 0.02% per day of delay;
- non-compliance with the responsibilities set by GD 1215/2009, art 14: 'Transelectrica is responsible for the administration of the support scheme, the main duties being of monthly collecting the contribution for cogeneration and the monthly payment of bonuses';
- Warning/fine from ANRE for poor administration of the support scheme;
- Reputational risks.

These risks led to the annual credit commitment in order to cover the lack of liquidity necessary for the payment of bonus within the support scheme.

CNTEE Transelectrica SA, concluded with the Romanian Commercial Bank the credit contract C624/30.03.2022 (namely no. 20220329015/30.03.2022), altered and extended through addendums, having as object 'the advantage of revolving type bank credit' in amount of 175,000,000 RON.

The credit contract was firstly concluded to ensure optimum conditions for the operation of the support scheme to promote high – efficiency cogeneration and later the credit line purpose was extended by addendum to also cover the temporary needs for working capital.

Transelectrica lately faces temporary difficulties of money liquidity. The situation is mainly caused by:

- A significant increase of time gap (more than 3-4 months) while the State Budget reimburses the VAT collected;
- the current market context, the history showing a dynamics of electricity prices, which creates chain difficulties for all participants in the energy system, respectively impacts the Company's cash flows, generating an immediate need for working capital financing;
- Within the price coupling mechanism which foresees the union of the electrical energy markets PZU (next day market) from Romania, Hungary, Czech Republic and

Slovakia, the Company as Transfer Agent and Involved Participant has the commercial duty to settle the traded energy between OPCOM, MAVIR and IBEX. Within this settlement there is a time gap between payment and collection, first the payment is made and then the due amounts are collected. Within this coupling mechanism the payments to OPCOM include VAT and the collecting is VAT free. Also the RON –EURO and EURO – RON exchange currency changes interfere which requires the immediate existence of liquidity in the Company accounts. Also according to the approved administration plan for the years 2024 – 2028, to what concerns the operational treasury, **the Company will ensure that at any moment the potential shortage in financing the working capital mainly generated by a lack of timing of due obligations and collections from the operational activity, shall be cover by credit facilities.** In this manner the risk of liquidity will be avoided and the Company can honor in time the due obligations.

The value of arrears at the end of the period (fiscal year) assumed by the management plan for the years 2024-2028 must be 0 as a target value for performance indicators, and the lack of cash, although temporary, may cause the payment of penalties and late payment charges with negative effects on the activity carried out by the Company.

As a result, after analyzing these risk factors, it results a financing additional necessity estimated at 375,000,000 RON that shall ensure the comfort necessary for the payments of the current obligations of the Company.

Thus, in order to avoid the temporary working capital deficits, the banking companies (BCR, RAIFFEISEN, ING, BANCA TRANSILVANIA, BRD, EXIMBANK, UNICREDIT SI CEC) with which the company has commercial relations were required to present indicative price offers for a revolving type credit facility for a year.

We mention that we request for a revolving type credit because it immediately solves the cash-flow problems. The revolving system means automatic renewal based on cashing, namely reimbursement and reuse of money is possible any time it is needed, even during a day.

The bank interest and the indicative offers are:

Description	BCR	RAIFF	ING	BT	BRD	UniCredit	Eximbank	CEC
ROBOR 1M (%)	5.800%	-	5.800%	5.800%	5.800%	-	-	-
Margins (%)	0.000%	-	1.250%	1.200%	1.350%	-	-	-
Total interest (%)	5.800%	-	7.050%	7.000%	7.150%	-	-	-
Commission (%)	0.088%	-	0.000%	0.000%	0.150%	-	-	-
TOTAL interest + Commission (%)	5.888%	-	7.050%	7.000%	7.300%	-	-	-

The compared analysis shows the BCR offer as the most favorable.

In accordance with that was previously presented, in order to ensure the optimum operation of the support scheme to promote high – efficiency cogeneration and to cover the temporary need for working capital for the next period, we consider it

favorable to supplement with 200,000,000 RON the credit line opened at BCR (from 175,000,000 RON to 375,000,000 RON) to secure the financial conditions, since their offer is unchanged from the time of concluding the contract, namely March 2022.

Chapter III – Proposals

In order to fulfill the above-mentioned, pursuant to article 113 letter m from **Corporations Law 31 /1990**, republished, with later amendments and additions and in accordance with article 14 para (3) letter c of the Articles of Association of Transelectrica, updated by SGEAD no. 1 /26.01.2023, in order to ensure the money availability of the Company, we request the approval of the Shareholders' General Assembly on concluding an addendum to contract C624/30.03.2022 (namely no. 20220329015/30.03.2022) concluded with the Romanian Commercial Bank, having as object **the credit line supplementation with 200,000,000 RON (from 175,000,000 RON to 375,000,000 RON).**

Directorate

Chairman
Ștefăniță
MUNTEANU

Member
Victor
MORARU

Member
Cătălin-Constantin
NADOLU

Member
Vasile-Cosmin
NICULA

Member
Florin-Cristian
TĂTARU