

No. 7315/10.02.2026

NOTE

That asks the Shareholders' General Assembly to decide on summoning to court of some ex-members of the Supervisory Board of National Power Transmission Company Transelectrica

I. Overview

Through this note we request that the Shareholders' General Assembly shall acknowledge the litigious situation that resulted from the recommendations from item 5.6 of audit report of Romania Court of Account no. 6000/23.01.2025, namely item 1.6 from Management Letter no. 6001/23.01.2025, as well as the proposals from chapter VI of report number 24188/18.06.2025 drawn up by Internal Control Division within Transelectrica and shall decide on the legal actions to follow in the context of the situation below.

The control team observed the following written in report number 24188/18.06.2025:

“As a result of the control made according to the auditors' reasoning of the Romanian Court of Account, the control team identified the gross amount of 148,283 RON representing rent expenses paid by the Company for a number of three members of the Directorate, in other terms than the legal ones.

The responsible people for granting these undue advantages, since they voted for and approved the form of the mandate contract of Directorate members of Transelectrica in other terms than the legal ones (without the SGA approval of the limits) are the Supervisory Board members, as mentioned at chapter IV. Findings made according to the attached table (Annex 15).”

The payment period of the rent considered to be ‘improperly’ granted is February 2020 – June 2021, according to the notes from page 6 in the Control Division report (submitted as annex 1 to this document).

The Directorate decided in Note 24188/18.06.2025 that ‘it agrees with the measures suggested at chapter VI of that Report’, namely to record in accounting the amounts set and to recover the established amounts, under the law.

Towards these observations, the Litigation and Legal Division considered it necessary to draw up a Note for approval and also for information of SGA which requests the initiation of certain actions against the Supervisory Board members who are considered responsible for granting these advantages to some provisional members of the Directorate of Transelectrica, indicating the risks of losing the actions.

In this context, Note number **56376/DJC/24.12.2025 (Annex nr. 2)** which suggested one of the following was drawn up:

“1. The summoning to court of the responsible people mentioned at item II letters a, b, c, d, e, f, g, h, i above and the empowerment of the Directorate members to exercise

actions to court, namely to promote and sign the request/requests for summons pursuant to art 155 paragraph 1, art 72, art 1441 para 1, art 1442 para 1 and 2 of law 31/1990 regarding corporations, namely art 1350 of Civil Code.

2. *Drawing up an expense transfer note for the amount of 148,283 RON, in the event that the proposal at item1 is not approved, on the basis of art. 19 paragraph 4 of Law no. 82/1991 on accounting.*”

The Directorate decided through **Resolution number 56376/26.01.2026 (Annex no. 3)** that ‘it agrees with the proposal no.1 from the Litigation and Legal Division Note 56376/2025, namely to summon to court the responsible people and in this regard it decides that LLD shall take the necessary actions.’”

From the documents analyzed it results that the date of issuing the decisions by the Supervisory Board is between 09.01.2020 – 21.04.2021 and the date of rent payment is between February 2020 – June 2021.

In this context, it is obvious that a possible claim against the members of the Supervisory Board could be rejected, as time-barred (in the event that the opposing party invokes the exception of the prescription of the substantive right to action, pursuant to art. 2512 of the Civil Code), as a consequence of exceeding the general prescription period of 3 years from the date of payment (settlement) of the rent to the members of the Directorate

Even if with Law no. 287/2009 on the Civil Code, the extinctive prescription has become in civil matters, lato sensu, an instrument through which the private interest of the debtor of an obligation is defended, its incidence being subject to the invocation of such a defense under certain conditions, nevertheless the decision to act against the respective debtor, although the prescription is incident, must belong to the one who is responsible for the failure of the initiated action.

However, the margin of appreciation in this case must belong to the Company's management bodies, which will also bear the consequences of the rejection of the action (court costs consisting of judicial stamp duties and attorney fees), although the statute of limitations was incidental and obvious.

In court actions initiated by Transelectrica during the years 2022, 2023, the courts of law rejected as barred to limitation similar actions against ex-members of the Supervisory Board and of Directorate, the Company bearing the costs with judicial stamp duties and attorney fees.

All these financial and legal risks must be assumed by the management of Transelectrica in case the final decision is to summon to court the Supervisory Board members considered responsible for illegal payment according to the findings in the Control Division report number 24188/18.06.2025.

II. Regarding the responsible people

‘The following have resulted from the Control Division report number 24188/18.06.2025 on the undue payment rent during 01.01.2020 – 21.12.2020:

The responsible people for granting advantages to some provisional members of Transelectrica Directorate, representing rent expenses in total gross amount of **148,283 RON** in other terms than the legal ones (without the SGA approval of the limits), according to the Romanian Court of Accounts reasoning, are the Supervisory Board members, as below:

a) For the amount of **22,433 RON**, granted to Mr. **Corneliu Bogdan MARCU**, according to mandate contract 2/13.01.2020, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate according to SB minutes from 09.01.2020 which led to issuing the decision 42/09.06.2020, are :

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean BADEA;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU

b) For the amount of **32,266 RON**, granted to Mr. **Corneliu Bogdan MARCU**, according to mandate contract **131/18.06.2020**, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **09.06.2020** which led to issuing the decision **42/09.06.2020** are :

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela CONSTANTINOVICI – through Jean Valentin COMĂNESCU

c) For the amount of **16,965 RON**, granted to Mr. **Corneliu Bogdan MARCU**, according to mandate contract **446/23.11.2020**, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **20.11.2020** which led to issuing the decision **73/16.11.2020** are:

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela POPESCU – attending by phone

d) For the amount of **6,575 RON**, granted to Mr. **Marius Viorel STANCIU**, according to mandate contract 80/ 23.04.2020, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **08.04.2020** which led to issuing the decision **30/08.04.2020**:

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela CONSTANTINOVICI

e) For the amount of **22,175 RON**, granted to Mr. **Marius Viorel STANCIU**, according to mandate contract 132/ 18.06.2020, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **09.06.2020** which led to issuing the decision **42/09.06.2020**:

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela CONSTANTINOVICI – through Jean Valentin COMĂNESCU

f) For the amount of **7,185 RON**, granted to Mr. **Marius Viorel STANCIU**, according to mandate contract 447/ 23.11.2020, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **20.11.2020**:

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela POPESCU – attending by phone.

g) For the amount of **5,812 RON**, granted to Mr. **Ovidiu ANGHEL**, according to mandate contract 292/ 01.11.2020, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **29.10.2020**, which led to issuing the decision **68/29.10.2020**:

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela POPESCU – through Jean Valentin COMĂNESCU

h) For the amount of **23,248 RON**, granted to Mr. **Ovidiu ANGHEL**, according to mandate contract 474/ 18.12.2020, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **14.12.2020**, which led to issuing the decision **76/14.12.2020**:

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela POPESCU – through Jean Valentin COMĂNESCU

i) For the amount of **11,624 RON**, granted to Mr. **Ovidiu ANGHEL**, according to mandate contract 104/ 22.04.2021, the Supervisory Board members who voted for and approved the form of the mandate contract having as its object the provision of a dwelling during the mandate, according to SB minutes from **21.04.2021**:

- Mr. Adrian GOICEA – SB Chairman;
- Mrs. Luiza POPESCU;
- Mr. Jean Valentin COMĂNESCU;
- Mr. Oleg BURLACU;
- Mr. Ciprian Constantin DUMITRU
- Mr. Mircea Cristian STAICU
- Mrs. Mihaela POPESCU – through Jean Valentin COMĂNESCU

III. Proposals

Taking into account the above, pursuant to article 14, para (1) letter h from the Articles of Association, by reporting to article 155 of Law 31/1990, **we request the following to the Shareholders' General Assembly:**

1. To acknowledge the litigious situation presented and to decide on the summoning to court of the responsible people mentioned at item II, letters a, b, c, d, e, f, g, h, I above, in the context presented.
2. To empower *the Directorate to exercise* actions to court, namely to promote and sign the requests for summons to court.

APPROVED,

DIRECTORATE,

Ștefăniță MUNTEANU

Directorate Chairman

Member

Victor MORARU

Member

Cătălin-Constantin NADOLU

Member

Vasile-Cosmin NICULA

Member

Florin-Cristian TĂTARU