

THE MANAGEMENT BOARD

No. 17631/25.03.2026

NOTE

regarding the approval by the General Meeting of Shareholders of the transfer of the right to use a property owned by the Company for the purpose of achieving the objective provided for in Article 1 of Law No 174/2019

on the establishment of the National Museum of Jewish History and the Holocaust in Romania

I. General Information

The property owned by the Company – an underground structure serving as a garage and an access ramp to the underground structure, to which this note refers – forms part of a building which, structurally, consists of two sections built at different times:

Block A – the Banloc-Goodrich building, constructed between 1943 and 1946, with the postal address: Bucharest, 218 Calea Victoriei (basement, ground floor, 8 upper floors and a mezzanine, with a floor area of 1,028 m² and a gross floor area of 6,994 m²);

Block B – the ‘new’ building, originally constructed in 1950, with subsequent work to add storeys and extend the building carried out between 1985 and 1986, located in Bucharest, on No. 11A Putul de Piatră (formerly No. 9) (basement, ground floor and five upper floors, with a floor area of 283 m² and a gross floor area of 1,924 m²).

The basis for the right of ownership of the building is Government Decision No. 210/1993 *concerning the transfer of certain properties from the administration of the Autonomous Authority "State Protocol Property Administration" to the administration of the Autonomous Electricity Authority "Renel"*, Government Decision No. 627/2000 *on the reorganisation of the National Electricity Company - S.A.*, as well as the protocols following the reorganisation of RENEL and CONEL. With regard to the land, which forms part of the Company's real estate assets, in accordance with the provisions of Government Decision No. 834/1991 *on the determination and valuation of land held by state-owned commercial companies*, Transelectrica obtained the Certificate of Ownership, series M03 no. 10496, on 13 October 2006 for land with a total area of 350.69 square metres, comprising an exclusive land area of 198.38 square metres situated on Str. Stone Well No. 11A and an undivided area of 152.31 square metres, corresponding to a share of 1,458.79 square metres, in the basement of the building situated on 218 Calea Victoriei.

The property was registered in Land Registry No. 284024-C1-U2, Bucharest, Sector 1 (former Land Registry No. 71969) and Land Registry No. 228884, Bucharest, Sector 1 (former Land Registry No. 71719), and is included in the Company's share capital.

The remainder of the building, comprising blocks A and B referred to above (Bucharest, 218 Calea Victoriei, Sector 1, and Bucharest, Str. Puțul de Piatra No. 11 A) is the property of the Romanian State, which has granted the right of administration to the “Elie Wiesel” National Institute for the Study of the Holocaust in Romania, a public institution with legal personality, coordinated by the Prime Minister through the Prime Minister’s Office, established by Government Decision No. 902/2005 (‘the “Elie Wiesel” Institute’).

In accordance with Article 1(1) of **Law No. 174/2019 on the establishment of the National Museum of Jewish History and the Holocaust in Romania** the **National Museum of the History of the Jews and the Holocaust in Romania was established, a public institution of national importance, with legal personality, under the authority of the “Elie Wiesel” National Institute for the Study of the Holocaust in Romania.** Paragraph (3) of the same article specifies that the museum has its headquarters in Bucharest, at 218 Calea Victoriei, Sector 1, the annex to the law specifying the identification details of the property transferred to the administration of the “Elie Wiesel” National Institute for the Study of the Holocaust in Romania.

II. Justification

Following the steps taken by the “Elie Wiesel” Institute to carry out the consolidation, reconstruction and restoration of the building entrusted to its management, Bucharest City Council issued on 12 December 2025 **Building Permit No. 188/150690**, approving the execution of construction works for the functional conversion into a museum and ancillary spaces. Previously, Planning Certificate No. 1099/171229 dated 8 December 2023 was issued. **The works are to cover the entire building, including the property owned by the Company**, as this is objectively necessary (the underground structure serving as a car park is located beneath both building blocks).

From the perspective of the Company’s operations, the premises referred to in this note were used until 2016 for activities specific to a vehicle garage; subsequently, these activities were carried out at other Company sites.

In view of the facts and legal circumstances described above, the Company deemed it appropriate to support the achievement of the objective set out in Law No. 174/2019, namely the realisation of the project for the National Museum of Jewish History and the Holocaust in Romania, giving its consent for the necessary works to be carried out on the property by the ‘Elie Wiesel’ Institute, provided that these do not entail any financial implications and do not impose any obligations on Transelectrica.

Alternatively, the Company would be honoured, following the completion of the transaction proposed for approval in this memorandum, to be granted partner status with the National Museum of Jewish History and the Holocaust in Romania, a public institution of national importance.

At present, given that the “Elie Wiesel” Institute has submitted a **request to the Company for a right of use over the immovable property described in Section I** of this memorandum, motivated by the fulfilment of the financing conditions for works on the entire building, it is necessary, in accordance with the provisions of Article 111(2)(f) of the Companies Act No. 31/1990, as

republished, with subsequent amendments and additions¹, Article 14(1)(l) of the Company's Memorandum of Association², the approval of the Ordinary General Meeting of Shareholders is required. We believe this is necessary, particularly given the specific nature of this transaction, which falls outside the scope of the Company's day-to-day operations.

Conditions for the transfer of the right to use the immovable property to the "Elie Wiesel" Institute as set out in the proposal contained in Section III of this note:

1. the transfer of use shall take place under a contract for valuable consideration – a lease agreement, as governed by the applicable legislation;
2. the term of the contract for the transfer of use will be 25 years;
3. the price of the right of use will be determined on the basis of a valuation report issued by an ANEVAR-authorized expert; furthermore, taking into account the duration, automatic indexation against a relevant index will apply;
4. The contract shall expressly stipulate that the "Elie Wiesel" Institute shall have no financial claims against the Company upon termination of the contract, including in respect of any investments made or improvements carried out by the Institute in relation to the property during the term of the contract.

III. Proposals

In view of the above, **pursuant to Article 111(2)(f) of the Companies Act No. 31/1990**, as republished, with subsequent amendments and additions, **Article 14(1)(l) of the Company's Memorandum of Association**, we propose to the Ordinary General Meeting of Shareholders:

- **approval of the transfer, for consideration, to the "Elie Wiesel" National Institute for the Study of the Holocaust in Romania of the right to use a property owned by the Company for the purpose set out in Article 1 of Law No. 174/2019 on the establishment of the National Museum of Jewish History and the Holocaust in Romania, under the conditions specified in Section II of this note.**

THE MANAGEMENT BOARD

President	Member	Member	Member
Ștefăniță MUNTEANU	Cătălin-Constantin NADOLU	Cosmin-Vasile NICULA	Florin-Cristian TĂTARU

¹ "(2) In addition to discussing other items on the agenda, the general meeting is required to: (...) f) to decide on the mortgaging, letting or winding up of one or more of the company's units"

² "(1) The ordinary general meeting has the following duties and powers: (...) l) decides on the mortgaging or letting of one or more of the Company's premises"