



Transelectrica®

Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
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DRAFT
DECISION NO. __
of the Shareholders' Ordinary General Assembly of
National Power Grid Company Transelectrica S.A.
of May 22/25, 2026

The Shareholders' ordinary general assembly of National Power Grid Company Transelectrica S.A., managed under two-tier system, established and acting in accordance with the Romanian legislation, registered with the National Office of the Trade Register from Bucharest Tribunal under no. J2000008060404, fiscal code 13328043, having its headquarters in Bucharest City 3, 2-4 Olteni Street, "PLATINUM Center" building, share capital subscribed and paid of 733,031,420 Lei, divided into 73,303,142 nominative ordinary dematerialised shares of 10 Lei nominal value each, having assembled on **May 22/25, 2026, 10:00 h**,

attended by shareholders representing _____% of the share capital and _____% of the total voting rights,

in accordance with the provisions of Company Law no. 31/1990, republished, with later amendments and additions, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with later amendments and additions, and of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, with later amendments and additions, issues the following,

DECISION:

With respect to the agenda items under nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 19, 20, 21 and 22 as follows:

1. Regarding item 1 on the agenda, the Shareholders' General Assembly, by _____ of votes **For** representing _____% of the total number of votes cast, by _____ of votes **Against** representing _____% of the total number of votes cast and by _____ of votes **Abstention approves/does not approve** the investment program of CNTEE "Transelectrica" – S.A. for 2026 and the investment expenditure estimates for 2027 and 2028 and the delegation of the Company's Directorate to approve the changes (revisions and rectifications) of the allocated amounts and/or investment objectives included in the PAI 2026, without exceeding the financing sources, according to Note no. 20952/16.04.2026.
2. Regarding item 2 on the agenda, the Shareholders' General Assembly, by _____ of votes **For** representing _____% of the total number of votes cast, by _____ of votes **Against** representing _____% of the total number of votes cast and by _____ of votes **Abstention approves/does not approve** the Income and Expense Budget for 2026 and the estimates for the period 2027-2028, according to Note no. 20988/16.04.2026.
3. Regarding item 3 on the agenda, the Shareholders' General Assembly, by _____ of votes **For** representing _____% of the total number of votes cast, by _____ of votes **Against** representing _____% of the total number of votes cast and by _____ of votes **Abstention approves/does not approve** the separate financial statements of CNTEE "Transelectrica" – S.A. for the financial year 2025, according to Note no. 17310/24.03.2026.

4. Regarding item 4 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** the consolidated financial statements of CNTEE „Transelectrica”–S.A. prepared in accordance with the International Financial Reporting Standards adopted by the European Union on and for the financial year ended December 31, 2025, according to Note no. 17309/24.03.2026.

5. Regarding item 5 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** the consolidated financial statements prepared in accordance with OMFP no. 2844/2016 for the approval of accounting regulations in accordance with International Financial Reporting Standards as of and for the financial year ended December 31, 2025, according to Note no. 17311/24.03.2026.

6. Regarding item 6 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** the distribution of the accounting profit remaining after deducting the profit tax on December 31, 2025, in the amount of 359,825,194 lei with the following destinations:

No.	Allocation	(lei)
1	Accounting profit remaining after the deduction of corporate income tax as at 31 December 2025	359,825,194
	<i>Allocation of accounting profit to the following destinations:</i>	
a	Legal reserve (5%)	-
b	Other reserves representing tax incentives – exemption from payment of corporate income tax on reinvested profit	235,389,155
c	Covering accounting losses from previous years, except for retained accounting losses arising from adjustments required by the application of IAS 29 “Financial Reporting in Hyperinflationary Economies”	-
d	Other allocations provided by law – revenues achieved in 2025 from the allocation of interconnection capacity (net of corporate income tax)	124,436,039
2	Profit remaining for allocation (1–a–b–c–d)	0
e	Employees' profit participation	-
f	Dividends due to shareholders from the profit remaining for allocation	-
g	Other reserves established as own sources of financing	-

h	Undistributed profit	-
3	Total allocations (a+b+c+d+e+f+g+h)	359,825,194

, according to Note no. 17312/24.03.2026.

7. Regarding item 7 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** the gross dividend per share from the retained earnings balance as of 31.12.2025, at the value of 0.48 lei according to Note no. 17315/24.03.2026.

8. Regarding item 8 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** discharge of the members of the Management Board and the members of the Supervisory Board for the financial year 2025, according to Note no. 17630/24.03.2026.

9. Regarding item 9 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** Remuneration report for the financial year 2025.

10. Regarding item 10 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** "Remuneration policy for members of the executive and non-executive management of CNTEE "Transelectrica"-S.A. revised at the level of March 2026", according to Note no. 17230/24.03.2026.

11. Regarding item 11 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** annual report on the individual financial statements of the Company for the financial year ended December 31, 2025.

12. Regarding item 12 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** the annual report on the consolidated financial statements for the financial year ended December 31, 2025.

13. Regarding item 19 on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention** **approves/does not approve** establishing the date of **July 09, 2026** as the "ex date", the calendar date from which the shares of the Company subject to the Resolution of the Ordinary General Meeting of Shareholders are traded without the rights deriving from that resolution.

14. Regarding item **20** on the agenda, the Shareholders' General Assembly, by ____ of votes **For** representing ____% of the total number of votes cast, by ____ of votes **Against** representing ____% of the total number of votes cast and by ____ of votes **Abstention**

approves/does not approve establishing the date of **July 10, 2026** as the registration date of the shareholders on whom the effects of the SOGA Decision will be reflected.

15. Regarding item 21 on the agenda, the Shareholders' General Assembly, by _____ of votes **For** representing _____% of the total number of votes cast, by _____ of votes **Against** representing _____% of the total number of votes cast and by _____ of votes **Abstention** **approves/does not approve** establishing **July 30, 2026** as the "payment date" of the gross dividend per share from the profit recorded on December 31, 2025.

16. Regarding item **22** on the agenda, the Shareholders' General Assembly, by _____ of votes **For** representing _____% of the total number of votes cast, by _____ of votes **Against** representing _____% of the total number of votes cast and by _____ of votes **Abstention** **approves/does not approve** empowering the chairperson of the meeting, _____, to sign the Decision of the Shareholders' Ordinary General Assembly, as well as the necessary documents regarding the registration and publication of the SOGA Decision, according to the legal provisions. The assembly chairperson may empower other persons to fulfill the formalities of publicity and registration of the SOGA Decision.

ASSEMBLY CHAIRPERSON

Technical Secretary,