

To: **Bucharest Stock Exchange (BSE)**
London Stock Exchange (LSE)
Romanian Financial Supervisory Authority (FSA)

Current report in compliance with the Law 24/2017 on issuers of financial instruments and market operations, the Romanian Capital Market Law no. 297/2004, FSA Regulation no. 5/2018, and the Bucharest Stock Exchange Code

Report date: **11 August 2021**

Company name: **Societatea Energetica Electrica S.A. (Electrica)**

Headquarters: **9 Grigore Alexandrescu Street, 1st District, Bucharest, Romania**

Phone/fax no.: **004-021-2085999/004-021-2085998**

Fiscal Code: **RO 13267221**

Trade Register registration number: **J40/7425/2000**

Subscribed and paid in share capital: **RON 3,464,435,970**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BSE) and London Stock Exchange (LSE)**

Significant events to be reported:

The resolution of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. (“Electrica” or the “Company”) dated 11 August 2021

Electrica hereby informs that, on 11 August 2021, the **Extraordinary General Meeting of Shareholders (EGMS) of Electrica** took place at Capital Plaza Hotel in Bucharest, 54 Iancu de Hunedoara Boulevard, District 1, postal code 011745, “*Ion Mincu*” conference room – mezzanine, starting at 10:00 o’clock (Romanian time), respectively, being duly held in accordance with the legal and statutory provisions upon the first calling.

The **EGMS of Electrica** was attended by the shareholders registered in the shareholder’s register kept by Depozitarul Central S.A. on 15 July 2021, set as reference date, in person, by representative or through vote by correspondence, the quorum met being 73.34% of the total voting rights and 71.88% of the share capital of the Company.

The meeting was chaired by Mr. Iulian Cristian Bosoancă, Chairman of the Board of Directors of Electrica.

Within the **EGMS**, Electrica’s shareholders **approved** the following items on the agenda (as per the numbering on the agenda) with 100% of the votes held by the present or validly represented shareholders or by the shareholders that voted by correspondence:

1. The empowerment of the Electrica representative to participate in the EGMS of Distribuție Energie Electrică România S.A. and to express the vote in favor (“for”) with regard to:
 - (i) Approving the transfer of one (1) share held by Electrica in Distribuție Energie Electrică România S.A. to Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A, representing 0.00000071% of Distribuție Energie Electrică România S.A.’s share capital, for the total price of RON 10.

(ii) Approving the amendment of article 6 - Share Capital of the Articles of Association (AoA) of Distribuție Energie Electrică România S.A., to reflect the new share capital holdings of the two shareholders, as a result of the transfer (by sale-purchase) of one (1) Distribuție Energie Electrică România S.A. share from Electrica to Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A., which article shall have the following contents:

“Article 6. Share capital

1) The Company’s share capital is of RON 1,405,204,790 (of which RON 46,462,737.06 in kind, contributions representing immovable and movable assets), subscribed and fully paid-up by the shareholders, divided into 140,520,479 registered ordinary shares, having a nominal value of RON 10/share.

2) The Company’s share capital is held as follows:

a) Societatea Energetică Electrica S.A. holds a number of 140,520,478 shares having a total nominal value of RON 10/share and a total nominal value of RON 1,405,204,780 (of which RON 46,462,737.06 in kind contributions, representing immovable and movable assets) which represent, in total, 99.99999929% of the share capital and of the voting rights within the Company, respectively 99.99999929% of the Company’s profit and loss.

b) The company Filiala de Întreținere și Servicii Energetice Electrica Serv S.A. holds a number of 1 share having the nominal value of RON 10/share and a total nominal value of RON 10, which represents, in total, 0.00000071% of the share capital and of the voting rights within the Company, respectively 0.00000071% of the Company’s profit and loss.”

(iii) Approving the empowerment of the Chairman of the EGMS of Distribuție Energie Electrică România S.A., to sign the updated Articles of Association of Distribuție Energie Electrică România S.A., according to point 1 (ii) above.

(iv) Approving the empowerment of general manager of Distribuție Energie Electrică România S.A., with the possibility to subdelegate, to complete the formalities required by the law for the registration and publication of the EGMS resolution at the Trade Register Office.

2. The empowerment of the Electrica representative to participate in the EGMS of Societății Filiala de Întreținere și Servicii Energetice Electrica Serv S.A. and to express the vote in favor (“for”) with regard to:

(i) Approving the transfer of one (1) share held by Electrica in Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A. to Distribuție Energie Electrică România S.A., representing 0.00001905% of Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A.’s share capital, for the total price of RON 10.

(ii) Approving the amendment of article 6 - Share Capital of the Articles of Association of Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A., to reflect the new share capital holdings of the two shareholders, as a result of the transfer (by sale-purchase) of one (1) Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A. share from Electrica to Distribuție Energie Electrică România S.A., which article shall have the following contents:

“Article 6. Share capital

1) The Company’s share capital is of RON 52,495,780, subscribed and fully paid-up by the shareholders, divided into 5,249,578 registered ordinary shares, having a nominal value of RON 10/share.

2) The Company’s share capital is held by the shareholders as follows:

a) Societatea Energetică Electrica S.A. holds a number of 5,249,577 shares having a nominal value of RON 52,495,770, of which RON 27,810,080 in kind contributions (representing immovable assets) which represent, in total, 99.99998095% of the share capital and of the voting rights within the Company, respectively 99.99998095% of the Company’s profit and loss.

b) Distribuție Energie Electrica România S.A. holds a number of 1 share having the nominal value of RON 10, which represents, in total, 0.00001905% of the share capital and of the voting rights within the Company, respectively 0.00001905% of the Company’s profit and loss.”

(iii) Approving the empowerment of the Chairman of the EGMS of Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A. to sign the updated Articles of Association of Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A., according to point 2 (ii) above.

(iv) Approving the empowerment of general manager of Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A., with the possibility to subdelegate, to complete the formalities required by the law for the registration and publication of the EGMS resolution at the Trade Register Office.

3. (i) The participation of Societatea Energetică Electrica S.A, as founding member, to the establishment of Electrica Foundation, (ii) The Statute of Electrica Foundation, in the form attached to the EGMS note referring to the current item of the agenda and (iii) The empowerment of the general manager of Societatea Energetică Electrica S.A to sign the Statute of Electrica Foundation.
4. The amendment of the Articles of Association of Societatea Energetică Electrica S.A. by aligning the provisions of art. 12, par. (2) with the provisions of Law 24/2017 on the issuers of financial instruments and market operations, so that the new form will be as follows:

Art. 12 (2):” The holder of the depositary certificates issued based on the underlying shares has the capacity of shareholder within the meaning and for the application of Law 24/2017 on the issuers of financial instruments and market operations. The issuer of the depositary certificates is fully responsible for informing the holders of the depositary certificates in a correct, complete and timely manner, observing the provisions of the issuance documents of the depositary certificates, about the documents and the informative materials related to a general meeting of shareholders, as made available to the shareholders by the Company.”

5. The amendment of art. 14 par. (3) of the Articles of Association of Societatea Energetică Electrica S.A. by introducing a new attribution of the Ordinary General Meeting of Shareholders regarding the approval of the Remuneration Policy for Directors and Executive Managers:

Art. 14 (3) – new letter: „approves the Remuneration Policy for Directors and Executive Managers”.

6. The amendment of art. 17, par. (4) of the Articles of Association of Societatea Energetică Electrica S.A. in order to complete the situations in which the secret vote is applied, in accordance with the applicable legal provisions, so that the new form will be the following:

Art. 17 (4): “The secret vote is mandatory when appointing or revoking the members of the Board, when appointing, revoking or dismissing the financial auditors and when taking decisions regarding the liability of the members of the Company’s administration, management and control bodies.”

7. The renumbering of the letters of the Articles of Association of Societatea Energetică Electrica S.A. amended following the decisions adopted in items 4-6 of the EGMS agenda.
8. The empowerment of the Chairman of the Board of Directors to sign the Articles of Association of Societatea Energetică Electrica S.A. amended according to the decisions adopted in items 4-7 of the EGMS agenda.
9. The participation of Electrica, together with the Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A. in the establishment of a new legal entity - Electrica Producție Energie S.A., organized as a joint stock company, a subsidiary of Electrica, in which Electrica holds a percentage of 99,9920% of the share capital and Societatea Filiala de Întreținere și Servicii Energetice Electrica Serv S.A. holds a percentage of 0.0080% of the share capital, as well as:
 - The approval of the Articles of Association (AA) of the new subsidiary in the form annexed to the EGMS note corresponding to the current item on the agenda and the empowerment of the legal representatives of the founding companies to sign the Articles of Association;
 - The empowerment of the directors of the newly established company, to separately and not together, with the possibility of sub-delegation, sign and submit all documents necessary to complete the registration formalities at the Trade Register Office and in the fiscal records.
10. The empowerment of the Chairman of the Meeting, of the secretary of the meeting and of the technical secretary to jointly sign the EGMS resolution and to perform individually, and not jointly, any act or formality required by law for the registration of the EGMS resolution with the Trade Register Office of Bucharest Court, as well as the publication of the EGMS resolution according to the law.

Chairman of the Board of Directors
Iulian Cristian Bosoanca