

**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, Regulation FSA no. 5/2018 on issuers of financial instruments and market operations, and the Bucharest Stock Exchange Code**

Report date: **18 June 2021**

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

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), London Stock Exchange (LSE)**

**Significant events to be reported:**

**Convening of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. on 11 August 2021**

In compliance with the Companies Law no. 31/1990, Law no. 24/2017 on issuers of financial instruments and market operations and Regulation No. 5/2018 on issuers of financial instruments and market operations, Societatea Energetica Electrica S.A. (**Electrica** or the **Company**) convenes the Extraordinary General Meeting of Shareholders (EGMS) on **11 August 2021, 10:00 o'clock (Romanian time)**.

The information materials related to the agenda of Electrica's EGMS shall be made available to the shareholders, in electronic format on the Company's website at [www.electrica.ro](http://www.electrica.ro), under the *Investors > General Meeting of Shareholders* section starting with **18 June 2021** and in hardcopy at Electrica's Registry Desk located at its headquarters, starting with **23 June 2021**.

The convening of Electrica's EGMS was approved in the Company's Board of Directors meeting dated **18 June 2021**. On **23 June 2021**, the Convening Notice of the EGMS will also be published in the Official Gazette of Romania, Part IV and in Romania Libera, a national newspaper.

**Attached:** Convening Notice of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica SA on 11 August 2021.

**Chief Executive Officer**  
**Georgeta Corina Popescu**

Translated from Romanian, in case of discrepancy between the two versions, the Romanian version prevails

**CONVENING NOTICE**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**SOCIETATEA ENERGETICĂ ELECTRICĂ S.A.**

The Board of Directors of **SOCIETATEA ENERGETICĂ ELECTRICĂ S.A.** (hereinafter the **Company** or **Electrica**), headquartered in Bucharest, 9 Grigore Alexandrescu Str., district 1, registered with the Trade Register under number J40/7425/2000, sole registration code (CUI) RO 13267221, with a subscribed and entirely paid share capital of RON 3,464,435,970

pursuant to the decision of the Board of Directors of the Company (the **Board of Directors**) dated **18 June 2021**,

according to the provisions of the Companies Law No. 31/1990, republished, as subsequently amended, Law No. 24/2017 on the issuers of financial instruments and market operations, republished, as subsequently amended, Regulation No. 5/2018 on issuers of financial instruments and market operations and the provisions of the Company's articles of association (the **Articles of Association**),

**CONVENES**

the Company's Extraordinary General Meeting of Shareholders (**EGMS**) on the date of **11 August 2021**, starting at **10.00 o'clock (Romanian time)**, at Capital Plaza Hotel in Bucharest, 54 Iancu de Hunedoara Boulevard, District 1, postal code 011745, Conference Room Ion Mincu, mezzanine.

Should the legal and/or statutory quorum for convening the EGMS not be met on the date mentioned above as the date of the first calling, a second EGMS, having the same agenda, shall be convened and scheduled for **12 August 2021**, starting at **10.00 o'clock (Romanian time)**, at Capital Plaza Hotel in Bucharest, 54 Iancu de Hunedoara Boulevard, District 1, postal code 011745, Conference Room Ion Mincu, mezzanine.

Only the persons registered as shareholders in the Company's shareholders' register held by Depozitarul Central S.A. at the end of the day on **15 July 2021 (Reference Date)** have the right to attend and cast their votes in the EGMS. Should there be a second calling of the EGMS, the Reference Date remains the same.

**The agenda of the EGMS will be the following:**

**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 Filială 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 Electrică 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. **The approval (i) of the participation of Societatea Energetică Electrica S.A, as founding member, to the establishment of Electrica Foundation, (ii) of 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 approval for 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 approval for 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 approval for 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 approval of 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. 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.

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## DETAILS ON THE EGMS

### *I. The identification requirements applicable to the shareholders*

The identification requirements applicable for the natural person shareholder and/or for his/her proxy and/or for the legal representative/proxy of the legal entity shareholder are:

(a) for natural persons shareholders:

- (i) to be accompanied by the shareholder's identification document or, as the case may be, a copy of the shareholder's identification document (ID for Romanian citizens or passport for foreign citizens), allowing their identification in the Company's shareholders' register held by Depozitarul Central SA;
- (ii) the acknowledgement of the proxy capacity shall be based on the special power of attorney or the general power of attorney issued by the shareholder; the general power of attorney may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer; the general power of attorney will be accepted without requiring additional documents for identification, if it complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power of attorney, indicating that:
  - the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
  - the general power-of-attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The signed declaration and, as the case may be, stamped, will be sent in original together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, the credit institution may vote at the EGMS on the basis of voting instructions received by electronic means of communication, without the need of a special or general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the **Reference Date**.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.



- (iii) copy of the identification document of the proxy or the representative of the proxy that are natural persons (ID for Romanian citizens or passport for foreign citizens),
- (iv) in case of votes submitted by a legal person proxy: the proof of the natural person's capacity that represents the legal person proxy shall be made by an ascertaining certificate of the legal person representative (not older than 30 days at the date of the EGMS)/documents similar to the ones mentioned above (not older than 30 days at the date of the EGMS), or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Register or similar authorities, together with the ascertaining certificate or similar documents (not older than 30 days at the date of the EGMS).

**AND**

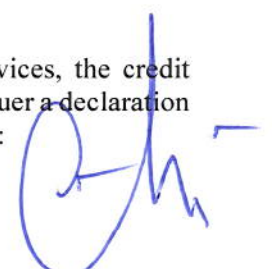
**(b) for legal persons shareholders:**

- (i) acknowledgement/confirmation of the legal representative capacity shall be based on the list of shareholders received from Depozitarul Central SA; nevertheless, if the shareholder/the person having this obligation has not timely informed Depozitarul Central SA with respect to its legal representative (so that the shareholders' register reflects this on the **Reference Date**), then the ascertaining certificate (not older than 30 days at the date of the EGMS)/documents similar to those mentioned above (not older than 30 days at the date of the EGMS) must prove the legal representative capacity of the legal person shareholder or, in the case of the Romanian State, a copy of the document proving the legal representative capacity of the one representing it;
- (ii) acknowledgement of the conventional representative/proxy capacity shall be based on the special power of attorney issued by the legal representative of the shareholder, identified according to letter (i) above or based on the general power of attorney issued by the legal representative of the shareholder (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer) or, in the case of shareholders that are international organizations, based on a special or general power of attorney (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer) granted under the standard procedure used by that organization, accompanied by all the supporting documents on the quality of the signatories; the general power of attorney will be accepted without requiring additional documents for identification, if the general power of attorney complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power-of-attorney, indicating that:
  - the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
  - the general power-of-attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The signed declaration and, as the case may be, stamped, will be sent in original together with the general power-of-attorney.

If the shareholder is represented by a credit institution providing custody services, the credit institution may vote at the EGMS on the basis of voting instructions received by electronic means of communication, without the need of a general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the **Reference Date**.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:



- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.

- (iii) copy of the identification document of the legal representative/proxy (ID for Romanian citizens or passport for foreign citizens);
- (iv) in case of votes submitted by legal person proxy: the proof of the natural's person capacity that represents the legal person proxy; the proof shall be made by an ascertaining certificate of the legal person proxy (not older than 30 days at the date of the EGMS)/ documents similar to those mentioned above (not older than 30 days at the date of the EGMS) or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Register or similar authorities, together with the ascertaining certificate or similar documents (not older than 30 days at the date of the EGMS).

The documents certifying the capacity of the legal/conventional representative/proxy that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorized translator in Romanian and/or in English.

## *II. Information materials regarding the agenda*

The following documents shall be made available to the shareholders, in Romanian and in English, in electronic format on the Company's website at [www.electrica.ro/en/](http://www.electrica.ro/en/), under section "*Investors section > General Meeting of Shareholders*" and in hardcopy at the Company's Registry Desk located at its headquarters in Bucharest, 9 Grigore Alexandrescu Street, District 1, which is open from Monday to Thursday between 08:00-17:00 (Romanian time) and on Fridays between 08:00-14:30 (Romanian time), excluding public holidays and 20 July 2021 – holiday according to the internal regulation:

- (1) From the calling date and until (and including) the date of the EGMS, in the first or second calling:
  - (a) The Extraordinary General Meeting of Shareholders Convening Notice;
  - (b) The documents related to items 1-2, 3, 4-8 and 9 on the agenda of the Extraordinary Meeting of Shareholders;
- (2) Starting with the date of **2 July 2021** and until (and including) the date of EGMS, on the first calling date or the second calling date:
  - (a) the total number of shares and the voting rights on the calling date;
  - (b) the full text of the draft resolutions proposed to be adopted by the EGMS;
  - (c) the form of special powers of attorney to be used for voting by representative;
  - (d) the voting ballot form for the vote by correspondence;
  - (e) other information/documents regarding the items included on the agenda of the EGMS.

The documents mentioned at point 1. letter (a) and point 2. (b), (c), (d) and (e) shall be amended and republished if new items will be added to the EGMS agenda.

In order to obtain hard copies of the documents mentioned at item 1 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 20 July 2021 – holiday according to the internal regulation) or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company starting with **23 June 2021**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within maximum 2 business days of the request.



In order to obtain hard copies of the documents mentioned at item 2 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 20 July 2021 – holiday according to the internal regulation) or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company starting with **2 July 2021**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within maximum 2 business days of the request.

### *III. Questions regarding the agenda/the Company's activity*

The Company's shareholders, subject to fulfilling the identification requirements set out above in Section I (*The identification requirements applicable to the shareholders*), may ask questions in writing, in Romanian or in English, regarding the items on the agenda of the EGMS, the Company's activity, prior to the date of the EGMS. These questions shall be addressed to the Company's Board of Directors and shall be sent either (i) in hardcopy (in person or by post/courier services, with confirmation of receipt), at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 20 July 2021 – holiday according to the internal regulation), or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 455/2001 on the electronic signature, at [ir@electrica.ro](mailto:ir@electrica.ro), so as to be received by the Company until **10 August 2021**, inclusively, stating clearly in writing in capital letters: "**QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 11/12 AUGUST 2021**".

As regards questions addressed in hardcopy, they must be signed by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

The Company shall answer these questions during the EGMS meeting and it may give a general answer to questions with the same content. In addition, an answer is considered given if the relevant information is available on the Company's website, at [www.electrica.ro/en/](http://www.electrica.ro/en/), under *Investors section -> General Meeting of Shareholders*.

### *IV. The right of shareholders to add new items on the EGMS agenda*

Shareholders representing, individually or together, at least 5% of the Company's share capital are entitled, within no more than 15 days from the publication of the EGMS convening notice, to request in writing that new items are added on the general meeting's agenda.

These requests made by the shareholders must fulfil the following cumulative conditions:

- (a) to be accompanied by documents evidencing the fulfilment of the identification requirements mentioned in section I (*The identification requirements applicable to the shareholders*) above, applicable both to the shareholders that are natural persons and/or to the legal representative of the shareholders that are legal persons and that request the addition of new items on the agenda, and that shall be sent to the Company as per the provisions of letter (c) below;
- (b) each new item to be accompanied by a justification or by a draft resolution proposed to be adopted by the EGMS. Those shareholders are also entitled to present in writing draft resolutions for the items included or proposed to be included on the agenda of the EGMS;
- (c) to be addressed to the Company's Board of Directors and sent in writing, within the legal deadline, either (i) in hardcopy (in person or by post/courier services, with confirmation of receipt), at the Company's Registry Desk at the Company's headquarters, or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 445/2001 on the electronic signature, at [ir@electrica.ro](mailto:ir@electrica.ro), so as to be received by the Company until **9 July 2021**, inclusively. Both means of transmission must state clearly in writing in capital letters: "**PROPOSAL OF NEW ITEMS ON THE AGENDA – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 11/12 AUGUST 2021**";



- (d) for the proposals sent in hardcopy, they must be signed by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

If the case, the supplemented convening notice and the updated corresponding documents will be available to the shareholders, as of the date of **14 July 2021**, at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 20 July 2021 – holiday according to the internal regulation), as well as on the Company's website at [www.electrica.ro/en/](http://www.electrica.ro/en/), under *Investors section* -> *General Meeting of Shareholders* and the supplemented convening notice will also be published in the *Official Gazette* of Romania and a widespread daily newspaper in accordance with the legal provisions.

#### *V. Participation of the shareholders to the EGMS*

The shareholders registered on the **Reference Date** in the Company's shareholders' register kept by Depozitarul Central SA may attend the EGMS and vote:

- in person by direct vote;
- through a representative with a special or general power of attorney (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer); or by a credit institution providing custody services;
- by correspondence.

##### **(a) Voting in person**

In case of voting in person, the shareholders that are natural persons and the shareholders that are legal persons shall be entitled to participate in the EGMS by the mere proof of their identity, and their legal representatives', respectively, as the case may be, according to the identification requirements mentioned in Section I (*The identification requirements applicable to the shareholders*) above.

##### **(b) Voting through a representative with a special or a general power of attorney or by a credit institution providing custody services**

The representation of shareholders in the EGMS may be done through a representative/proxy, who may be another shareholder or a third party, by filling in and signing the form for the special power of attorney. In case of the discussion within the EGMS, in accordance with the legal provisions, of items not included on the published agenda, the proxy may vote in their respect according to the interest of the represented shareholder.

A shareholder may also grant a valid general power of attorney for a period **that shall not exceed 3 years, unless the parties did not stipulated a longer period**, allowing its representative to vote in all matters debated by the EGMS, including the acts of disposal, under the condition that the power of attorney is granted by the shareholder, as client, to an "intermediary", as defined in the capital market legislation, or to a lawyer. In case the shareholder is represented by a credit institution providing custody services, the latter may vote in the EGMS based on the voting instructions received by way of electronic communication means, without being necessary the issuance of a special power-of-attorney or a general one. The custodian bank shall vote solely in accordance with and within the limits of instructions received from its clients, in their capacity as shareholders at the **Reference Date**. The general powers of attorney, as the case may be and the votes casted by credit institutions providing custody services shall be accompanied by the declarations indicated at Section 1 above (*The identification requirements applicable to the shareholders*).

A shareholder may appoint only one person to represent it at the EGMS meeting. Nevertheless, a shareholder may appoint by its power of attorney one or more substitute representatives to ensure its representation in the EGMS in case the appointed representative is unable to fulfil its mandate.

If by the power of attorney more substitute representatives are appointed, the shareholder shall determine the order in which they will exercise their mandate.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- that the credit institution provides custody services to that shareholder.

The special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer or of the credit institution providing custody services and the general power of attorney (before being used for the first time), mentioned above, filled in and signed by the shareholders, shall be submitted in writing either (i) in original (in what concerns the special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer and of the credit institution providing custody services) or in copy containing the mention of its conformity with the original under the representative's signature (in what concerns the general power of attorney) in hardcopy (in person or by post/ courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters, or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 445/2001 on the electronic signature, at [ir@electrica.ro](mailto:ir@electrica.ro), so as to be received until **6 August 2021**, inclusively (namely at least 2 business days before the EGMS takes place), under penalty of losing the right to vote in the EGMS, signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: **"POWER OF ATTORNEY – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 11/12 AUGUST 2021"**.

For identification purposes, the special power of attorney shall be accompanied by documents attesting the fulfilment of the identification requirements mentioned in section I (*The identification requirements applicable to the shareholders*).

The general power of attorney granted by a shareholder, as client, to an intermediary, as defined in the capital market legislation, or to a lawyer, shall be valid without presenting other additional documents relating to that shareholder, if the power of attorney is drafted according Regulation no. 5/2018 on the issuers of financial instruments and market operations, is signed by the shareholder in question and is accompanied **by an affidavit** given by the legal representative of the intermediary or by the lawyer that has received the mandate by the general power of attorney, evidencing that: (i) the power of attorney is granted by that shareholder, as client, to the intermediary, as defined in the capital market legislation, or to the lawyer, as the case may be, and (ii) the general power of attorney is signed by the shareholder, inclusively by adding an extended electronic signature, if the case.

The special and general powers of attorney are valid for both the first calling of the EGMS and the second calling of the EGMS, should the legal and/or statutory quorum provided for holding the EGMS at the first calling not be met.

The special or, as the case may be, general powers of attorney or the documents attesting the capacity of the legal representatives shall be retained by the Company and a mention in this regard shall be made in the minutes of the meeting.

The shareholders cannot be represented in the EGMS through a general power of attorney by a person that is in a situation of conflict of interests according to art. 92 para. 15, of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished, as subsequently amended. The proxy cannot be substituted by another person (except for the case when a substitute representative is appointed). If the proxy is a legal person, it may execute the granted proxy through any person that is part of the administrative or management body or any of its employees,

subject to the identification requirements set out in Section I above (*The identification requirements applicable to the shareholders*).

The special power of attorney form:

- (a) shall be made available to the shareholders by the Company as of **2 July 2021**, on the Company's website at [www.electrica.ro/en/](http://www.electrica.ro/en/), under *Investors section > General Meeting of Shareholders*;
- (b) the special power of attorney form shall be updated by the Company if there will be new items added on the agenda of the EGMS and the updated version shall be published on the Company's website at [www.electrica.ro/en/](http://www.electrica.ro/en/), under *Investors section -> General Meeting of Shareholders*, on **14 July 2021**. In case the agenda is supplemented/updated and the shareholders do not send updated special powers of attorney, the powers of attorney submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that are also found on the initial agenda;
- (c) shall be filled in by the shareholder in three (3) originals: one for the shareholder, one for the proxy, and one for the Company.

The Company accepts the appointment of representatives by electronic notification sent to the e-mail address [ir@electrica.ro](mailto:ir@electrica.ro) according to Law No. 455/2001 on the electronic signature. In this case, the power of attorney shall be submitted by extended electronic signature.

**(c) Voting by correspondence**

Casting the shareholders' vote in the EGMS may also be done by correspondence, by duly filling in, signing, and transmitting the voting ballot form for voting by correspondence.

The voting ballot forms for voting by correspondence, filled in and signed by the shareholders shall or by the representatives of the shareholders, appointed according to the legal provisions shall be submitted in writing either (i) in original, in hardcopy (in person or by post/courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters, or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 455/2001 on the electronic signature, at [ir@electrica.ro](mailto:ir@electrica.ro), so as to be received until **6 August 2021**, inclusively, namely at least 2 (two) business days before the EGMS takes place, under penalty of losing the right to vote in the EGMS; signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: **"VOTING BALLOT FORMS FOR VOTING BY CORRESPONDENCE – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 11/12 AUGUST 2021"**.

The voting ballot forms shall be accompanied by documents attesting the fulfilment of the identification requirements mentioned in Section I above (*The identification requirements applicable to the shareholders*) and submitting the empowerments / related declarations.

The voting ballot forms for voting by correspondence thus received are valid for both the first calling of the EGMS and the second calling of the EGMS, should the legal and/or statutory quorum conditions provided for holding the EGMS at the first calling not be met.

The voting ballot form for voting by correspondence:

- (a) shall be made available to the shareholders by the Company as of **2 July 2021** on the Company's website at [www.electrica.ro/en/](http://www.electrica.ro/en/), under *Investors section > General Meeting of Shareholders*.



- (b) shall be updated by the Company if there will be new items added on the agenda of the EGMS and the updated version shall be published on the Company's website at [www.electrica.ro/en/](http://www.electrica.ro/en/), under *Investors section > General Meeting of Shareholders*, on **14 July 2021**. In case the agenda is supplemented/updated and the shareholders, or, as case, their proxy, do not send updated voting ballot forms for voting by correspondence, the voting ballot forms for voting by correspondence submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that are also found on the initial agenda.
- (d) **The shareholders access in the meeting room**, on the date set for holding the meeting, is allowed: (i) as regards shareholders that are natural persons or the legal representative of the shareholders that are legal persons, though the simple proof of identity, which consists of presenting in original the identification document, and (ii) as regards shareholders that are legal persons and of shareholders that are natural persons and participate by representative, through the power of attorney given to the person that represents them and presenting in original the identification document of the legal representative/proxy.

The verification and validation of the submitted special/general powers of attorney, as well as the centralization, verification, validation, and recording of votes by correspondence shall be made by a commission established within the Company, the members of which shall keep safe the document and ensure confidentiality of the votes casted as such. The powers of attorney shall be also verified by the technical secretary of the EGMS.

(e) **The access of other persons in the meeting room**

Any specialist, consultant, expert or financial analyst can participate at the general shareholders meeting on the basis of a prior invitation by the Board of Directors.

The accredited journalists can participate, as well, to the general meeting of shareholders, except the case in which the Chairman of the Board of Directors decides otherwise. These will be able to participate on the basis of the identity card and a badge which certifies the journalist capacity.

The access of the above-mentioned persons in the meeting room, on the date established for the conducting of the respective general shareholders meeting, is allowed by proof of identity, which consists of the presenting the original identification document, and for the specialists, consultants, experts or financial analysts and by invitation by the Board of Directors.

Additional information regarding the EGMS may be obtained from the Secretary General of the Board of Directors, at the telephone number: +4021.208.5038, from the Investors Relation Department, at the telephone number: +4021.208.5035, through e-mail at [ir@electrica.ro](mailto:ir@electrica.ro) and on the Company's website at [www.electrica.ro/en/](http://www.electrica.ro/en/), under the *Investors section -> General Meeting of Shareholders*".

**18 June 2021**

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Iulian Cristian Bosoancă**

