

3333/20.04.2022

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: **20 April 2022**

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

Headquarters: **9 Grigore Alexandrescu Street, 1<sup>st</sup> 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 Ordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. (“Electrica” or the “Company”) of 20 April 2022**

Electrica hereby informs that, on 20 April 2022, the **Ordinary General Meeting of Shareholders (OGMS) of Electrica** took place at the Company’s headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, “*Radu Zane*” conference room, 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 **OGMS of Electrica** was attended by the shareholders registered in the shareholder’s register kept by Depozitarul Central S.A. on 22 March 2022, set as reference date, in person, by representative or through vote by correspondence, the quorum met being approx. 85.32% of the total voting rights and 83.63% of the share capital of the Company.

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

Within the **OGMS**, Electrica’s shareholders **approved** the following items on the agenda (as per the numbering on the agenda) with a majority of the votes expressed by the present or represented shareholders or by the shareholders that voted by correspondence:

1. The Separate Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2021, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, based on the Directors’ Report for the year 2021 and the Independent Auditor’s Report on the Separate Annual Financial Statements at the date and for the financial year ended 31 December 2021.

2. The Consolidated Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2021, prepared in accordance with the International Financial Reporting Standards adopted by the European Union, based on the Directors' Report for the year 2021 and the Independent Auditor's Report on the Consolidated Annual Financial Statements at the date and for the financial year ended 31 December 2021.
3. The Electrica's Board of Directors proposal on the distribution of the net profit for the financial year 2021, the approval of the total gross dividend value of RON 152,798,852, of the gross dividend per share of RON 0.4500 and of the date of payment of the dividends for the year 2021 the date 17.06.2022, as set out in the note to the shareholders.
  - a) Net profit remaining after the deduction of the income tax on 31 December 2021 in the amount of RON 321,819,884;
  - b) Distribution of profit to the following destinations:
    - Legal reserve (5% from 2021 pre-tax profit): RON 16,128,587;
    - Other reserves: RON 152,892,445;
    - Dividends to be distributed to shareholders having a total value of RON 152,798,852
4. The discharge of liability of the members of Electrica's Board of Directors for the financial year 2021.
5. The income and expenses budget of Electrica for financial year 2022, at individual level.
6. The income and expenses budget of Electrica for financial year 2022, at consolidated level.
7. The amendment of Electrica's Remuneration Policy for Directors and Executive Managers in force, by revising the provisions of Art. 6.2 (ii) letter (a), regarding the weights of the key performance indicators (KPI), as follows:

„- specific KPI's to the attributions of each executive manager, correlated with the strategic objectives of the respective area of activity (representing 50-40% of the total variable remuneration);

- individual KPI's (representing 20% of total variable remuneration), for the performance and behaviour of the executive manager, based on general management skills and personal capabilities".

The other provisions of art. 6.2 (ii) lit. (a) regarding of the key performance indicators shall remain unchanged.

8. The amendment of Electrica's Remuneration Policy for Directors and Executive Managers in force by supplementing the provisions of of Art. 6.2 (ii) letter (a), regarding the principles underlying the calculation of the result of the annual evaluation of the Executive Managers, as follows:

„- based on the principle of prevalence of the financial performance versus operational performance, the annual variable remuneration will be granted only if the achieved financial performance meets the threshold. In the event of a net negative result the variable remuneration shall not be granted ".

The other provisions of the Policy shall remain unchanged.

9. The Remuneration Report for Directors and Executive Managers of Electrica, for 2021, submitted to the consultative vote of the OGMS, considering the provisions of art. 107 paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished. Establishment of the mandate's duration for the directors elected by applying the cumulative voting method, for a period of 4 (four) years.

10. The establishment of the date of 25.05.2022 as registration date, the date on which the identification of the shareholders affected by Electrica OGSM will take place, including the right to dividends, in accordance with art. 87 of Law no. 24/2017 on issuers of financial instruments and market operations, republished.
11. The establishment of the date of 24.05.2022 as ex-date, the date on which financial instruments are traded without rights deriving from Electrica OGMS.
12. The empowerment of the Chairman of the Meeting, of the secretary of the meeting and of the technical secretary to jointly sign the OGMS resolution and to perform individually and not jointly any act or formality required by law for the registration of the OGMS resolution with the Trade Register Office of the Bucharest Tribunal, as well as the publication of the OGMS resolution according to the law.

Chairman of the Board of Directors  
Iulian Cristian Bosoană



