

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

**Current report in compliance with the Law 24/2017, republished, 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: **21 December 2023**

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:**

**Request for supplementing of the OGMS Notice for 26 January 2024 and Supplementing of the OGMS Notice of Societatea Energetica Electrica SA for 26 January 2024**

As regards the Ordinary General Meeting of Shareholders (OGMS) dated 26 January 2024, 10:00 o'clock (Romanian time), for the need to clarify aspects regarding the remuneration and the form of the mandate contract applicable for the members of the board of directors to be elected by applying the cumulative voting method, as well as the person appointed by the Ministry of Energy to sign the mandate contracts with the elected members, on 20 December 2023, Societatea Energetica Electrica S.A. received a request to supplement the agenda filed by the Ministry of Energy, on behalf of the Romanian State, as shareholder owning 48.78% of the Company's share capital, through letter No. 19352/SIB/20Dec2023, registered by the Company under No. 11972/20Dec2023.

The request is to add the following items to the agenda:

1. Establishing the remuneration due to the members of the Board of Directors elected by applying the cumulative vote method, respectively that established according to the Remuneration Policy for Administrators and Executive Directors, approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 from 27 April 2023;
2. Establishing the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method, respectively the one approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 of 9 February 2018;
3. The authorization of the representative of the Ministry of Energy present in the AGOA in order to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative voting method.

For information we attach the above mentioned request from the Ministry of Energy.

During its meeting of 21 December 2023, Electrica's Board of Directors approved the Supplement to the OGMS notice for 26 January 2024, a document also attached to this current report.

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 **27 December 2023 (Reference Date)** have the right to attend and cast their votes in the OGMS. Should there be a second calling of the OGMS, the Reference Date remains the same.

The shareholders may also vote online through the online voting platform <https://electrica.voting.ro/>, starting with 8 January 2024.

The information materials related to the agenda of Electrica's OGMS 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 > 2024 GMS > General Meeting of Shareholders as of 26 January 2024* section and in hardcopy at Electrica's Registry Desk located at its headquarters.

On **22 December 2023**, the Supplementing the Convening Notice of the OGMS will also be published in the Official Gazette of Romania, Part IV, and in the Romania Libera newspaper.

**Annexes:**

Request to Supplement - address no. 19352/SIB/20Dec2023, registered at Electrica under no. 11792/20 December 2023, transmitted by the Ministry of Energy, on behalf of the Romanian State, as a shareholder of Electrica with 169,046,299 shares held, representing 48.7948% of the total share capital.

Supplementing the Convening Notice of the Ordinary General Meeting of Shareholders of Societatea Energetica Electrica SA for 26 January 2024.

**CEO**

**Alexandru-Aurelian Chirita**

**To: SOCIETATEA ENERGETICA ELECTRICA SA**

**Mr. Iulian Cristian BOSOANCA,  
Chairman of the Board of Directors**

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**To the attention of:**

**Mr. Alexandru CHIRITA,  
CEO**

**Considering:**

- the Ordinary General Meeting of Shareholders of Societatea Energetica Electrica SA, convened for 26 January 2024;
- the need to clarify aspects regarding: the remuneration and the form of the mandate contract applicable for the members of the board of directors to be elected by applying the cumulative voting method, as well as the person appointed by the Ministry of Energy to sign the mandate contracts with the elected members,
- The provisions of Art. 1171 of the Companies Law nr. 31/1990, republished, with subsequent amendments and completions,
- the provisions of Article 105 of Law no. 24/2017 *on issuers of financial instruments and market operations*, as subsequently amended and supplemented,

**The Ministry of Energy, on behalf of the Romanian State, as a shareholder of Societatea Energetica Electrica SA with 169,046,299 shares held in this company representing 48.7948% of the total share capital, requests the Board of Directors of Societatea Energetica Electrica SA, to introduce on the agenda of the meeting of the Ordinary General Meeting of Shareholders of SE Electrica SA convened for 26 January 2024, of the following points:**

1. Establishing the remuneration due to the members of the Board of Directors elected by applying the cumulative vote method, respectively that established according to the Remuneration Policy for Administrators and Executive Directors, approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 from 27 April 2023;
2. Establishing the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method, respectively the one approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 of 9 February 2018;
3. The authorization of the representative of the Ministry of Energy present in the AGOA in order to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative voting method.

**Draft OGMS decision:**

1. OGMS approves the remuneration due to the members of the Board of Directors elected by applying the cumulative vote method, respectively that established according to the Remuneration Policy for Administrators and Executive Directors, approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 from 27 April 2023;

2. OGMS approves the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method, respectively the one approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 of 9 February 2018;
3. The OGMS approves the authorization of the representative of the Ministry of Energy present in the AGOA in order to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative voting method.

**Sincerely,**

**Sebastian – Ioan BURDUJA**

**Minister of Energy**

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

**SUPPLEMENTING THE CONVENING NOTICE  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
SOCIETATEA ENERGETICĂ ELECTRICA S.A.**

The Board of Directors of **SOCIETATEA ENERGETICĂ ELECTRICA S.A.** (hereinafter the **Company** or **Electrica**), headquartered in Bucharest, 9 Grigore Alexandrescu Str., district 1, registered with the Commercial Registry 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,

considering:

- The initial notice of the Ordinary General Meeting of the Company's Shareholders (AGOA) published in the Official Gazette - Part IV – a, no. 5384 of 4 December 2023, in the online newspaper [FinancialIntelligence.ro](http://FinancialIntelligence.ro) on 4 December 2023 and in the *România Liberă* newspaper no. 9511 of 5 December 2023, as well as, on 30 November 2023, on the Company's website at [www.electrica.ro](http://www.electrica.ro), section Investors > General Meeting of Shareholders,
- address no. 19352/SIB/20.12.2023, registered at Electrica under no. 11792/20 December 2023, transmitted by the Ministry of Energy, on behalf of the Romanian State, as a shareholder of Electrica with 169,046,299 shares held, representing 48.7948% of the total share capital, by which, from the need to clarify aspects regarding: the remuneration and the form of the mandate contract applicable for the members of the board of directors to be elected by applying the cumulative voting method, as well as the person appointed by the Ministry of Energy to sign the mandate contracts with the elected members, it was requested to introduce on the agenda of the Ordinary General Meeting of Electrica Shareholders the following items (**Request to Supplement**):
  1. Establishing the remuneration due to the members of the Board of Directors elected by applying the cumulative vote method, respectively that established according to the Remuneration Policy for Administrators and Executive Directors, approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 from 27 April 2023;
  2. Establishing the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method, respectively the one approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 of 9 February 2018;

- 3. The authorization of the representative of the Ministry of Energy present in the AGOA in order to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative voting method.
- The initial notice must be updated and republished as a result of receiving the Request to Supplement,

according to the decision of the Company's Board of Directors (Board of Directors) dated November 30, 2023 and, subsequently to the receipt of the Request to Supplement, the decision of the Board of Directors dated December 21, 2023, according to the provisions of art. 117<sup>1</sup> 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 as subsequently amended and the provisions of the Company's articles of association (the **Articles of Association**),

**SUPPLEMENTS** the Company's Ordinary General Meeting of Shareholders (**OGMS**) convened on **26 January 2024**, starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "Radu Zane" conference room.

Should the legal and/or statutory quorum for convening the OGMS respectively, not be met on the date mentioned above as the date of the first calling, a second OGMS shall be convened and established for **29 January 2024**, having the same agenda, starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "Radu Zane" conference room;

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 **27 December 2023 (Reference Date)** have the right to attend and cast their votes in the OGMS. Should there be a second calling of the OGMS the Reference Date remains the same.

**The supplemented agenda of the OGMS will be the following:**

1. **Election of the members of the Board of Directors of Societatea Energetică Electrică SA by application of the cumulative vote.**
2. **Establishing the term of office of the members elected by applying the cumulative voting method, for a period of 4 (four) years.**
3. **Establishing the remuneration due to the members of the Board of Directors elected by applying the cumulative voting method.**
4. **Establishing the remuneration due to the members of the Board of Directors elected by applying the cumulative vote method, respectively that established according to the Remuneration Policy for Administrators and Executive Directors, approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 from 27 April 2023;**
5. **Establishing the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method.**
6. **Establishing the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method, respectively the one approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 of 9 February 2018;**

7. **Empowering the representative of the Ministry of Energy to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative vote method.**
8. **The authorization of the representative of the Ministry of Energy present in the AGOA in order to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative voting method.**
9. **Empowering the Chairman of the Meeting, the meeting secretary and the technical secretariat to jointly sign the OGMS decision and to perform individually, and not together, any act or formality required by law for the registration of the OGMS decision at the Trade Registry Office next to the Court Bucharest, as well as for the publication of the OGMS decision according to the law.**

**Note: As a result of the clarifications mentioned in the Request to Supplement, items 3, 5, and 7 on the supplemented agenda remain without object, because items 4, 6 and 8 represent in fact formulations completed for clarity of the initial items.**

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## **DETAILS ON THE OGMS**

### *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 regarding the shareholder, 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 declaration signed 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 OGMS 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 OGMS provided that it submits 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 OGMS;
- 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 OGMS)/documents similar to the ones mentioned above (not older than 30 days at the date of the OGMS), or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the OGMS).

## **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 OGMS)/documents similar to those mentioned above (not older than 30 days at the date of the OGMS) 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 regarding the shareholder, 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 declaration signed 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 OGMS 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 OGMS provided that it submits 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 OGMS;
- 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 shall be made by an ascertaining certificate of the legal person proxy (not older than 30 days at the date of the OGMS)/ documents similar to those mentioned above (not older than 30 days at the date of the OGMS) or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the OGMS).

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](http://www.electrica.ro), *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) except for legal holidays and 27 December 2023 – holiday according to internal regulation:

- (1) From the calling date and until (and including) the date of the OGMS in the first and second calling:
  - (a) the Ordinary General Meeting of Shareholders Convening Notice;
  - (b) other information/documents regarding the items included on the agenda of the OGMS.
- (2) Latest on **22 December 2023** and will be available until (and including) the date of OGMS, at the first calling date or the second calling date:
  - (a) the total number of shares and the voting rights at the calling date;
  - (b) the full text of the draft resolutions proposed to be adopted by the OGMS;
  - (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 OGMS.

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) excluding public holidays and 27 December 2023 – holiday according to internal regulation, or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company on **04 December 2023**. 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), excluding public holidays and 27 December 2023 – holiday according to internal regulation, or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company starting with **22 December 2023**. 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 1 and item 2 letter b), c), d) and e) above, following the receipt of the Request to Supplement and republished, the 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), excluding public holidays and 27 December 2023 – holiday according to internal regulation, or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company starting with **22 December 2023**. 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 OGMS, the Company's activity, prior to the date of the OGMS. 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 27 December 2023 – holiday according to 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 **25 January 2024**, inclusively, stating clearly in writing in capital letters: "**QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 26/29 January 2024**".

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

### ***IV. The right of shareholders to add new items on the OGMS 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 OGMS 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 OGMS. 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 OGMS;
- (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, 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 **20 December 2023, inclusive**. Both means of transmission must state clearly in writing in capital letters: "**PROPOSAL OF NEW ITEMS ON THE AGENDA – FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 26/29 JANUARY 2024**"

(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 **22 December 2023**, 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 27 December 2023 – holiday according to internal regulation, as well as on the Company's website at [www.electrica.ro](http://www.electrica.ro), 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. The shareholders' right to propose candidates for the position of directors of the Company that will be elected by applying the cumulative voting method**

According to the provisions of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, when the members of the board of directors are elected using the cumulative voting method, the directors in office until the date of OGMS are automatically included by operation of law on the candidates' list for being elected in the new Board of Directors. The directors in office at the date of the OGMS that are not reappointed by the cumulative voting in the new Board of Directors shall be deemed to have been revoked, their mandate being consequently terminated.

The shareholders of the Company have the right to propose candidates for directors, in accordance with the law and the Articles of Association. The proposals shall be submitted either (i) in hardcopy (in person or by 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), or (ii) via e-mail, with incorporated extended electronic signature, as per Law 455/2001 on the electronic signature, at the address [ir@electrica.ro](mailto:ir@electrica.ro), so that to be received until **20 December 2023**. Both means of submission shall state clearly in writing in capital letters: "CANDIDATES PROPOSALS - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED **26/29 JANUARY 2024**".

As regards the identification of shareholders, the proposals of the shareholders must be accompanied by documents evidencing the fulfilment of the identification requirements mentioned in Section I (*The identification requirements applicable to the shareholders*) above.

As regards the candidates, each proposal shall be accompanied by at least the following documents:

- (a) Curriculum Vitae of the candidate reflecting his professional training and experience;
- (b) A copy of the candidate's identity card;
- (c) In case of proposals for independent candidates, ascertaining documents evidencing that the respective candidate meets the requirements under Article 18, para (2), letters a) – k) of the Articles of Association, including, but not limited to, an authenticated affidavit issued by the candidate certifying that such candidate meets all the independence criteria and conditions established by the law and the Articles of Association.

Such ascertaining documents will be verified by the Nomination and Remuneration Committee established in the Board of Directors of the Company.

The preliminary list containing information related to name, city of residence, and professional qualification of the persons proposed as directors of the Company shall be made available to the shareholders starting with **05 December 2023**, 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 27 December 2023 – holiday according to internal regulation), as well as on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors section -> The General Meeting of Shareholders*.

The preliminary list will be periodically updated to the extent that new proposals are received, at most once a day. According to article 19, letter B (5) item (ii) of the Articles of Association of the Company, the Nomination and Remuneration Committee assesses the correspondence of the candidates to the position of director with the profile of the Company, including the independence and eligibility criteria. Following such assessment, according to the article 19, letter B (5) item (iii) of the Articles of Association of the Company, the Nomination and Remuneration Committee proposes and recommends the final list of candidates.

Final list containing information related to name, city of residence, and professional qualification of the persons proposed as directors of the Company, as well as the updated voting ballot form for the vote by correspondence and the updated form of special powers of attorney to be used for voting by representative, shall be made available to the shareholders as of **22 December 2023**, at the Company's Registry Desk, as well as on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors section -> The General Meeting of Shareholders*.

#### **VI. Other information related to cumulative voting method**

The application of the cumulative voting method involves choosing the entire Board of Directors within the OGMS. Each shareholder has the right to assign its cumulative votes (votes obtained by multiplying the votes held by any shareholder, according to the participation to the share capital, by the number of directors that are to form the Board of Directors) to one or more persons proposed to be elected in the Board of Directors.

As also detailed in the voting ballot forms, in exercising the cumulative voting, shareholders can cast all the cumulative votes to one candidate or to several candidates. The number of casted votes shall be mentioned for each candidate. The number of votes casted by a shareholder on the voting ballot form cannot exceed the number of cumulative votes of the respective shareholder, under penalty of cancellation of the voting ballot form.

#### **VII. Participation of the shareholders to the OGMS**

The shareholders registered on the Reference Date in the Company's shareholders' register kept by Depozitarul Central SA may attend the OGMS 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;
- by electronic means using the platform [electrica.voting.ro](http://electrica.voting.ro).

**(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 OGMS 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 OGMS 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 OGMS, 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 OGMS, 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 being represented by a credit institution providing custody services, the latter may vote in the OGMS 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 OGMS meeting. Nevertheless, a shareholder may appoint by its power of attorney one or more substitute representatives to ensure its representation in the OGMS 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 OGMS 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 OGMS;
- 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 (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 27 December 2023 – holiday according to internal regulation:; 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 **22 January 2024**, inclusively (namely at least 2 (two) business days before the OGMS takes place), under penalty of losing the right to vote in the OGMS, 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 26/29 JANUARY 2024**".

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 to 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 OGMS and the second calling of the OGMS, should the legal and/or statutory quorum provided for holding the OGMS 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 OGMS through a general power of attorney by a person that is in a situation of conflict of interests according to art. 105 para. (15), of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished. 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 latest on **22 December 2023**, on the Company's website at [www.electrica.ro](http://www.electrica.ro), under *Investors section -> General Meeting of Shareholders*.
- (b) the special power of attorney updated by the Company with the new items added on the agenda of the OGMS shall be published on the Company's website at [www.electrica.ro](http://www.electrica.ro), under *Investors section -> General Meeting of Shareholders*, on **22 December 2023**. 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 were 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 OGMS 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 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 (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 27 December 2023 – holiday according to 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 until **22 January 2024, inclusively**, namely at least 2 (two) business days before the OGMS takes place, under penalty of losing the right to vote in the OGMS, 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 26/29 JANUARY 2024"**

The voting ballot forms for voting by correspondence shall be accompanied by documents attesting the fulfilment of the applicable 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 OGMS and the second calling of the OGMS, should the legal and/or statutory quorum conditions provided for holding the OGMS 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 latest on **22 December 2023** on the Company's website at [www.electrica.ro](http://www.electrica.ro), under *Investors section -> General Meeting of Shareholders*.
- (b) The form updated by the Company with the new items added on the agenda of the OGMS shall be published on the Company's website at [www.electrica.ro](http://www.electrica.ro), under *Investors section -> General Meeting of Shareholders*, on **22 December 2023**. 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) Electronic vote**

Shareholders registered in Company's Shareholders Register held by Depozitarul Central S.A, at the Reference Date may also participate and vote in the OGMS by using electronic means of voting in accordance with art. 197 of FSA Regulation no. 5/2018, par (1)-(6) on any device connected to the Internet, using a dedicated platform available by accessing the following link [electrica.voting.ro](http://electrica.voting.ro) ("Platform").

In order to participate and send votes through the platform, the shareholder must proceed to create a user account (user and password). For authentication, shareholders will provide the following information:

In the case of natural persons:

- first name and surname;
- email address;
- Personal identification number;
- copy of the identity document (ID, passport, residence permit);
- documents certifying compliance with the identification requirements set out in Section I of the GMS Convening Notice (*Identification Requirements applicable to shareholders*);
- Phone number.

In the case of legal persons:

- name of the legal entity;
- Sole Registration Code (in Romania CUI);
- first name and surname of the legal representative;
- the personal identification number of the legal representative;
- email address;
- documents certifying compliance with the requirements set out in Section I of the GMS Convening Notice (*Identification requirements applicable to shareholders*);
- phone number.

Documents submitted in a foreign language other than English shall be accompanied by a certified translation into Romanian or English.

The previously mentioned documents will be uploaded on the platform **electrica.voting.ro**, in the dedicated fields. Files that can be uploaded should have one of the following extensions: .jpg, .pdf, .png.

The Company can confirm the shareholder status on the Reference Date of a user registered in the Platform (thus confirming that the said user is a shareholder with the

right to vote in the OGMS) only on the basis of the shareholder register provided by the Central Depository in approximately 5 working days from the Reference Date.

Therefore, the accounts may be created starting with **8 January 2024**. The representatives of the Company will check all the documents uploaded to the Platform. After this verification, the user will receive an email confirming his registration as a shareholder with the right to vote in the OGMS.

If Electrica's representatives identify the need to provide additional documents to validate the quality of shareholder, respectively representative of a shareholder, they will be requested by email, and confirmation of registration as a shareholder with voting rights will be done after completing the requested information/documents by Electrica.

After creating the account, the shareholders can log in to the Platform, thus being able to vote on the items listed on the agenda online before the date of the OGMS, and they can also participate and vote live during the OGMS (through the Platform, remotely or even if they are present in the meeting room). The shareholders can log in and vote whenever they want during the subsequent period of the account activation and/or live, the last voting option (before the expiration of the dedicated voting session) being the one registered. If the shareholder did not receive confirmation of his/her vote through the Platform, then the respective vote was not registered. The shareholders can check after the completion of the voting session of the OGMS meeting how they voted and that the votes were validated, receiving a confirmation email in this regard. Following the OGMS meeting, within 48 hours, all user accounts created through the Platform will be deleted.

Electrica is not and cannot be held responsible for the impossibility of shareholders' participation and voting by electronic means, if the shareholder does not have the appropriate technical means (internet connection and one of the following electronic devices: computer, laptop, smartphone, tablet). Electrica does not provide to its shareholders the above-mentioned technical means.

The procedure for attending and voting by electronic means is made available to shareholders on the company's website: [www.electrica.ro/en](http://www.electrica.ro/en), Section "Investors" -> "General Meeting of Shareholders" starting with the date of publishing of this Convening Notice.

**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, through 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 OGMS.

### **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.

The "abstention" vote shall not be deemed to be a vote cast for the purpose of determining the majority required to pass a resolution at a general meeting of shareholders.

Additional information regarding the OGMS may be obtained 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](http://www.electrica.ro), under the *Investors section -> General Meeting of Shareholders*".

**21 December 2023**

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Iulian Cristian Bosoancă**