

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

Report date: **11 December 2024**

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 3,395,530,040**

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

**Significant events to be reported: The resolution of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. (“Electrica” or the “Company”) of 11 December 2024**

Electrica hereby informs that, on 11 December 2024, the **Extraordinary General Meeting of Shareholders (EGMS) of Electrica** took place at the Company’s headquarters in Bucharest, 9 Grigore Alexandrescu St., 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 **EGMS of Electrica** was attended by the shareholders registered in the shareholder’s register kept by Depozitarul Central S.A. as of 13 November 2024, set as reference date, in person, by representative or through vote by correspondence, the quorum met being **88.2396%** of the total voting rights and of the share capital of the Company.

The meeting was chaired by Mr. Dumitru Chirita, the Chairman of Electrica’s Board of Directors.

Within the **EGMS**, Electrica’s shareholders **approved all the items of the agenda** with the majority of the votes held by the present or validly represented shareholders, respectively:

1. Approval of the guarantee to be issued by ELSA for a term loan in the amount of up to EUR 200,000,000 or the equivalent in RON that the company Distributie Energie Electrica Romania S.A. (DEER) will contract from the European Investment Bank (EIB) to finance the investment plan for the period 2025-2027, the value of the guarantee provided by ELSA being of maximum EUR 240,000,000 or the equivalent in RON, subject to the conditions provided for in the Substantiation Note. The loan from EIB (which can be signed in one or several agreements) to be contracted by DEER will be guaranteed by ELSA through an independent first call guarantee (or another form), valid until the full fulfillment of the obligations arising from the agreement/guarantee.

2. Approval to empower the Board of Directors of ELSA to take, in the name and on behalf of ELSA, within the limit of the approved value limits, all the required measures in order to initiate, carry out and finalize the guarantee operation referred to in item 1, including by, but not limited to, the following:

- a) To represent it with full powers before banks, financial institutions, affiliates and any third parties;
- b) To negotiate and accept the contractual clauses of the guarantees, which will include, but are not limited to, the level of costs and fees, types of costs/amounts covered by the guarantees, terms of the guarantees, duration of the guarantees, obligations, prohibitions, and liabilities of the guarantor, as well as the reimbursement of legal consultancy costs for the benefit of the EIB (legal opinion on the contract), cases of fault, early repayment, the right to distribute/receive dividends;
- c) To negotiate and accept the type, form and conditions of the guarantees;
- d) To sign the related guarantees contracts/the related guarantee, any additional agreements thereto, as well as any other necessary documents in connection with these contracts/documents;
- e) To fulfill any other legal activity, it deems necessary for the above-mentioned purpose.

The Board of Directors will be able to subdelegate to the executive management of ELSA the fulfilment of all/certain operational activities in order to implement the operations referred to in item 1.

The above mandate, including with regard to sub-delegation, is granted including for any other amendments to guarantee contracts/related guarantees, within the limit of the approved value limits, including but not limited to the purpose, type, use, change of duration of the established guarantees.

3. The ratification of the signing of the Addendum to the Facility Agreement dated November 03, 2021, with subsequent amendments and completions, in the amount of RON 450,000,000, signed between ELSA, as Borrower, and Erste Group Bank S.A. and Raiffeisen Bank S.A., as Lenders, by which the parties agreed:

- i. Extension of the Termination Date by four years;
- ii. Extension of the Availability Period by one year;

4. Approval of:

4.1. Empowering the Board of Directors of ELSA to take, on behalf of and for ELSA, within the approved value limits, all necessary measures regarding the Facility Agreement dated 03 November 2021, with subsequent amendments and completions, including but not limited to the following:

- a) to represent it with full powers before banks, financial institutions, affiliates, and any third parties;
- b) to negotiate and accept contractual clauses, which will include, but not be limited to, the level of costs and fees as well as the reimbursement of legal consultancy costs in favor of the banks, if applicable (legal opinion on the contract), cases of fault, early repayment, the right to distribute/receive dividends;
- c) to sign any additional acts to the Facility Agreement, as well as any other documents necessary in connection with these facility/documents;
- d) to carry out any other legal activity that it will consider necessary for the above-mentioned purpose.

4.2. Empowering the Board of Directors of ELSA to negotiate, accept, and sign, on behalf of and for ELSA, the amount, type, form, and conditions of the guarantees related to the Facility Agreement dated 03 November 2021, with subsequent amendments and completions.

5. The Board of Directors may delegate to the executive management of ELSA the performance of all/ part of the operational activities for the implementation of the operations mentioned in items 4.1, and 4.2 above.

6. Granting the mandates from 4.1 and 4.2, including the possibility of sub-delegation from item 5, including for any other modifications (i) of the facility agreement - within the approved value limits for loan, and (ii) of the related guarantee/guarantees, including but not limited to the purpose, type, use, modification of the contract duration and/or the constituted guarantees.
7. Empowering the Chairperson of the Meeting, the meeting secretary and the technical secretary to sign together the EGMS resolution and to perform individually, and not together, any act or formality required by law for the registration of the EGMS resolution with the Trade Register Office attached to the Bucharest Tribunal, as well as for the publication of the EGMS resolution according to the law.

**Chairman of the BoD**  
**Mihai Diaconu**