



Societate Administrată în Sistem Dualist

To: **Bucharest Stock Exchange – Regulated Markets, Operations, Issuers Department**  
**Financial Supervision Authority – General Supervision Division – Issuers Division**

The National Power Grid Company Transelectrica  
2-4 Olteni Street Bucharest, District 3, 030786, Romania  
Trade Register Number J40/8060/2000, Single Registration Code 13328043  
Phone +4021 303 56 11, Fax +4021 303 56 10  
Share capital subscribed and paid: 733.031.420 Lei [www.transelectrica.ro](http://www.transelectrica.ro)

Current report in accordance with the provisions of Law No 24/2017, BSE Code and Regulation no. 5/2018 of FSA

Date of the current report : **April 12, 2023**

Name of issuer Company: **National Power Grid Transelectrica, managed under two tier system**

Headquarters: Bucharest 3<sup>rd</sup> district, Str. Olteni no. 2-4

Phone / fax numbers: 4021 3035 611 / 4021 3035 610

Single registration code: 13328043

LEI Code: 2549000LXCOUQC90M036

Number in the Commercial Register: J40/8060/2000

Share capital subscribed and paid: 733,031,420 RON

Regulated market where the issued securities are transacted: Bucharest Stock Exchange

In addition to the current report disseminated on April 11, 2023, the Romanian Power Grid Company "Transelectrica" SA informs shareholders and interested persons regarding the *Notice of the Ordinary General Meeting of Shareholders submitted by Mr. Sava Cătălin, shareholder, submitted at the Company's headquarters through the notification registered with no. 18973/10.04.2023:*

- The notice was published in the Official Gazette part IV of no. 1693/11 April 2023 and in the online edition of the News newspaper dated April 11, 2023;
- The notice was published on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), Relations investors/AGM page, both in Romanian and in English.

Considering that starting from 29.08.2006 the shares issued by CNTEE "Transelectrica" S.A. are traded on the regulated market, administered by BVB, in the Premium category, under the symbol TEL,

Taking into account the relevant legislation - Law no. 31/1990, republished, with subsequent amendments and additions, Law no. 24/2017 republished, with subsequent amendments and additions, ASF Regulation no. 5/2018 updated, with subsequent changes and additions, we make the following clarifications:

1. Regarding the convening of the general meeting of shareholders, according to art. 117 paragraph (8) of Law no. 31/1990 – "For listed companies, the relevant provisions of the specific capital market legislation apply." Thus, according to the provisions of art. 105 paragraph (8) of Law no. 24/2017 "The reference date is set by the issuer **and cannot be more than 30 days earlier than the date of the general meeting to which it applies**". Or, between 28.04.2023 (*the reference date established by the court*) and 07 June 2023 (*the first summons also established by the court*) there are 45 days, therefore, if the reference date established by the court is respected, the provisions of Law no. 24/2017 – applicable to companies listed on the BVB will not be respected.

Only shareholders registered on the reference date can participate and vote in the meeting, in person or through a representative.

2. According to art. 117 paragraph (6) of Law no. 31/1990, the convocation will include the place and date of the meeting, as well as the agenda, with the explicit mention of all the issues that will be the

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subject of the meeting's debates. **If the agenda includes the appointment of administrators or members of the supervisory board, in the convocation it will be mentioned that the list containing information on the name, place of residence and professional qualification of the persons proposed for the position of administrator is available to the shareholders, which can be consulted and completed by them.**

3. Considering the fact that the agenda includes the appointment of members of the Supervisory Board, the shareholders have the right to formulate proposals regarding the candidates for the positions of members of the Supervisory Board in accordance with the law. Based on the proposals received by the deadline, the Company must make available to the shareholders the proposals of candidates for the positions of members of the Supervisory Board and the information regarding the name, place of residence and professional qualification of the persons, in electronic format, both in Romanian, as well as in English, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), Investor Relations/AGM page, the final list of proposals, to be posted on the Company's website, prior to the reference date.

4. Each candidate for membership shall complete and sign a declaration on his own responsibility. It will hereby declare that it fulfills/respects the obligations provided for in art. 34 para. 2 of Law no. 123/2012 and to art. 40 of the Constitutive Act and undertakes that within a maximum of 3 days, from the intervention of a situation of incompatibility between those provided for in art. 34 para. 2 lit. a), b) and c) from the Electricity and Natural Gas Law no. 123/2012, with subsequent amendments and additions and to art. 40 of the Company's Constitutive Act, to notify the executive management of CNTEE Transelectrica SA in writing. The declaration model can be found posted both in Romanian and in English on the Company's website. At the same time, the declaration form can also be obtained at the address: "PLATINUM Center", str. Olteni no. 2–4, district 3, Bucharest, on weekdays, between 08:00 and 15:00.

5. Shareholders who individually or, as the case may be, jointly own at least 5% of the share capital may request, but at most once in a financial year, the application of the cumulative voting method for the election of the members of the Company's Supervisory Board. If the request is made by shareholders whose holdings are less than 10% of the share capital, the application of this method will be subject to a vote at the ordinary general meeting of shareholders. If the request is made by shareholders whose holdings are greater than 10% of the share capital, the application of the cumulative voting method for the election of the members of the Company's Supervisory Board will be mandatory.

6. Shareholders registered on the reference date in the Company's Shareholder Register, communicated by the Central Depository, who directly or indirectly hold a stake of at least 5% of the Company's share capital, are required to complete and submit a declaration on their own responsibility given under the provisions Art. 34 para. 2 of the Electricity and Natural Gas Law no. 123/2012, with subsequent amendments and additions, and of art. 17 para. 8 and art. 40 of the Company's Articles of Association. The statement will be accompanied by the summary of current account positions/account statement from which the portfolio of shares held by him in economic operators engaged in production or energy supply activity, issued by the Participant/Central Depository, will appear. The declaration model will be posted both in Romanian and in English on the Company's website, together with the postal voting forms and the special power of attorney. At

the same time, the declaration form can also be obtained at the address: "PLATINUM Center", str. Olteni no. 2–4, sector 3, Bucharest, on weekdays, between 08:00 and 15:00. Responsibility for declarations regarding compliance with the applicable legal and statutory provisions rests exclusively with each individual shareholder (art. 326 of the Criminal Code approved by Law no. 286/2009, with subsequent amendments and additions). The statement accompanied by the account statement/summary of current account positions will be completed, signed by the shareholder and handed over, in original, to the Company, prior to the meeting of the General Shareholders' Meeting.

7. The quality of shareholder, as well as, in the case of shareholders of legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference/registration date, received by the Company from the Central Depository, or, as the case may be, for dates other than the reference/registration date. based on the following documents presented to the issuer by the shareholder, issued by the central depository or by participants defined by law, which provide custody services:

- a) the account statement showing the shareholder status and the number of shares held;
- b) documents certifying the registration of the information regarding the legal representative at the Central Depository/respective participants.

8. Documents attesting to the capacity of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation made by an authorized translator in Romanian or English. It is not necessary to legalize or apostille the documents certifying the capacity of legal representative of the shareholder. In order to identify the natural person shareholder, or, as the case may be, the legal representative of the shareholder, a legal person or entity without legal personality, who asks questions, proposes candidates, makes proposals to complete the agenda or proposes draft decisions, he will attach copies to the application of documents certifying his identity. The company can accept the proof of the quality of legal representative also based on the documents considered relevant by the issuer, issued by the Trade Registry Office or by another similar authority in the state where the shareholder is registered, within the validity period, if the shareholder has not provided the central depository/participant with appropriate information regarding its legal representative.

9. Participation by representative is done on the basis of a special power of attorney, according to the form made available by the Company or a general power of attorney, in compliance with the provisions of art. 105 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, and under the conditions of art. 200-207 of Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions.

10. The special power of attorney form, both in Romanian and in English, is posted in electronic format on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), Investor Relations/AGM page. The original special power of attorney or the general power of attorney (in a copy including the statement of conformity with the original under the signature of the representative), either in Romanian or in English, is submitted to the address Bucharest, Sector 3, str. Olteni no. 2–4, "PLATINUM Center" building to the attention of the technical secretary of the assembly or it is sent electronically signed

with extended electronic signature, according to the provisions of Law no. 455/2001 regarding the electronic signature, republished, with subsequent amendments and additions, by e-mail to the technical secretary of the AGM. The special power of attorney is submitted in a sealed envelope marked "Special power of attorney - for the AGOA Secretariat", until the date of the meeting, the time of the meeting, for the first convocation, respectively until the date of the second convocation, the time of the meeting.

11. Shareholders registered on the reference date have the opportunity to vote by mail, before the Ordinary General Meeting of Shareholders, by using the voting by mail form made available, both in Romanian and in English, on the website Company ([www.transelectrica.ro](http://www.transelectrica.ro)), Investor Relations/AGM page. Voting by mail can be expressed by a representative only if he has received from the shareholder he represents a special/general power of attorney that is submitted to the Company under the conditions specified above. Voting forms by mail, either in Romanian or in English, completed and signed by the shareholders and accompanied by a copy of the identity document of the natural person shareholder, or, as the case may be, a copy of the identity document of the representative to the legal person shareholder, they will have to arrive in the original, in a sealed envelope with the mention "Vote by mail - for the AGOA Secretariat", by post or by courier services, to the address: PLATINUM Center building, str. Olteni no. 2-4, postal code 030786, sector 3, Bucharest, until the date of the meeting, the time of the meeting, for the first convocation, respectively until the date of the second convocation, the time of the meeting.

12. Shareholders representing, individually or together, at least 5% of the share capital, have the right:

- to introduce points on the agenda of the general meeting, provided that each point is accompanied by a justification or a draft decision proposed for adoption by the general meeting, within 15 days from the date of publication of the convocation;
- to present draft resolutions for the items included or proposed to be included on the agenda of the general meeting, within 15 days from the date of publication of the convocation.

In the event that the initial convening letter is later supplemented with new items on the agenda, the Company will publish, in accordance with the law, the completion of the convening letter and will make available to the shareholders the additional meeting materials, the draft resolution, the voting by mail form and the proxy form special, up to a date prior to the reference date.

13. Each shareholder has the right to ask questions regarding the items on the agenda of the General Assembly, which will be answered by posting the answer on the Company's website. Questions can be sent in writing to the address: Bucharest, Sector 3, str. Olteni no. 2 - 4, "PLATINUM Center" building) or electronically to the attention of the technical secretary of the AGM.

**Gabriel ANDRONACHE**

**Florin Cristian TATARU**

**Executive Director General  
Directorate Chairman**

**Directorate Member**