



**Transelectrica®**

Societate Administrată în Sistem Dualist

**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)

**To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets  
Financial Supervision Authority - General Directorate Supervision - Issuers Division**

Current report according to the provisions of Law no 24/2017, ASF Regulation 5/2018 and the BVB Code

Date of current report: **April 12, 2024**

Name of Issuer Company: **NPG Co. TRANSELECTRICA S.A., managed under two-tier system**

Headquarters: Bucharest 3, 2-4 Olteni Street

Phone/fax numbers: 021 30 35 611/021 30 35 610

Single registration code: 13328043

LEI code: 254900OLXCOUQC90M036

Number in the Trade Register: J40/8060/2000

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

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

**COMPLETING THE CONVENING NOTICE FOR THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY** (according to the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019)

The Directorate of the National Power Grid Company Transelectrica SA, managed under two-tier system, seated in str. Olteni no. 2-4, PLATINUM Centre Building, Bucharest 3, registered with the Office of the Commercial Register under no. J40/8060/2000, single (fiscal) registration code 13328043, (the Company), with the unanimous agreement of its members, taking into account the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019, holder of 43.020.309 shares representing 58,6882% of the Company's share capital, expressed in letter no 20/12786/MA/11.04.2024 (registered under no. 18968/11.04.2024), in accordance with article 117<sup>1</sup> of the Company law 31/1990, republished, with later amendments and additions, of art. 105 alin 3 Law 24/2017 on the issuers of financial instruments and market operations, republished, with later amendments and additions, of O.U.G. no. 109/2011 on the corporate governance of public enterprises with later amendments and additions, and of art. 189 ASF Regulation 5/2018 on the issuers of financial instruments and market operations, with later amendments and additions, are adding the agenda of the Shareholders' general ordinary assembly that will take place on **April 29, 2024 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, initially published in Romania's Official Gazette, Part IV, no. 1546/28.03.2024 and in "Puterea" on March 28, 2024 with the following items:

**„1. The Shareholders' Ordinary General Assembly ratifies the resolutions number 26/25.06.2021, no. 49/22.12.2021, no. 50/22.12.2021, no. 51/22.12.2021, no. 52/22.12.2021, no. 53/22.12.2021, no. 13/23.03.2022, no. 18/21.06.2022, no. 43/14.10.2022, no. 53/19.12.2022, no. 15/19.04.2023, no. 24/20.06.2023, no. 39/24.10.2023 and no. 11/21.03.2024 of the Supervisory Board to designate provisional members in the Directorate.”**

**LANGUAGE DISCLAIMER:** This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.



**„2. The general limits of the remuneration and of the other revenues offered by NPT Co. Transelectrica to its provisional members are set, including the fixed allowance, as well as the other benefits granted, thusly:**

**2.1. Fixed gross monthly compensation: maximum 6 times the average over the last 12 months of the average gross monthly salary for the activity carried out according to the main object of activity registered by the company, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.**

**2.2. Other benefits for Directorate members of NPT Co. Transelectrica:**

**a) in case the mandatee (Directorate member) does not have a home in Bucharest or within 60 km from Bucharest, the company will settle, at the request of the mandatee accompanied by supporting documents, the equivalent of the amount of the monthly rent related to the use of a home located in Bucharest or within 60 km from Bucharest, within the limit of the equivalent in RON of the net amount of up to 780 EURO/month.**

**b) in case the mandatee domicile (Directorate member) is not in Bucharest, the company will settle, at the request of the mandatee, accompanied by supporting documents, the equivalent value of air, rail and/or road transport from the domicile to the headquarters of the mandator and back within the limit of the equivalent in RON of a net amount of up to 2.000 RON/month.”**

Thus the ordinary reunion convened on **April 29, 2024, 10:00 h** Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders recorded in the Company's Shareholder Register at the end of **April 19, 2024** will have the following

## **AGENDA**

1. Presentation of the Annual Report regarding the economic and financial activity of National Power Grid Company Transelectrica SA, according to the provisions of Law 24/2017, republished, with subsequent amendments. regarding the issuers of financial instruments and market operations and of Regulation 5/2018, with later amendments and additions, issued by the Financial Supervisory Authority for the financial year ended on December 31, 2023;
2. Presentation of the Report of National Power Grid Company Transelectrica SA's Supervisory Board on the management activity for year 2023;
3. Presentation of the Financial Audit Reports on the stand-alone and consolidated annual financial statements, concluded by Transelectrica on December 31, 2023;
4. Approval of the Stand-alone Financial Statements of Transelectrica for the financial year 2023;
5. Approval of the Consolidated Financial Statements of Transelectrica for the financial year 2023;
6. Approval of the distribution of the remaining accounting profit after deducting the profit tax on 31.12.2023 in the amount of 213,611,306 lei with the following destinations:

| <b>No.</b> | <b>Destination</b>   | <b>Amount (RON)</b> |
|------------|--|---------------------|
| <b>1</b>   | <b>Accounting profit remaining after income tax on December 31, 2023</b> | <b>213,613,306</b>  |
|            | <i>Distribution of accounting profit to these destinations:</i>          |                     |
| <b>a</b>   | Legal reserve (5%)   | 0                   |

|          |  |                    |
|----------|--|--------------------|
| <b>b</b> | Other reserves representing provided fiscal facilities – exempting from payment the reinvested profit                                      | 125,636,653        |
| <b>c</b> | Other law provided destinations – revenues achieved in 2023 from interconnection capacity allocation (net of income tax and legal reserve) | 87,974,653         |
| <b>2</b> | <b>Remaining profit to be distributed (1-a-b-c)</b>  | <b>0</b>           |
| <b>d</b> | Employees' participation to profit   | 0                  |
| <b>e</b> | Dividends owed to shareholders   | 0                  |
| <b>f</b> | Other reserves - own sources of financing  | 0                  |
| <b>g</b> | Undistributed profit   | 0                  |
| <b>3</b> | <b>Total distributions (a+b+c+e+f)</b>   | <b>213,611,306</b> |

7. Approval of the distribution of dividends the carried forward result existing in the balance on 31.12.2023, with a gross dividend of **0.28 lei/share**;

8. Approval of the establishment of reserves related to the revenues obtained from the allocation of the transmission capacity on the interconnection lines in 2023, from the surplus obtained from taxable and non-taxable revaluation reserves upon change of destination in the amount of 124,558,966 lei;

9. Discharge of the Directorate and Supervisory Board members for the financial year 2023;

10. Approval of the Report Remuneration for the financial year 2023;

11. Presentation of the Report of the Audit Committee of Transelectrica's Supervisory Board on the internal control and significant risk management systems within Transelectrica for year 2023;

12. Approval of the "Remuneration policy of the members of the executive and non-executive management of The National Power Grid Company "Transelectrica" S.A., revised at the level of March 2024";

13. Informations regarding procurements of products, services and works, commitments involving the Company's important obligations with a value higher than 5,000,000 euro, as well as loans and loans securities with a value under 50,000,000 euro;

14. The Shareholders' Ordinary General Assembly ratifies the resolutions number 26/25.06.2021, no. 49/22.12.2021, no. 50/22.12.2021, no. 51/22.12.2021, no. 52/22.12.2021, no. 53/22.12.2021, no. 13/23.03.2022, no. 18/21.06.2022, no. 43/14.10.2022, no. 53/19.12.2022, no. 15/19.04.2023, no. 24/20.06.2023, no. 39/24.10.2023 and no. 11/21.03.2024 of the Supervisory Board to designate provisional members in the Directorate."

15. The general limits of the remuneration and of the other revenues offered by NPT Co. Transelectrica to its provisional members are set, including the fixed allowance, as well as the other benefits granted, thusly:

15.1. Fixed gross monthly compensation: maximum 6 times the average over the last 12 months of the average gross monthly salary for the activity carried out according to the main object of activity registered by the company, at class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

15.2. Other benefits for Directorate members of NPT Co. Transelectrica:

a) in case the mandatee (Directorate member) does not have a home in Bucharest or within 60 km from Bucharest, the company will settle, at the request of the mandatee accompanied by

supporting documents, the equivalent of the amount of the monthly rent related to the use of a home located in Bucharest or within 60 km from Bucharest, within the limit of the equivalent in RON of the net amount of up to 780 EURO/month.

- b) in case the mandatee domicile (Directorate member) is not in Bucharest, the company will settle, at the request of the mandatee, accompanied by supporting documents, the equivalent value of air, rail and/or road transport from the domicile to the headquarters of the mandator and back within the limit of the equivalent in RON of a net amount of up to 2.000 RON/month.”

**16.** Setting the date of **June 6, 2024** as an "ex date", a calendar day since which Transelectrica's shares, subject to the Decision of the Shareholders' General Ordinary Assembly, are traded without the rights deriving from that Decision;

**17.** Setting the date of **June 07, 2024** as the registration date of the shareholders to which the effects of the Shareholders' General Ordinary Assembly's Decision apply;

**18.** Setting the date of **June 27, 2024** as the "payment date" of the dividends distributed the carried forward result existing in the balance on 31.12.2023

**19.** Empowering the Chairman of the Meeting to sign the Decision of the Shareholders' General Ordinary Assembly, the necessary documents regarding the registration and publication of the Decision of the SGOA at the Trade Register Office from Bucharest Tribunal.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general ordinary assembly will be held on **April 30, 2024, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, having the same agenda.

On the convened date, the Company's share capital is 733,031,420 lei and consists of 73,303,142 nominative dematerialised shares of 10 Lei nominal value, each share providing the right to one vote in the Shareholders' general ordinary assembly.

Following the completion of the agenda and the draft resolutions from the shareholders, the meeting materials (documents or information regarding the issues listed on the agenda) are available starting on **April 17, 2023**, 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 and can be obtained at the address: "PLATINUM Center", str. Olteni no. 2 – 4, sector 3, Bucharest, on weekdays, between 08:00 and 15:00.

Each shareholder has the right to ask questions about the items on the General Assembly's agenda, to which answers will be posted on the Company's website. Questions can be submitted in writing, either by mail or courier service (at: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic means (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or fax: +4021.303.56.10) to the attention of Mrs Irina Racanel.

Shareholders enlisted on the reference date in the Company's Shareholders' register, notified by the Central Depository, that directly or indirectly hold participation of at least 5% from the Company's share capital are compelled to fill in and submit a liability statement according to the provisions of article 34 para 2 from the Electricity and natural gas law 123/2012, with later amendments and additions, of article 17 para 8 and of article 40 from the Company's Articles of association. Such statement will be accompanied by the summary of account positions to date / the statement of account showing the portfolio of shares held by it to the economic operators carrying out power generation or supply activities, issued by the Participant / Central Depository. The model of statement form will be posted both in Romanian and in English on the Company's site together with the correspondence voting forms

and the special powers of attorneys. This form can be also obtained from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, **08:00 ÷ 15:00 h**. The responsibility of the statements in terms of compliance with applicable legal and statutory provisions devolves exclusively on each shareholder individually (article 326 of the Criminal Code approved by Law 286/2009 with later amendments and additions). Such statement together with the statement of account / summary of account positions to date will be filled in, signed by the shareholder and submitted in the original to the Company before the reunion of the Shareholders' general assembly.

The capacity of shareholder as well as, in case of legal person shareholders or of entities without legal personality, the capacity of legal representative is ascertained according to the list of shareholders on the reference/registration date received by the Company from the Central Depository or, as the case may be, for different reference/registration dates according to the following documents that the shareholder submits to the issuer, issued by the central depository or by the participants defined that provide custody services:

- a) The statement of account showing the capacity of shareholder and the number of shares held;
- b) The documents certifying the registration of the information about the legal representative with the central depository / the respective participants.

Documents certifying the capacity of legal representative elaborated in a foreign language, other than English, will be accompanied by translation made by certified translator into Romanian or English. There is no need to legalise or apostille the documents certifying the capacity of shareholder's legal representative. 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, he shall also attach to the application copies of the documents certifying his identity.

The Company can accept the proof of the legal representative capacity according to documents considered relevant by the issuer, issued by the Office of the Trade Register or by a similar authority from the state where the shareholder is registered, within the validity term, in case the shareholder has not provided the central depository / participant with proper information about his/her legal representative.

Only shareholders registered on the reference date **April 19, 2024** can attend and vote in person or by proxy.

The participation by proxy is possible using a special power of attorney, according to the form provided by the Company, or a general mandate complying with the provisions of article 105 from Law 24/2017 on the issuers of financial instruments and market operations, republished, with later amendments and additions, as per the terms of articles 200-207 from Regulation 5/2018 on the issuers of financial instruments and market operations, with later amendments and additions.

The special power of attorney form both in Romanian and English will be also available in electronic format on the Company's website [www.transelectrica.ro](http://www.transelectrica.ro), page Investor Relations/AGA beginning with **April 17, 2024**.

The special power of attorney in the original or the general mandate (a copy that should mention the conformity with the original and bear the representative's signature), either in Romanian or in English will be submitted at Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, to the kind attention of Mrs. Irina Racanel, or will be transmitted bearing the extended electronic signature according to the provisions of Law 455/2001 on the electronic signature by e-mail to: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro). The special power of attorney will be submitted in a closed envelope marked "Special power of attorney – for the AGOA Secretariat **April 29/30, 2024**" by **April 29, 2024, 10:00 h** for the first convocation, namely by **April 30, 2024, 10:00 h**, for the second convocation.

Shareholders registered on the reference date have the opportunity to vote by mail, before the General Meeting of Shareholders, by using the mail voting form provided, both in Romanian and in English, starting on **April 17, 2024**, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), Investor Relations/AGM page. The vote by correspondence can be expressed by a representative only in case this one has received a special / general mandate from the shareholder he/she represents, which is submitted to the Company as per the fore-mentioned conditions

Correspondence voting forms either in Romanian or in English that have been filled in and signed by shareholders and are accompanied by a copy of the ID document of the natural person shareholder or, as the case may be, a copy of the ID document of the legal person shareholder's representative, will have to get in the original by post or courier service, in closed envelope marked "Special power of attorney – for the **AGOA Secretariat April 29/30, 2024**," by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **April 29, 2024, 10:00 h** for the first convocation, namely by **April 30, 2024, 10:00 h** for the second convocation.

The shareholders registered on the reference date, respectively 19.04.2024, have the possibility to participate / vote directly by using electronic means of remote voting, according to art. 197 paragraphs (1)-(6) of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, from any device connected to the internet, through a dedicated platform available by accessing the following link: <https://transelectrica.voting.ro>. Electronic voting via the online platform is available only for the annual meeting of the ordinary general meeting of shareholders on 29 (30) April 2024. The voting procedure through the online platform will be disseminated at least 48 hours before the meeting convened for 29.04.2024 (first convocation), through the capital market institutions and will be made public on the [www.transelectrica.ro](http://www.transelectrica.ro) website, section Investor Relations / GMS / GMS meeting of April 29, 2024, respectively <https://www.transelectrica.ro/ro/web/tel/aqa>.

Additional information can be obtained from the phone number +40 722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

**Ștefăniță MUNTEANU**

**Executive Director General  
Directorate Chairman**

**Bogdan TONCESCU**

**Directorate Member**