



Transelectrica®

Societate Administrată în Sistem Dualist

The National Power Grid Company Transelectrica
2-4 Olteni Street Bucharest, District 3, 030786, Romania
Trade Register Number J2000008060404, Single Registration Code 13328043
Phone +4021 270 04 53, Fax +4021 303 56 10
Share capital subscribed and paid: 733.031.420 lei 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: **May 06, 2026**

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: J2000008060404

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

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

COMPLETING THE CONVENING NOTICE OF THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY (according to art. 117[^]1 paragraph (2[^]1) of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, of art. 105 paragraph (5[^]1) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent additions and amendments)

The Directorate of C.N.T.E.E. "Transelectrica"-SA, a company managed in a dualist system, with its registered office in Olteni Street no. 2–4, "PLATINUM Center" building, sector 3, Bucharest, registered with the Trade Register Office under no. J2000008060404, Unique Registration Code 13328043, ("Company" or "CNTEE "Transelectrica"-S.A."), pursuant to Article 117[^]1 paragraph (2[^]1) of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, of Article 105 paragraph (5[^]1) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent additions and amendments, completes the agenda of the ordinary General Meeting of Shareholders to be held on **May 22, 2026, at 10.00 a.m.**, in Bucharest, Sector 3, Olteni Street no. 2 – 4, "PLATINUM Center" building on the 11th floor, Meeting Room no. 1112, initially published in the Official Gazette of Romania, Part IV, no. 2312/20.04.2026 and in the National newspaper on April 20, 2026, with the following bullet points:

- "1.** The approval of the separate financial statements of *Transelectrica for the financial exercise of the year 2025;*
- 2.** The approval of the consolidated financial statements of *Transelectrica drawn up in accordance with the international standards of financial reporting taken by the European Union on the date and for the financial exercise ended on December 31, 2025;*
- 3.** The approval of the consolidated financial statements *drawn up in accordance with the order of the Minister of Public Finance (OMFP) number 2844/2016 to approve the accounting regulations as per the international standards of financial reporting taken by the European Union on the date and for the financial exercise ended on December 31, 2025;*
- 4.** The approval of the distribution of the accounting profit remaining after profit tax deduction *on December 31, 2025, in amount of 359,825,194 RON with the following destinations:*

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.



No.	Destination	Amount (RON)
1	Accounting profit remaining after profit tax deduction on December 31, 2025	359,825,194
	Distribution of the accounting profit with the following destinations:	
a	Legal reserve (5%)	-
b	Other reserves representing tax benefits – exemption from paying tax on reinvested profit	235,389,155
c	Covering the accounting losses from the previous years, except the reported accounting losses coming from adjustments required by the application of IAS 29 «Financial reporting in hyperinflationary economies »	-
d	Other distributions provided for by the law – incomes earned in the year 2025 from interconnection capacity allocation (net of income tax)	124,436,039
2	Profit left to be distributed (1-a-b-c-d)	0
e	Employees participation to profit	-
f	Dividends due to shareholders from the profit left to be distributed	-
g	Other reserves created as own sources of financing	-
h	Undistributed profit	-
3	Total distributions (a+b+c+d+e+f+g+h)	359,825,194

5. The approval of gross dividend per share from the reported result existing on 31.12.2025, at the value of 0.48 RON;

6. Discharge of management of Directorate members and Supervisory Board members for the financial year 2025;

7. The approval of Remuneration Report related to the financial year 2025;

8. The approval of The Remuneration Policy of executive and non-executive board members of Transelectrica, revised at the level of March 2026;

9. The approval of the Annual Report on the financial individual statements of the Company for the financial exercise ended on December 31, 2025;

10. The approval of the Annual Report on the financial consolidated statements for the financial exercise ended on December 31, 2025;

11. Presentation of the Independent Auditor Report on the separate financial statements for the financial exercise ended on December 31, 2025;

12. Presentation of the Independent Auditor Report on the consolidated financial statements drawn up in accordance with the international standards of financial reporting taken by the European Union for the financial exercise ended on December 31, 2025;

13. Presentation of the Independent Auditor Report on the consolidated financial statements drawn up in accordance with OMFP number 2844/ to approve the accounting regulations as per the international standards of financial reporting taken by the European Union for the financial exercise ended on December 31, 2025;

14. Presentation of the Limited Insurance Report of Independent Auditor on the consolidated reporting regarding sustainability for the financial exercise 2025;

15. Presentation of the Audit Committee Report and the Risk Management Committee report within the Supervisory Board of Transelectrica related to the year 2025 on the Company's internal control and significant risk management systems;

16. Presentation of Transelectrica's Supervisory Board report on the administration activity for the year 2025;

17. Setting **July 09, 2026** as ex-date, calendar date from when the shares of the Company, subject to Shareholders' general ordinary assembly resolution are traded without the rights deriving from that resolution;

18. Setting **July 10, 2026** as registration date of the shareholders who will be affected by the effects of the Shareholders' general ordinary assembly resolution;

19. Setting **July 30, 2026** as „payment date” of the dividend from the reported result existing in account on 31.12.2025.”

Thus, for the ordinary meeting convened for **May 22, 2026, at 10:00 a.m.**, in Bucharest, Sector 3, Olteni Street no. 2 – 4, "PLATINUM Center" building 11th floor, Meeting Room no. 1112, for all shareholders registered in the Company's Shareholders' Register at the end of **May 12, 2026**, will be as follows

AGENDA:

1. Establishing the Investment Program of CNTEE “Transelectrica” – S.A. for 2026 and the estimate of investment expenses for 2027 and 2028 and delegating the Company's Directorate to approve the changes (revisions and rectifications) of the allocated amounts and/or investment objectives included in the PAI 2026, without exceeding the financing sources;

2. Establishing the Revenue and Expenditure Budget for 2026 of CNTEE “Transelectrica” S.A., as well as the estimates for 2027 and 2028;

3. The approval of the separate financial statements of *Transelectrica for the financial exercise of the year 2025*;

4. The approval of the consolidated financial statements of *Transelectrica drawn up in accordance with the international standards of financial reporting taken by the European Union on the date and for the financial exercise ended on December 31, 2025*;

5. The approval of the consolidated financial statements *drawn up in accordance with the order of the Minister of Public Finance (OMFP) number 2844/2016 to approve the accounting regulations as per the international standards of financial reporting taken by the European Union on the date and for the financial exercise ended on December 31, 2025*;

6. The approval of the distribution of the accounting profit remaining after profit tax deduction on *December 31, 2025, in amount of 359,825,194 RON with the following destinations:*

No.	Destination	Amount (RON)
1	Accounting profit remaining after profit tax deduction on <i>December 31, 2025</i>	359,825,194
	Distribution of the accounting profit <i>with the following destinations:</i>	
a	<i>Legal reserve (5%)</i>	-

<i>b</i>	<i>Other reserves representing tax benefits – exemption from paying tax on reinvested profit</i>	<i>235,389,155</i>
<i>c</i>	<i>Covering the accounting losses from the previous years, except the reported accounting losses coming from adjustments required by the application of IAS 29 «Financial reporting in hyperinflationary economies »</i>	<i>-</i>
<i>d</i>	<i>Other distributions provided for by the law – incomes earned in the year 2025 from interconnection capacity allocation (net of income tax)</i>	<i>124,436,039</i>
<i>2</i>	<i>Profit left to be distributed (1-a-b-c-d)</i>	<i>0</i>
<i>e</i>	<i>Employees participation to profit</i>	<i>-</i>
<i>f</i>	<i>Dividends due to shareholders from the profit left to be distributed</i>	<i>-</i>
<i>g</i>	<i>Other reserves created as own sources of financing</i>	<i>-</i>
<i>h</i>	<i>Undistributed profit</i>	<i>-</i>
<i>3</i>	<i>Total distributions (a+b+c+d+e+f+g+h)</i>	<i>359,825,194</i>

- 7.** *The approval of gross dividend per share from the reported result existing on 31.12.2025, at the value of 0.48 RON;*
- 8.** *Discharge of management of Directorate members and Supervisory Board members for the financial year 2025;*
- 9.** *The approval of Remuneration Report related to the financial year 2025;*
- 10.** *The approval of The Remuneration Policy of executive and non-executive board members of Transelectrica, revised at the level of March 2026;*
- 11.** *The approval of the Annual Report on the financial individual statements of the Company for the financial exercise ended on December 31, 2025;*
- 12.** *The approval of the Annual Report on the financial consolidated statements for the financial exercise ended on December 31, 2025;*
- 13.** *Presentation of the Independent Auditor Report on the separate financial statements for the financial exercise ended on December 31, 2025;*
- 14.** *Presentation of the Independent Auditor Report on the consolidated financial statements drawn up in accordance with the international standards of financial reporting taken by the European Union for the financial exercise ended on December 31, 2025;*
- 15.** *Presentation of the Independent Auditor Report on the consolidated financial statements drawn up in accordance with OMFP number 2844/ to approve the accounting regulations as per the international standards of financial reporting taken by the European Union for the financial exercise ended on December 31, 2025;*
- 16.** *Presentation of the Limited Insurance Report of Independent Auditor on the consolidated reporting regarding sustainability for the financial exercise 2025;*
- 17.** *Presentation of the Audit Committee Report and the Risk Management Committee report within the Supervisory Board of Transelectrica related to the year 2025 on the Company's internal control and significant risk management systems;*
- 18.** *Presentation of Transelectrica's Supervisory Board report on the administration activity for the year 2025;*

19. *Setting **July 9, 2026** as ex-date, calendar date from when the shares of the Company, subject to Shareholders' general ordinary assembly resolution are traded without the rights deriving from that resolution;*
20. *Setting **July 10, 2026** as registration date of the shareholders who will be affected by the effects of the Shareholders' general ordinary assembly resolution;*
21. *Setting **July 30, 2026** as „payment date” of the dividend from the reported result existing in account on 31.12.2025.”*
22. Authorizing the chairman of the meeting to sign the Resolution of the Ordinary General Meeting of Shareholders, as well as the necessary documents regarding the registration and publication of the Resolution of the Ordinary General Meeting of Shareholders, according to legal provisions.

If the required quorum is not met on the mentioned date, the ordinary General Meeting of Shareholders will be held on **May 25, 2026, at 10:00 a.m.**, in Bucharest, Sector 3, Olteni Street no. 2 – 4, "PLATINUM Center" building 11th floor, Meeting Room no. 1112, with the same agenda.

On the date of the call, the Company's share capital is RON 733,031,420 and consists of 73,303,142 registered shares, dematerialized, with a nominal value of RON 10, each share giving the right to one vote in the General Meeting of Shareholders.

Following the completion of the agenda, the draft decision and the meeting materials (documents or information regarding the issues included on the agenda) are available starting with **May 11, 2026**, in electronic format, both in Romanian and English, on the Company's website (www.transelectrica.ro), the Investor Relations/GSM page and can be obtained at: "PLATINUM Center", str. Olteni nr. 2 – 4, sector 3, Bucharest, on weekdays, between **08.00 – 15.00**.

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting, which will be answered by posting the answer on the Company's website. Questions can be submitted in writing, either by post or courier services (to: Bucharest, Sector 3, str. Olteni nr. 2 – 4, PLATINUM Center building), or by electronic means of communication (e-mail: irina.racanel@transelectrica.ro or fax to the number: +40213035610) to the attention of Mrs. Irina Răcănel.

The shareholders registered on the reference date in the Register of Shareholders of the Company, communicated by the Central Depository, who directly or indirectly hold a stake of at least 5% of the Company's share capital, have the obligation to complete and submit a declaration on their own responsibility given pursuant to the provisions of Article 34 paragraph 2 of the *Law on Electricity and Natural Gas no. 123/2012, with subsequent amendments and completions*, and of art. 17 para. 8 and art. 40 of the Company's Articles of Incorporation. The statement will be accompanied by the summary of the current account positions/account statement showing the portfolio of shares held by the Participant/Central Depository. The model declaration will be posted in both Romanian and English on the Company's website, together with the postal voting forms and the special power of attorney. At the same time, the declaration model can also be obtained at the address: "PLATINUM Center", Olteni str. nr. 2–4, sector 3, Bucharest, on weekdays, between **08.00 – 15.00**. The responsibility for the declarations regarding the compliance with the applicable legal and statutory provisions lies exclusively with each shareholder (art.326 of the Criminal Code approved by Law no. 286/2009, as subsequently amended and supplemented). The statement accompanied by the statement of account/summary of current account positions will be completed, signed by the shareholder and delivered, in original, to the Company, prior to the meeting of the General Meeting of Shareholders.

The quality of shareholder, as well as, in the case of shareholders who are legal persons or entities without legal personality, the quality of legal representative is ascertained 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 submitted to the issuer by the shareholder, issued by the central depository or by participants defined by law providing custody services:

- a) the statement of account from which the quality of shareholder and the number of shares held;
- b) documents attesting the registration of the information regarding the legal representative at the Central Depository/respective participants.

The documents certifying the quality 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 quality of legal representative of the shareholder. In order to identify the shareholder who is a natural person, or, as the case may be, the legal representative of the shareholder who is a legal person or entity without legal personality, he will attach to the application copies of the documents attesting his identity.

The Company may also accept proof of legal representative status on the basis of documents deemed relevant by the issuer, issued by the Trade Register 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.

Only shareholders registered on the reference date of **May 12, 2026 can participate and vote at the meeting**, either personally or through a representative.

Participation through a representative is made on the basis of a special power of attorney, according to the form provided 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, with subsequent amendments and completions and under the conditions of art. 200-207 of Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

The special power of attorney form, both in Romanian and English, will also be available in electronic format on the Company's website (www.transelectrica.ro), the Investor Relations/GSM page starting with the date of **May 11, 2026**.

The special power of attorney in original or the general power of attorney (in copy including the mention 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 nr. 2-4, the "PLATINUM Center" building in the spotlight to Mrs. Irina Cojocar or it is transmitted electronically signed with an extended electronic signature, according to the provisions of Law no. 455/2001 regarding the electronic signature, by e-mail to the address: irina.racanel@transelectrica.ro. The special power of attorney is submitted in a sealed envelope with the mention "Special power of attorney - for **Secretariat OGMS 22/25 May 2026**", until **May 22, 2026, 10.00 a.m.**, for the first call, respectively until the date of **May 25 2026, 10.00 a.m.**, for the second call-up.

Shareholders registered on the reference date have the opportunity to vote by correspondence, before the General Meeting of Shareholders, by using the postal voting form made available, both in Romanian and in English, as of **May 11, 2026**, on the Company's website (www.transelectrica.ro), Investor Relations/General Shareholders' Meeting page. The vote by correspondence can be expressed by a representative only if he/she has received from the shareholder he/she represents a special/general power of attorney that is submitted to the Company under the conditions specified above or the representative is a credit institution that provides custody services, in compliance with art.105 para. 11 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions.

The postal voting form, either in Romanian or English, completed and signed by the shareholders and accompanied by a copy of the identity document of the individual shareholder, or, as the case may be, a copy of the identity document of the representative of the legal person shareholder, must be received in original, in a sealed envelope with the mention "Voting by correspondence - for the **Secretariat of the OGMS May 22/25 2026**", by mail or courier services, to the address: PLATINUM Center building", 2-4 Olteni Street, postal code 030786, sector 3, Bucharest, until **May 22, 2026, 10.00 a.m.**, for the first call, respectively until **May 25, 2026, 10.00 a.m.**, for the second call.

Additional information can be obtained by phone 0722314610, Irina Cojocaru – technical secretary of the General Meeting of Shareholders.

DIRECTORATE

Executive Director General	Directorate Member	Directorate Member	Directorate Member
Ștefăniță MUNTEANU	Florin-Cristian TĂTARU	Cătălin-Constantin NADOLU	Vasile-Cosmin NICULA