

/On the letterhead of the Ministry of Energy/

MINISTER'S CABINET

No. 18727/SIB/28.11.2023

*Societatea Energetica Electrica S.A.
– No. 11011/29.11.2023*

To: Societatea Energetica ELECTRICA S.A.
Mr. Cristian BOSOANĂ, Chairman of the Board of Directors

Attention to: Mr. Alexandru CHIRITA, CEO

Considering:

- Provisions of art. 119 para. (1) of the Companies Law No. 31/1990, as republished, as further amended and supplemented,
- Provisions of art. 85 of Law No. 24/2017 *on issuers of financial instruments and market operations*, as further amended and supplemented (“*Law 24/2017*”) and of art. 164, art. 165, art. 187 and art 189 of Romanian Financial Supervisory Authority Regulation no. 5/2018 *on issuers of financial instruments and market operations* (“*Regulation 5/2018*”)
- Provisions of art. 14 para. (3) letter a), art. 18 para. (1), para (2), para (7) and para (8), art. 19 letter A, para. (1) letter (p) of the Company’s Articles of Association,

The Ministry of Energy, on behalf of the Romanian State, as shareholder of Societatea Energetica Electrica SA with a number of 169,046,299 shares held in this company, representing 48.7948% of the total share capital, hereby requests the Board of Directors of Societatea Energetica Electrica SA the convening of the Ordinary General Meeting of Shareholders, with the following items on the agenda:

1. Election of the members of the Board of Directors of Societatea Energetica Electrica S.A. through the application of the cumulative voting method.
2. Establishment of the mandate’s duration for the directors elected by applying the cumulative voting method for a period of 4 (four) years.
3. Establishment of the remuneration due to the members of the Board of Directors elected by applying the cumulative voting method.
4. Establishment of the form of the mandate agreement which will be signed with the members of the Board of Directors elected by applying the cumulative voting method.
5. Empowerment of the representative of the shareholder the Ministry of Energy to sign, on behalf of the Company, the mandate agreements concluded with the members of the Board of Directors elected by applying the cumulative voting method.

Also, we request that the Convening notice of the OGMS includes, without being limited to, provisions related to the shareholders’ rights to propose candidates for the positions of directors of the Company, in accordance with the provisions of Regulation 5/2018 and of the Articles of Association.

OGMS draft resolution:

1. The OGMS approves the election of the following members of the Board of Directors, by applying the cumulative voting method:
Mr./Mrs....., cumulative votes.....
Mr./Mrs....., cumulative votes.....
Mr./Mrs....., cumulative votes.....
Mr./Mrs....., cumulative votes.....
Mr./Mrs....., cumulative votes.....
Mr./Mrs....., cumulative votes.....
Mr./Mrs....., cumulative votes.....

Are deemed to have been revoked the following members of the Board of Directors: [●].

These members have not been reconfirmed by applying the cumulative voting method, and therefore their mandate has terminated at the date of this OGMS, according to the provisions of art. 167 para. (3) of the Financial Supervisory Authority Regulation No. 5/2018.

2. The OGMS approves the establishment of the mandate’s duration for the directors elected by applying the cumulative voting method, for a period of 4 (four) years.
3. The OGMS approves the remuneration due to the members of the Board of Directors elected by applying the cumulative voting method to be the one established in accordance with the Remuneration Policy for Directors and Executive Managers approved through the Resolution of the Ordinary General Meeting of Shareholders no. 1/27 April 2023.
4. The OGMS approves the draft mandate agreement form of the mandate agreement which will be signed with the members of the Board of Directors elected by applying the cumulative voting method to be the one approved through the Resolution of the Ordinary General Meeting of Shareholders no. 1/9 February 2018.
5. The OGMS approves the empowerment of the representative of the Ministry of Energy to sign, on behalf of the Company, the mandate agreements concluded with the members of the Board of Directors.

Yours respectfully,

Sebastian – Ioan BURDUJA,

MINISTER OF ENERGY

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