

Translated from Romanian, in case of discrepancy between the two versions, the Romanian version prevails.

CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AND OF THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
SOCIETATEA ENERGETICĂ ELECTRICĂ S.A.

The Board of Directors of **SOCIETATEA ENERGETICĂ ELECTRICĂ S.A.** (hereinafter the **Company** or **Electrica**), headquartered in Bucharest, 9 Grigore Alexandrescu Str., district 1, registered with the Commercial Registry under number J40/7425/2000, sole registration code (CUI) RO 13267221, with a subscribed and entirely paid share capital of RON 3.464.435.970

pursuant to the minutes of the meeting of the board of directors (the **Board of Directors**) of the Company dated **07 March 2023**,

according to the provisions of the Companies Law No. 31/1990, republished, as subsequently amended, Law No. 24/2017 on the issuers of financial instruments and market operations, republished, as subsequently amended, Regulation No. 5/2018 on issuers of financial instruments and market operations as subsequently amended and the provisions of the Company's articles of association (the **Articles of Association**),

CONVENES

the Company's Ordinary General Meeting of Shareholders (**OGMS**) and the Company's Extraordinary General Meeting of Shareholders (**EGMS**) on **27 April 2023** as it follows:

- **OGMS** starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "Radu Zane" conference room;

and

- **EGMS** starting at **12:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "Radu Zane" conference room.

Should the legal and/or statutory quorum for convening the OGMS and the EGMS, respectively, not be met on the date mentioned above as the date of the first calling, a second OGMS and a second EGMS, respectively, shall be convened and established for **28 April 2023**, having the same agenda, as it follows:

- **OGMS** starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "Radu Zane" conference room;

and

- **EGMS** starting at **12:00 o'clock** (*Romanian time*), at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "*Radu Zane*" conference room.

Only the persons registered as shareholders in the Company's shareholders' register held by Depozitarul Central S.A. at the end of the day on **29 March 2023** (*Reference Date*) have the right to attend and cast their votes in the OGMS and respectively the EGMS. Should there be a second calling of the OGMS and respectively of the EGMS, the Reference Date remains the same.

The agenda of the OGMS will be the following:

1. **Approval of the Separate Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2022, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, as subsequently amended, based on the Directors' Report for the year 2022 and the Independent Auditor's Report on the Separate Annual Financial Statements at the date and for the financial year ended 31 December 2022.**
2. **Approval of the Consolidated Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2022, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, as subsequently amended, based on the Directors' Report for the year 2022 and the Independent Auditor's Report on the Consolidated Annual Financial Statements at the date and for the financial year ended 31 December 2022.**
3. **Approval of the Consolidated Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2022, prepared in accordance with the International Financial Reporting Standards adopted by the European Union, based on the Directors' Report for the year 2022 and the Independent Auditor's Report on the Consolidated Annual Financial Statements at the date and for the financial year ended 31 December 2022.**
4. **Approval of Electrica's Board of Directors proposal on the distribution of the net profit for the financial year 2022, the approval of the total gross dividend value of RON 39,999,343, of the gross dividend per share of RON 0.1178 and of the date of payment of the dividends for the year 2022 as 23 June 2023, as set out in the note to the shareholders.**
5. **Approval of the discharge of liability of the members of Electrica's Board of Directors for the financial year 2022.**
6. **Approval of the income and expenses budget of Electrica for financial year 2023, at individual level.**
7. **Approval of the income and expenses budget of Electrica for financial year 2023, at consolidated level.**
8. **Approval of the amendment of the maximum annual number of meetings to be remunerated for the participation to the meetings of the Board of Directors, respectively, to the meetings of each individual Consultative Committee, as it is presented in the Note related to this item on the agenda.**
9. **Approval of the amendment of the type of long-term variable remuneration granted to executive managers with a mandate contract, by replacing the remuneration in virtual stock options (OAVT) of the company with remuneration in free shares of the Company and detailing the main elements of the new system of remuneration in shares within the Remuneration Policy for Directors and Executive Managers.**

10. **Approval of the amended version of the Remuneration Policy for Directors and Executive Managers, in the form attached to the Note related to this item on the agenda, which will be made available to the shareholders, mentioning that the changes from items 8 and 9 will only be implemented if they are approved by the Ordinary General Meeting of the shareholders; the Policy will enter into force from the date of its approval by the Ordinary General Meeting Shareholders.**
11. **The empowerment of the representative of the Ministry of Energy, present in the OGMS, to execute, on behalf of the Company, the Addenda to the mandate contracts concluded with the members of the Board of Directors, to reflect the approvals from items 8 and 10 on the agenda.**
12. **Submission of the Remuneration Report for Directors and Executive Managers of Electrica, for 2022, to the consultative vote of the OGMS, considering the provisions of art. 107 paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.**
13. **Approval of the appointment of the financial auditor of Electrica, DELOITTE AUDIT S.R.L., a limited liability company, established and operating in accordance with the Romanian legislation, having its headquarters in Bucharest, District 1, The Mark building, Calea 8. Aprobarea prelungirii mandatului auditorului financiar al Electrica, DELOITTE AUDIT S.R.L., societate cu răspundere limitată înființată și care funcționează în conformitate cu legislația din România, având sediul social în București, Sectorul 1, Clădirea The Mark, Calea Griviței, Nr. 84-98 and 8 Grivitei, No. 84-98 and 100-102, 9th floor, Romania, registered with the Trade Registry under no. J40/6775/1995, sole identification code (CUI) 7756924, with authorization no. 25, issued by the Chamber of Financial Auditors of Romania on 25.06.2001 and registered in the Electronic Public Register of the Authority for Public Supervision of the Statutory Audit Activity ("ASPAAS") with no. FA25, for a period of 3 years, respectively for the financial years 2023, 2024 and 2025, starting with of 28 April 2023 until 30 April 2026.**
14. **Establishment of the date of 31 May 2023 as registration date, the date on which the identification of the shareholders affected by Electrica OGSM will take place, including the right to dividends, in accordance with art. 87 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended.**
15. **Establishment of the date of 30 May 2023 as ex-date, the date on which financial instruments are traded without rights deriving from Electrica OGMS.**
16. **Empowerment of the Chairman of the Meeting, of the secretary of the meeting and of the technical secretary to jointly sign the OGMS resolution and to perform individually and not jointly any act or formality required by law for the registration of the OGMS resolution with the Trade Register Office of the Bucharest Tribunal, as well as the publication of the OGMS resolution according to the law.**

The agenda of the EGMS will be the following:

1. **I. Approval of the buyback by the Company of its own shares, for the implementation of the Remuneration Plan in free shares for executive managers with a mandate contract, within the Electrica Group, under the following conditions:**
 - **The purpose of the program:** awarding free shares to executive managers with a mandate contract, according to the performance criteria and award conditions established by the Remuneration Policy for directors and executive managers with a mandate contract of S.E. Electrica S.A. ("Policy") and, respectively, through the Subsidiaries' own policies. The

duration of the Remuneration Plan in free shares is 4 years with an intermediate investment period of 2 years;

- **Maximum number of shares** that may be repurchased: maximum 1,750,000 shares (0.5% of the share capital);

- **The minimum price per share: the minimum purchase price will be the BSE market price from the moment of the purchase;**

- **Maximum price per share: 15 lei;**

- **Duration of the buyback authorization: maximum 18 months from the date of publication of the resolution in the Official Gazette of Romania, Part IV.**

- **The nominal value of the own shares thus repurchased cannot exceed, together with any other own shares owned by SE Electrica SA, the threshold of 10% of the subscribed share capital;**

- **The payment of the repurchased shares** will be made from the distributable profit or from the company's available reserves, registered in the last approved annual financial statement, with the exception of the legal reserves.

The implementation of the company's buyback program of its own shares, mentioned under this item, is conditional on the approval by the Ordinary General Meeting of Shareholders of the amendments to the Remuneration Policy for Directors and Executive Managers of S.E. Electrica S.A., in order to include the conditions regarding the Remuneration Plan in shares.

In the event that the conditions for granting all shares redeemed for the purpose mentioned above will not be met, the Board of Directors will decide their allocation in accordance with the legal and internal regulations applicable at that time.

II. Mandate to the Board of Directors to adopt all the necessary decisions and measures to carry out the company's share buyback program, with the possibility of sub-delegation to the executive management.

2. **The empowerment of Electrica's representative, considering Electrica as Electrica Furnizare S.A. (EFSA) shareholder, to participate in EFSA's EGMS and to take note on the information regarding the conclusion of the uncommitted, non-cash Credit facility contract for potential commitments no. 165 dated December 27, 2022, between BNP Paribas Bank S.A. and EFSA, on a short-term basis, for issuing bank guarantee letters, in the amount of RON 240,000,000, with automatic extension, guaranteed by Societatea Energetica Electrica S.A.**
3. **Empowerment of the Chairman of the Meeting, of the secretary of the meeting and of the technical secretary to jointly sign the EGMS resolution and to perform individually and not jointly any act or formality required by law for the registration of the EGMS resolution with the Trade Register Office of the Bucharest Tribunal, as well as the publication of the EGMS resolution according to the law.**

DETAILS ON THE OGMS AND EGMS

I. The identification requirements applicable to the shareholders

The identification requirements applicable for the natural person shareholder and/or for his/her proxy and/or for the legal representative/proxy of the legal entity shareholder are:

(a) **for natural persons shareholders:**

- (i) to be accompanied by the shareholder's identification document or, as the case may be, a copy of the shareholder's identification document (ID for Romanian citizens or passport

for foreign citizens), allowing their identification in the Company's shareholders' register held by Depozitarul Central SA;

- (ii) the acknowledgement of the proxy capacity shall be based on the special power of attorney or the general power of attorney issued by the shareholder; the general power of attorney may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer; the general power of attorney will be accepted without requiring additional documents regarding the shareholder, if it complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power of attorney, indicating that:
- the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
 - the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The declaration signed and, as the case may be, stamped, will be sent in original together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, the credit institution may vote at the OGMS/EGMS on the basis of voting instructions received by electronic means of communication, without the need of a special or general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the **Reference Date**.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the OGMS/EGMS provided that it submits a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS/EGMS;
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.

- (iii) copy of the identification document of the proxy or the representative of the proxy that are natural persons (ID for Romanian citizens or passport for foreign citizens),
- (iv) in case of votes submitted by a legal person proxy: the proof of the natural person's capacity that represents the legal person proxy shall be made by an ascertaining certificate of the legal person representative (not older than 30 days at the date of the OGMS/EGMS)/documents similar to the ones mentioned above (not older than 30 days at the date of the OGMS/EGMS), or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the OGMS/EGMS).

AND

(b) for legal persons shareholders:

- (i) acknowledgement/confirmation of the legal representative capacity shall be based on the list of shareholders received from Depozitarul Central SA; nevertheless, if the shareholder/the person having this obligation has not timely informed Depozitarul Central SA with respect to its legal representative (so that the shareholders' register reflects this on the Reference Date), then the ascertaining certificate (not older than 30 days at the date of the OGMS / EGMS)/documents similar to those mentioned above (not older than 30

days at the date of the OGMS / EGMS) must prove the legal representative capacity of the legal person shareholder or, in the case of the Romanian State, a copy of the document proving the legal representative capacity of the one representing it;

- (ii) acknowledgement of the conventional representative/proxy capacity shall be based on the special power of attorney issued by the legal representative of the shareholder, identified according to letter (i) above or based on the general power of attorney issued by the legal representative of the shareholder (the latter may be granted only to an “intermediary” as defined in the capital market legislation, or to a lawyer) or, in the case of shareholders that are international organizations, based on a special or general power of attorney (the latter may be granted only to an “intermediary” as defined in the capital market legislation, or to a lawyer) granted under the standard procedure used by that organization, accompanied by all the supporting documents on the quality of the signatories; the general power of attorney will be accepted without requiring additional documents regarding the shareholder, if it complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power of attorney, indicating that:
 - the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
 - the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The declaration signed and, as the case may be, stamped, will be sent in original together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, the credit institution may vote at the OGMS/EGMS on the basis of voting instructions received by electronic means of communication, without the need of a general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the **Reference Date**.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the OGMS/EGMS provided that it submits a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS/EGMS;
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.

- (iii) copy of the identification document of the legal representative/proxy (ID for Romanian citizens or passport for foreign citizens);
- (iv) in case of votes submitted by legal person proxy: the proof of the natural's person capacity that represents the legal person proxy shall be made by an ascertaining certificate of the legal person proxy (not older than 30 days at the date of the OGMS/EGMS)/ documents similar to those mentioned above (not older than 30 days at the date of the OGMS/EGMS) or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the OGMS/EGMS).

The documents certifying the capacity of the legal/conventional representative/proxy that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorized translator in Romanian and/or in English.

II. Information materials regarding the agenda

The following documents shall be made available to the shareholders, in Romanian and in English, in electronic format on the Company's website at www.electrica.ro, *Investors section -> General Meeting of Shareholders* and in hardcopy at the Company's Registry Desk located at its headquarters in Bucharest, 9 Grigore Alexandrescu Street, District 1, which is open from Monday to Thursday between 08:00-17:00 (Romanian time) and on Fridays between 08:00-14:30 (Romanian time) except for legal holidays and 18 April 2023 – holiday according to internal regulation:

- (1) From the calling date and until (and including) the date of the OGMS, respectively the date of the EGMS, in the first and second calling:
 - (a) the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders Convening Notice;
 - (b) the Separate Annual Financial Statements of Electrica for the financial year 2022, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, as subsequently amended, together with the Independent Auditor's Report and Directors' report for 2022;
 - (c) the Consolidated Annual Financial Statements of Electrica for the financial year 2022, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, as subsequently amended, together with the Independent Auditor's Report and Directors' report for 2022;
 - (d) the note regarding the Board of Director's proposal of the distribution of the profit for the financial year 2022, respectively the total value of the dividends, the gross dividend per share and the date of dividend payment;
 - (e) other information/documents regarding the items included on the agenda of the OGMS, respectively of the EGMS.
- (2) Latest on **27 March 2023** and will be available until (and including) the date of OGMS, respectively the date of the EGMS, at the first calling date or the second calling date:
 - (a) the income and expenses budget of Electrica for financial year 2022, at individual and consolidated level.
 - (b) the Consolidated Annual Financial Statements of Electrica for the financial year 2022, prepared in accordance with the International Financial Reporting Standards adopted by the European Union, together with the Independent Auditor's Report and Directors' report for 2022;
 - (c) the total number of shares and the voting rights at the calling date;
 - (d) the full text of the draft resolutions proposed to be adopted by the OGMS, respectively by the EGMS;
 - (e) the form of special powers of attorney to be used for voting by representative;
 - (f) the voting ballot form for the vote by correspondence;
 - (g) other information/documents regarding the items included on the agenda of the OGMS, respectively of the EGMS.

The documents mentioned at point (1) letter (a) and letter (e) and the ones mentioned at item (2) shall be updated and republished if new items will be added to the OGMS, respectively on the EGMS agenda.

In order to obtain hard copies of the documents mentioned at item 1 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time) excluding public holidays and 18 April 2023 – holiday according to internal regulation, or to the email address ir@electrica.ro, so that these are received by the Company on

08 March 2023. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within maximum 2 business days of the request.

In order to obtain hard copies of the documents mentioned at item 2 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time) excluding public holidays and 18 April 2023 – holiday according to internal regulation, to the email address ir@electrica.ro, so that these are received by the Company starting with **27 March 2023**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within maximum 2 business days of the request.

III. Questions regarding the agenda/the Company's activity

The Company's shareholders, subject to fulfilling the identification requirements set out above in Section I (*The identification requirements applicable to the shareholders*), may ask questions in writing, in Romanian or in English, regarding the items on the agenda of the OGMS/EGMS, the Company's activity, prior to the date of the OGMS/EGMS. These questions shall be addressed to the Company's Board of Directors and shall be sent either (i) in hardcopy (in person or by post/courier services, with confirmation of receipt), at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 18 April 2023 – holiday according to internal regulation, or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 455/2001 on the electronic signature, at ir@electrica.ro, so as to be received by the Company until **26 April 2023**, inclusively, stating clearly in writing in capital letters: "*QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 27/28 APRIL 2023*".

As regards questions addressed in hardcopy, they must be signed by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

The Company shall answer these questions during the OGMS/EGMS meeting and it may give a general answer to questions with the same content. Also, an answer is considered given if the relevant information is available on the Company's website, at www.electrica.ro, under *Investors section* -> *General Meeting of Shareholders*.

IV. The right of shareholders to add new items on the OGMS/EGMS agenda

Shareholders representing, individually or together, at least 5% of the Company's share capital are entitled, within no more than 15 days from the publication of the OGMS convening notice, respectively of the EGMS convening notice, to request in writing that new items are added on the general meeting's agenda.

These requests made by the shareholders must fulfil the following cumulative conditions:

- (a) to be accompanied by documents evidencing the fulfilment of the identification requirements mentioned in section I (*The identification requirements applicable to the shareholders*) above, applicable both to the shareholders that are natural persons and/or to the legal representative of the shareholders that are legal persons and that request the addition of new items on the agenda, and that shall be sent to the Company as per the provisions of letter (c) below;
- (b) each new item to be accompanied by a justification or by a draft resolution proposed to be adopted by the OGMS, respectively by the EGMS. Those shareholders are also entitled to present in writing draft resolutions for the items included or proposed to be included on the agenda of the OGMS/EGMS;
- (c) to be addressed to the Company's Board of Directors and sent in writing, within the legal deadline, either (i) in hardcopy (in person or by post/courier services, with confirmation of

receipt), at the Company's Registry Desk at the Company's, or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 445/2001 on the electronic signature, at ir@electrica.ro, so as to be received by the Company until **24 March 2023, inclusive**. Both means of transmission must state clearly in writing in capital letters: *"PROPOSAL OF NEW ITEMS ON THE AGENDA – FOR THE ORDINARY/ EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 27/28 APRIL 2023"*;

- (d) for the proposals sent in hardcopy, they must be signed by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

If the case, the supplemented convening notice and the updated corresponding documents will be available to the shareholders, as of the date of **28 March 2023**, , at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 18 April 2023 – holiday according to internal regulation, as well as on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders* and the supplemented convening notice will also be published in the *Official Gazette* of Romania and a widespread daily newspaper in accordance with the legal provisions.

V. Participation of the shareholders to the OGMS/EGMS

The shareholders registered on the Reference Date in the Company's shareholders' register kept by Depozitarul Central SA may attend the OGMS/EGMS and vote:

- in person by direct vote;
- through a representative with a special or general power of attorney (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer) or by a credit institution providing custody services;
- by correspondence;
- by electronic means using the platform electrica.voting.ro.

(a) **Voting in person**

In case of voting in person, the shareholders that are natural persons and the shareholders that are legal persons shall be entitled to participate in the OGMS/EGMS by the mere proof of their identity, and their legal representatives', respectively, as the case may be, according to the identification requirements mentioned in Section I (*The identification requirements applicable to the shareholders*) above.

(b) **Voting through a representative with a special or a general power of attorney or by a credit institution providing custody services**

The representation of shareholders in the OGMS and/or in the EGMS may be done through a representative/proxy, who may be another shareholder or a third party, by filling in and signing the form for the special power of attorney. In case of the discussion within the OGMS/EGMS, in accordance with the legal provisions, of items not included on the published agenda, the proxy may vote in their respect according to the interest of the represented shareholder.

A shareholder may also grant a valid general power of attorney for a period **that shall not exceed 3 years, unless the parties did not stipulated a longer period**, allowing its representative to vote in all matters debated by the OGMS/EGMS, including the acts of disposal, under the condition that the power of attorney is granted by the shareholder, as client, to an "intermediary", as defined in the capital market legislation, or to a lawyer. In case the

shareholder is being represented by a credit institution providing custody services, the latter may vote in the OGMS/EGMS based on the voting instructions received by way of electronic communication means, without being necessary the issuance of a special power of attorney or a general one. The custodian bank shall vote solely in accordance with and within the limits of instructions received from its clients, in their capacity as shareholders at the **Reference Date**. The general powers of attorney, as the case may be, and the votes casted by credit institutions providing custody services, shall be accompanied by the declarations indicated at Section 1 above (*The identification requirements applicable to the shareholders*).

A shareholder may appoint only one person to represent it at the OGMS/EGMS meeting. Nevertheless, a shareholder may appoint by its power of attorney one or more substitute representatives to ensure its representation in the OGMS/EGMS in case the appointed representative is unable to fulfil its mandate. If by the power of attorney more substitute representatives are appointed, the shareholder shall determine the order in which they will exercise their mandate.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the OGMS/EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS/EGMS;
- that the credit institution provides custody services to that shareholder.

The special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer or of the credit institution providing custody services and the general power of attorney (before being used for the first time), mentioned above, filled in and signed by the shareholders, shall be submitted in writing either (i) in original (in what concerns the special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer and of the credit institution providing custody services) or in copy containing the mention of its conformity with the original under the representative's signature (in what concerns the general power of attorney) in hardcopy (in person or by post/ courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 18 April 2023 – holiday according to internal regulation, or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 445/2001 on the electronic signature, at ir@electrica.ro, so as to be received until **24 April 2023**, inclusively (namely at least 2 (two) business days before the OGMS/EGMS takes place), under penalty of losing the right to vote in the OGMS/EGMS, signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: **"POWER OF ATTORNEY – FOR THE ORDINARY/ EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 27/28 APRIL 2023"**.

For identification purposes, the special power of attorney shall be accompanied by documents attesting the fulfilment of the identification requirements mentioned in section I (*The identification requirements applicable to the shareholders*).

The general power of attorney granted by a shareholder, as client, to an intermediary, as defined in the capital market legislation, or to a lawyer, shall be valid without presenting other additional documents relating to that shareholder, if the power of attorney is drafted according to Regulation no. 5/2018 on the issuers of financial instruments and market operations, is signed by the shareholder in question and is accompanied **by an affidavit** given by the legal representative of the intermediary or by the lawyer that has received the mandate by the general power of attorney, evidencing that: (i) the power of attorney is granted by that shareholder, as client, to the intermediary, as defined in the capital market legislation, or to the lawyer, as the

case may be, and (ii) the general power of attorney is signed by the shareholder, inclusively by adding an extended electronic signature, if the case.

The special and general powers of attorney are valid for both the first calling of the OGMS/EGMS and the second calling of the OGMS/EGMS, should the legal and/or statutory quorum provided for holding the OGMS/EGMS at the first calling not be met.

The special or, as the case may be, general powers of attorney or the documents attesting the capacity of the legal representatives shall be retained by the Company and a mention in this regard shall be made in the minutes of the meeting.

The shareholders cannot be represented in the OGMS/EGMS through a general power of attorney by a person that is in a situation of conflict of interests according to art. 105 para. (15), of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished. The proxy cannot be substituted by another person (except for the case when a substitute representative is appointed). If the proxy is a legal person, it may execute the granted proxy through any person that is part of the administrative or management body or any of its employees, subject to the identification requirements set out in Section I above (*The identification requirements applicable to the shareholders*).

The special power of attorney form:

- (a) shall be made available to the shareholders by the Company latest on **27 March 2023**, on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*;
- (b) the special power of attorney form shall be updated by the Company if there will be new items added on the agenda of the OGMS/EGMS and the updated version shall be published on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*, on **28 March 2023**. In case the agenda is supplemented/updated and the shareholders do not send updated special powers of attorney, the powers of attorney submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that were also found on the initial agenda;
- (c) shall be filled in by the shareholder in three (3) originals: one for the shareholder, one for the proxy, and one for the Company.

The Company accepts the appointment of representatives by electronic notification sent to the e-mail address ir@electrica.ro according to Law No. 455/2001 on the electronic signature. In this case the power of attorney shall be submitted by extended electronic signature.

(c) Voting by correspondence

Casting the shareholders' vote in the OGMS/EGMS may also be done by correspondence, by duly filling in, signing, and transmitting the voting ballot form for voting by correspondence.

The voting ballot forms for voting by correspondence, filled in and signed by the shareholders or by the representatives of the shareholders, appointed according to the legal provisions shall be submitted in writing either (i) in original, in hardcopy (in person or by post/courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays and 18 April 2023 – holiday according to internal regulation, or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 455/2001 on the electronic signature, at ir@electrica.ro, so as to be received until **24 April 2023, inclusively**, namely at least 2 (two) business days before the OGMS/EGMS

takes place, under penalty of losing the right to vote in the OGMS/EGMS, signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: **“VOTING BALLOT FORMS FOR VOTING BY CORRESPONDENCE – FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 27/28 APRIL 2023”**.

The voting ballot forms for voting by correspondence shall be accompanied by documents attesting the fulfilment of the applicable identification requirements mentioned in Section I above (*The identification requirements applicable to the shareholders*) and submitting the empowerments / related declarations.

The voting ballot forms for voting by correspondence thus received are valid for both the first calling of the OGMS/EGMS and the second calling of the OGMS/EGMS, should the legal and/or statutory quorum conditions provided for holding the OGMS/EGMS at the first calling not be met.

The voting ballot form for voting by correspondence:

- (a) shall be made available to the shareholders by the Company latest on **27 March 2023** on the Company’s website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*.
- (b) shall be updated by the Company if there will be new items added on the agenda of the OGMS/EGMS and the updated version shall be published on the Company’s website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*, on **28 March 2023**. In case the agenda is supplemented/updated and the shareholders, or, as case, their proxy, do not send updated voting ballot forms for voting by correspondence, the voting ballot forms for voting by correspondence submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that are also found on the initial agenda.

(d) Electronic vote

Shareholders registered in Company’s Shareholders Register held by Depozitarul Central S.A, at the Reference Date may also participate and vote in the OGMS/EGMS by using electronic means of voting in accordance with art. 197 of FSA Regulation no. 5/2018, par (1)-(6) on any device connected to the Internet, using a dedicated platform available by accessing the following link electrica.voting.ro (“Platform”).

In order to participate and send votes through the platform, the shareholder must proceed to create a user account (user and password). For authentication, shareholders will provide the following information:

In the case of natural persons:

- first name and surname;
- email address;
- Personal identification number;
- copy of the identity document (ID, passport, residence permit);
- documents certifying compliance with the identification requirements set out in Section I of the GMS Convening Notice (*Identification Requirements applicable to shareholders*);
- Phone number (optional).

In the case of legal persons:

- name of the legal entity;
- Sole Registration Code (in Romania CUI);

- first name and surname of the legal representative;
- the personal identification number of the legal representative;
- email address;
- documents certifying compliance with the requirements set out in Section I of the GMS Convening Notice (*Identification requirements applicable to shareholders*);
- phone number (optional).

Documents submitted in a foreign language other than English shall be accompanied by a certified translation into Romanian or English.

The previously mentioned documents will be uploaded on the platform **electrica.voting.ro**, in the dedicated fields. Files that can be uploaded should have one of the following extensions: .jpg, .pdf, .png.

The Company can confirm the shareholder status on the Reference Date of a user registered in the Platform (thus confirming that the said user is a shareholder with the right to vote in the OGMS/EGMS) only on the basis of the shareholder register provided by the Central Depository in approximately 5 working days from the Reference Date.

Therefore, the accounts may be created starting with **6 April 2023**. The representatives of the Company will check all the documents uploaded to the Platform. After this verification, the user will receive an email confirming his registration as a shareholder with the right to vote in the OGMS/EGMS.

If Electrica' representatives identify the need to provide additional documents to validate the quality of shareholder, respectively representative of a shareholder, they will be requested by email, and confirmation of registration as a shareholder with voting rights will be done after completing the requested information/documents by Electrica.

After creating the account, the shareholders can log in to the Platform, thus being able to vote on the items listed on the agenda online before the date of the OGMS/EGMS, and they can also participate and vote live during the OGMS/EGMS (through the Platform, remotely or even if they are present in the meeting room). The shareholders can log in and vote whenever they want during the subsequent period of the account activation and/or live, the last voting option (before the expiration of the dedicated voting session) being the one registered. If the shareholder did not receive confirmation of his/her vote through the Platform, then the respective vote was not registered. The shareholders can check after the completion of the voting session of the OGMS/EGMS meeting how they voted and that the votes were validated, receiving a confirmation email in this regard. Following the OGMS/EGMS meeting, within 48 hours, all user accounts created through the Platform will be deleted.

Electrica is not and cannot be held responsible for the impossibility of shareholders' participation and voting by electronic means, if the shareholder does not have the appropriate technical means (internet connection and one of the following electronic devices: computer, laptop, smartphone, tablet). Electrica does not provide to its shareholders the above-mentioned technical means.

The procedure for attending and voting by electronic means is made available to shareholders on the company's website: www.electrica.ro/en, Section "Investors" -> "General Meeting of Shareholders" starting with the date of publishing of this Convening Notice.

The shareholders access in the meeting room, on the date set for holding the meeting, is allowed: (i) as regards shareholders that are natural persons or the legal representative of the shareholders that are legal persons, though the simple proof of identity, which consists of presenting in original the identification document, and (ii) as regards shareholders that are legal persons and of shareholders that are natural persons and participate by representative, through the power of attorney given to the person that represents them and presenting in original the identification document of the legal representative/proxy.

The verification and validation of the submitted special/general powers of attorney, as well as the centralization, verification, validation, and recording of votes by correspondence shall be made by a commission established within the Company, the members of which shall keep safe the document and ensure confidentiality of the votes casted as such. The powers of attorney shall be also verified by the technical secretary of the OGMS/EGMS.

The access of other persons in the meeting room

Any specialist, consultant, expert or financial analyst can participate at the general shareholders meeting on the basis of a prior invitation by the Board of Directors.

The accredited journalists can participate, as well, to the general meeting of shareholders, except the case in which the Chairman of the Board of Directors decides otherwise. These will be able to participate on the basis of the identity card and a badge which certifies the journalist capacity.

The access of the above-mentioned persons in the meeting room, on the date established for the conducting of the respective general shareholders meeting, is allowed by proof of identity, which consists of the presenting the original identification document, and for the specialists, consultants, experts or financial analysts and by invitation by the Board of Directors.

The "abstention" vote shall not be deemed to be a vote cast for the purpose of determining the majority required to pass a resolution at a general meeting of shareholders.

Additional information regarding the OGMS/EGMS may be obtained from the Investors Relation Department, at the telephone number: +4021.208.5035, through e-mail at ir@electrica.ro and on the Company's website at www.electrica.ro, under the *Investors section -> General Meeting of Shareholders*".

07 March 2023

CHAIRMAN OF THE BOARD OF DIRECTORS

Iulian Cristian Bosoancă