

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

CONVENING NOTICE

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 **3 October 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 Extraordinary General Meeting of Shareholders (**EGMS**) on **22 November 2023**, 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.

Should the legal and/or statutory quorum for convening the EGMS, respectively, not be met on the date mentioned above as the date of the first calling, a second EGMS, shall be convened and established for **23 November 2023**, having the same agenda, 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.

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 **25 October 2023 (Reference Date)** have the right to attend and cast their votes in the EGMS. Should there be a second calling of the EGMS, the **Reference Date** remains the same.

The agenda of the EGMS will be the following:

- 1. Empowerment of Electrica's representative, considering Electrica as Electrica Furnizare SA (EFSA) shareholder, to participate in the EGMS of EFSA and to express a favourable vote ("for") regarding the approval of a total ceiling of short and medium term financing, valid for the facilities concluded by EFSA during 2023, as well within a period of 6 months from the date of approval by the EGMS**

of ELSA of the current resolution, that can be contracted by EFSA from banking institutions (commercial banks or international financial institutions – IFIs) for financing its current activity, including for the purpose of refinancing, in the amount of up to 850,000,000 RON (which includes the amounts approved/that will be approved until the date of the EGMS), with the guarantee of Electrica, the value of the guarantee provided by Electrica (which will not be a real guarantee) being of maximum RON 1,020,000,000 (which includes the guarantees approved/that will be approved until the date of the EGMS, for the financing contracted within the above indicated ceiling). For the avoidance of doubt, the 6 months period from the date of approval by the EGMS of ELSA of this resolution, does not refer to the duration of the credit facilities.

2. Empowerment of Electrica's representative, considering Electrica as EFSA's shareholder, to participate in EFSA's EGMS and to express a favourable vote ("for") regarding the approval of empowering EFSA's Board of Directors to undertake all measures in the name and on behalf of EFSA, within the approved value ceilings and the period during which new facilities can be concluded, approved according to item 1, within the level of indebtedness applicable at the date of approval of the individual transactions, in order to initiate, conduct and complete the operations required to implement the above mentioned in item 1, including, but not limited to:
 - a) To approve the individual financing transactions (credit contracting and guarantee) that will be contracted within the ceiling;
 - b) To represent it with full powers before banks, financial institutions, affiliates and any third parties;
 - c) To negotiate and accept the contractual clauses, which will include, without limitation, the level of costs and commissions as well as the reimbursement of costs with legal advice for the benefit of the banks, if applicable (legal opinion on the contract), cases of fault, early repayment, the right to distribute / receive dividends;
 - d) To negotiate and accept the type, form and conditions of the guarantees;
 - e) To sign the credit agreements, the related guarantee contracts / the related guarantee, any other addendums, as well as any other necessary documents in connection with these contracts / documents;
 - f) To carry out any other legal activity that it will consider necessary for the above mentioned purpose.

The Board of Directors of EFSA may delegate to the executive management of EFSA the undertaking of certain or of all of the operational activities (except those indicated in letter a)) required to implement the operations mentioned above in item 1.

The above mandate is granted inclusively for any other amendments of the banking contracts, of the financing contracts and/or of the related guarantee contracts/guarantees, within the limits of the approved value ceilings for credits and guarantee, including and not limited to the purpose, type, use, modification of the duration of the credits and of the constituted guarantees.

3. Approval of a total ceiling of guarantees (which will not be real guarantees), valid for the guarantees concluded in 2023, as well as within a period of 6 months from the date of approval by the EGMS of ELSA of the current resolution, that may be granted by Electrica in the amount of up to RON 1,020,000,000 (which includes the

guarantees approved/that will be approved until the date of the EGMS, for the financing contracted within the above indicated ceiling) for the guarantee of short and medium term financing that may be contracted by EFSA, from banking institutions (commercial banks or international financial institutions-- IFIs) for the financing of the current activity, including for the purpose of refinancing, in the amount of up to RON 850,000,000 (which includes the amounts approved/that will be approved until the date of the EGMS), as provided in item 1. For avoidance of doubt, the 6 months period from the date of approval by the EGMS of ELSA of this resolution does not refer to the duration of the credit facilities.

4. Empowerment of Electrica's representative, considering Electrica as shareholder of Distribuție Energie Electrică România SA (DEER), to participate in DEER's EGMS and to express a favourable vote ("for") regarding the approval of a total ceiling of short, medium and long term financing, valid for the facilities concluded by DEER during 2023, as well within a period of 6 months from the date of approval by the EGMS of ELSA of the current resolution that can be contracted by DEER from banking institutions (commercial banks or international financial institutions - IFIs) to cover the additional costs related to own technological consumption as well as to finance the working capital and the investment projects, including for the purpose of refinancing, in the amount of up to RON 850,000,000 (which includes the amounts approved/that will be approved until the date of the EGMS), with the guarantee of Electrica, the value of the guarantee provided by Electrica (which will not be a real guarantee) being of maximum RON 1,245,500,000 (which includes the guarantees approved/that will be approved until the date of the EGMS, for the financing contracted within the above indicated ceiling and the guarantee established in 2023 for the short-term facility in the amount of RON 205,000,000 concluded in 2022 without ELSA's guarantee and extended in 2023, with ELSA's guarantee). For the avoidance of doubt, the 6 months period from the date of approval by the EGMS of ELSA of this resolution does not refer to the duration of the credit facilities.
5. Empowerment of Electrica's representative, considering Electrica as DEER's shareholder, to participate in DEER EGMS and to express a favourable vote ("for") regarding the approval of empowering DEER's Board of Directors to undertake all measures in the name and on behalf of DEER, within the approved value ceilings and the period during which new facilities can be concluded, approved according to item 4, and within the level of indebtedness applicable at the date of approval of the individual transactions, in order to initiate, conduct and complete the operations required to implement those mentioned above in item 4, including, but not limited to:
 - a) To approve the individual financing transactions (credit contracting and guarantee) that will be contracted within the ceiling;
 - b) To represent it with full powers before banks, financial institutions, affiliates and any third parties;
 - c) To negotiate and accept the contractual clauses, which will include, without limitation, the level of costs and commissions as well as the reimbursement of costs with legal advice for the benefit of banks, if applicable (legal opinion on the contract), cases of fault, early repayment, the right to be distribute / receive dividends;
 - d) To negotiate and accept the type, form and conditions of the guarantees;

- e) To sign the credit agreements, the related guarantee contracts / the related guarantee, any other addendums, as well as any other necessary documents in connection with these contracts / documents;
- f) To carry out any other legal activity that it will consider necessary for the above-mentioned purpose.

The Board of Directors of DEER may delegate to the executive management of DEER the undertaking of certain or all of the operational activities (except those indicated in letter a)) required to implement the operations mentioned above in item 4.

The above mandate is granted inclusively for any other amendments of the banking contracts, of the financing contracts and/or of the related guarantee contracts/guarantees, within the limits of the approved value ceilings for credits and guarantee, including and not limited to the purpose, type, use, modification of the duration of the credits and of the constituted guarantees.

- 6. Approval of a total ceiling of guarantees (which will not be real guarantees), valid for the guarantees concluded during 2023, as well as within a period of 6 months from the date of approval by the EGMS of ELSA of the current resolution that may be granted by Electrica in the amount of maximum RON 1,245,500,000 (which includes the guarantees approved/that will be approved until the date of the EGMS and the guarantee established in 2023 for the short-term facility in the amount of RON 205,000,000 concluded in 2022 without ELSA's guarantee and extended in 2023, with ELSA's guarantee) for the guarantee of short, medium and long term financing that may be contracted by DEER from banking institutions (commercial banks or international financial institutions - IFIs) to cover the additional costs related to own technological consumption as well as to finance working capital and investment projects, including for the purpose of refinancing, in the amount of up to RON 850,000,000 (which includes the amounts approved/that will be approved until the date of the EGMS), as provided in item 4. For the avoidance of doubt, the 6 months period from the date of approval by the EGMS of ELSA of this resolution does not refer to the duration of the credit facilities.
- 7. Empowerment of Electrica's Board of Directors to undertake all measures in the name and on behalf of Electrica, within the approved value ceilings and the period during which new facilities can be concluded, approved according to items 3 and 6 above, in order to initiate, conduct and complete the operations required to implement those mentioned above in items 3 and 6, including, but not limited to:
 - a) To approve the individual guarantee transactions for the financing that will be contracted within the ceilings;
 - b) To represent it with full powers before banks, financial institutions, affiliates and any third parties;
 - c) To negotiate and accept the contractual guarantees clauses, which will include, without limitation, the level of costs and commissions, type of costs/amounts covered by the guarantees, duration of the guarantees, obligations, interdictions and liability of the guarantor as well as the reimbursement of costs with legal advice for the benefit of banks, if applicable (legal opinion on the contract), cases of fault, early repayment, the right to be distribute/ receive dividends;
 - d) To negotiate and accept the type, form and conditions of the guarantees;

- e) To sign the related guarantee contracts/the related guarantee, any other addendums, as well as any other necessary documents in connection with these contracts / documents;
- f) To carry out any other legal activity that it will consider necessary for the above-mentioned purpose.

The Board of Directors of Electrica may delegate to the executive management of Electrica the undertaking of certain or all of the operational activities (except those indicated in letter a)) required to implement the operations mentioned above in items 3 and 6.

The above mandate is granted inclusively for any other amendments of the guarantee contracts/related guarantees, within the limits of the approved ceilings for guarantee, including and not limited to the purpose, type, use, modification of the duration of the constituted guarantees.

8. Approval of the conclusion of an addendum to the: (i) Professional Payment Guarantee Agreement dated 14.07.2021, related to the Finance Contract no. 92394/14.07.2021; (ii) the term Finance Contract no. 92394/14.07.2021 concluded by DEER with European Investment Bank (EIB) for financing the investment plan for the period 2021-2023 in the amount of up to EUR 120,000,000 or equivalent in RON, guaranteed by ELSA (the amount of the guarantee provided by ELSA being EUR 144,000,000); (iii) the Professional Payment Guarantee Agreement dated 07.12.2021 related to the Finance Contract no. 93414/07.12.2021; (iv) the term Finance Contract no. 93414/07.12.2021 concluded by DEER with European Investment Bank (EIB) for financing the investment plan for the period 2021-2023 in the amount of up to EUR 90,000,000 or equivalent in RON, guaranteed by ELSA (the amount of the guarantee provided by ELSA being EUR 108,000,000).

The addendum will have as its object, among others: the waiver for the non-fulfillment in the past of the financial covenants, changing of the definition for the financial covenants, replacing the financial covenant Total Net Debt/ EBITDA with Total Net Debt/FFO Group, the establishment of a new level of fulfilment for this financial covenant and changing of the interest margin.

9. Approval of the empowerment of ELSA's Board of Directors to take, in the name and on behalf of ELSA, within the limits of the approved value ceilings, all the necessary measures in order to initiate, carry out and complete the operation from item 8, including but not limited to the following:
- a) To represent it with full powers in relation to the banks, financial institution, affiliates and any third parties;
 - b) To negotiate and accept the contractual clauses, which will include, without being limited to, the level of costs and fees as well the reimbursement of legal consultancy costs for the benefit of the banks, if applicable (legal opinion on the contract), default cases, early repayment, the right to distribute/receive dividends, modification of elements indicated in item 8 above.
 - c) To negotiate and accept the type, form and conditions of the guarantees;
 - d) To sign any other addendums related to the financing contract/ the related contract of guarantee, as well as any other necessary documents in connection with these contracts/ guarantees/documents;
 - e) To perform any other legal activity that it considers necessary for the above-mentioned purpose.

The Board of Directors will be able to sub-delegate to the executive management of ELSA the execution of all/some operational activities in order to implement the operations mentioned to in item 8.

The above mandate is also granted for any other amendments to the contracts of guarantee/ related guarantees, within the limit of the value ceilings approved for the guarantee, including, and not limited to the purpose, type, use, modification of the term of the established guarantees.

10. Approval the amendment of Article 5 para. (3) of the Articles of Association of Societatea Energetica Electrica S.A., in order to supplement the secondary activities of the company with the following secondary activities:

4321 - Electrical installation;

8110 - Combined facilities support activities.

Thus, following the supplementing of the secondary activities, the new form of article 5 par. (3) of the Articles of Association of Societatea Energetică Electrica S.A. will be the following (new activities are mentioned in *italics*):

“(3) The Company may also carry out the following secondary activities:

1813 – Pre-printing preparation services;

3511 – Production of electricity;

3514 – Trading of energy;

4321 – Electrical installation;

4329 – Other works of construction installations;

4651 – Wholesale of computers, computer peripheral equipment and software;

4652 – Wholesale of electronic and telecommunications equipment and parts;

4618 – Agents specialised in the sale of other particular products;

4619 – Agents involved in the sale of a variety of goods;

4799 – Other retail sale not in stores, stalls or markets;

5812 – Publishing of guides, directories and mailing lists and other similar activities;

5814 – Publishing of journals and periodicals;

5819 – Other editing activities;

5829 – Other software editing;

6110 – Wired telecommunications activities;

6120 – Wireless telecommunications activities (exclusively satellite);

6130 – Satellite telecommunications activities;

6190 – Other telecommunications activities;

6201 – Computer programming activities upon request (client-oriented software);

6202 – Information technology consultancy activities;

6203 – Computational resources management activities (management and exploitation);

6209 – Other information technology service activities;

6311 – Data processing, hosting and related activities;

6312 – Web portals activities;

6399 – Other informational services activities n.e.c.;

6492 – Other credit granting;

6810 - Buying and selling of own real estate;

6820 – Renting and operating of own or leased real estate;

6831 – Real estate agencies;

6832 – Management of real estate on a fee or contract basis;

7010 – Activities of head offices;
7021 – Public relations and communication consultancy activities;
7112 – Engineering activities and related technical consultancy;
7120 – Technical testing and analysis;
7219 – Other research and experimental development on natural sciences and engineering;
7311 – Advertising agencies;
7312 – Media representation services;
7320 – Market research activities and public opinion polling;
7420 – Photographic activities;
7490 – Other professional, scientific and technical activities;
7733 – Rental and lease activities for office equipment (including computers);
8020 – Security systems service activities;
8110 – Combined facilities support activities
8211 – Combined secretarial activities;
8219 – Photocopying, documents' management and other secretary activities;
8220 – Activities of call centres;
8230 – Organization of conventions and trade shows and exhibitions;
8292 - Packaging activities;
8299 – Other business support service activities n.e.c.;
8559 – Other education n.e.c.;
9101 – Library and archive activities;
9102 – Museums activities;
9499 – Activities of other membership organisations n.e.c.;
9511 – Repair of computers and peripheral equipment;
9512 – Repair of communication equipment.”

11. Empowering the Chairman of the Board of Directors to sign the Articles of Association of Societatea Energetica Electrica S.A., updated according to the resolution adopted in item 10.
12. Empowering the Chairman of the Meeting, the meeting secretary and the Technical Secretariat to sign together the EGMS resolution and to perform individually, and not together, any act or formality required by law for the registration of the EGMS resolution with the Trade Register Office attached to the Bucharest Tribunal, as well as for the publication of the EGMS resolution according to the law.

DETAILS ON THE 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 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 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 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 EGMS)/documents similar to the ones mentioned above (not older than 30 days at the date of the 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 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 EGMS)/documents similar to those mentioned above (not older than 30 days at the date of the 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 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 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 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 EGMS)/ documents similar to those mentioned above (not older than 30 days at the date of the 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 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:

- (1) From the date of publication of the calling in the Official Gazette and until (and including) the date of the EGMS, in the first and second calling:
 - (a) the Extraordinary General Meeting of Shareholders Convening Notice;
 - (b) other information/documents regarding the items included on the agenda of the EGMS.
- (2) Latest on **20 October 2023** and will be available until (and including) the date of the EGMS, at the first calling date or the second calling date:
 - (a) the materials regarding the agenda of the EGMS;
 - (b) the total number of shares and the voting rights at the calling date;
 - (c) the full text of the draft resolutions proposed to be adopted by the EGMS;
 - (d) the form of special powers of attorney to be used for voting by representative;
 - (e) the voting ballot form for the vote by correspondence;
 - (f) other information/documents regarding the items included on the agenda of the EGMS.

The documents mentioned at items 1 and 2, items (a), (c), (d), (e) and (f) shall be updated and republished latest on **24 October 2023** if new items will be added to 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, or to the email address ir@electrica.ro, so that these are received by the Company starting with **04 October 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, or to the email address ir@electrica.ro, so that these are received by the Company starting with **20 October 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 EGMS, the Company's activity, prior to the date of the 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, 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 **21 November 2023**, inclusively, stating clearly in writing in capital letters: "**QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 22/23 NOVEMBER 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 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 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 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 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 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 **20 October 2023, inclusively**. Both means of transmission must state clearly in writing in capital letters: "*PROPOSAL OF NEW ITEMS ON THE AGENDA – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 22/23 NOVEMBER 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 **24 October 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, 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 EGMS

The shareholders registered on the Reference Date in the Company's shareholders' register kept by Depozitarul Central SA may attend the 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 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 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 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 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 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 EGMS meeting. Nevertheless, a shareholder may appoint by its power of attorney one or more substitute representatives to ensure its representation in the 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 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 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, 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 **17 November 2023**, inclusively (namely at least 2 (two) business days before the EGMS takes place), under penalty of losing the right to vote in the 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 22/23 NOVEMBER 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 EGMS and the second calling of the EGMS, should the legal and/or statutory quorum provided for holding the 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 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 **20 October 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 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 **24 October 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 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, 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 **17 November 2023, inclusively**, namely at least 2 (two) business days before the EGMS takes place, under penalty of losing the right to vote in the 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 22/23 NOVEMBER 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 EGMS and the second calling of the EGMS, should the legal and/or statutory quorum conditions provided for holding the 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 **20 October 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 4thEGMS and the updated version shall be published on the Company's website at www.electrica.ro, under *Investors* section -> *General Meeting of Shareholders*, on **24 October 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 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 (mandatory for validation of registration and login) .

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 (mandatory for validation of registration and login).

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 EGMS) only on the basis of the shareholder register provided by Depozitarul Central S.A. in approximately 5 working days from the Reference Date.

Therefore, the accounts may be created starting **02 November 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 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 EGMS, and

they can also participate and vote live during the 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 EGMS meeting how they voted and that the votes were validated, receiving a confirmation email in this regard. Following the 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, *Investors* section -> *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 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 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*.

03 October 2023

CHAIRMAN OF THE BOARD OF DIRECTORS

Iulian Cristian Bosoancă