

The translation of the documents from Romanian into English is unauthorized translation. In case of inconsistencies between the information provided in Romanian and those provided in English, Romanian language will prevail.

MINISTRY OF ENERGY
Office of the Minister
Nr. 2185/SIB/20.03.2024

Electrica no. 2502/20.03.2024

To: SOCIETATEA ENERGETICA ELECTRICA SA

Mr. Dumitru CHIRITA,
Chairman of the Board of Directors

To the attention of:

Mr. Alexandru CHIRIȚĂ,
CEO

Considering:

- The Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica SA, convened for 25 April 2024;
- The provisions of Art. 117¹ and Art. 207 para (1) letter c) of the Companies Law nr. 31/1990, republished, with subsequent amendments and completions,
- the provisions of Article 105 of Law no. 24/2017 *on issuers of financial instruments and market operations*, as subsequently amended and supplemented,
- The provisions of the Articles of Association of Societatea Energetica Electrica S.A.
- The fact that after the stabilization process after the Initial Public Offer from June 2014, Societatea Energetica Electrica S.A. owns 6.890.593 shares, representing 1.988951% of the total share capital at 31 December 2023, with suspended voting rights, which do not offer the company the right for dividends,

The Ministry of Energy, on behalf of the Romanian State, as a shareholder of Societatea Energetica Electrica SA with 169,046,299 shares held in this company representing 48.7948% of the total share capital, requests the Board of Directors of Societatea Energetica Electrica SA, to introduce on the agenda of the meeting of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica SA convened for 25 April 2024, of the following items:

- 1. Approval of the cancellation of its own shares in a number of 6,890,593, which represent 1.988951% of the share capital, obtained through the stabilisation that took place within the initial public offer (IPO) from June 2014**
- 2. Approval of the reduction of the share capital with a number of 6,890,593 cancelled own shares, respectively the reduction of the share capital of the company from RON 3,464,435,970, to RON 3,395,530,040;**
- 3. Approval of the reduction of the social parts from 346,443,597 shares to 339,530,004 shares**
- 4. Approval of the amendment of Article 6 of Chapter 3 „Social Capital. Shares” from the Articles of Association, which will have the following content:**

”

CHAPTER 3
SHARE CAPITAL. SHARES

Art. 6 Share capital

- (1) The share capital of the Company is of RON 3,395,530,040, subscribed and fully paid in.**
- (2) The structure of the share capital is as follows:**
 - a. In kind contribution of RON 41,419,110 (representing plots of land and construction); and**
 - b. Cash contribution of RON 3,019,140,930.00 and USD 104,011,799.41 (at an exchange rate of 3.2205 RON/USD).**
- (3) The share capital is divided into 339,553,004 nominative shares with a nominal value of RON 10 each**
- (4) The share capital is held as follows:**
 - a. The Romanian State, represented by the competent authority according to the law, holds 169,046,299 shares, having a total nominal value of RON 1,690,462,990, out of which RON 41,419,110 contribution in kind (representing plots of land and constructions), in respect of which it has been granted a number of 4,141,911 shares, representing 49.7850% of the subscribed share capital;**
 - b. Shareholders – list type (natural persons and legal entities), hold a number of 170,506,705 shares, having a total nominal value of RON 1,705,067,050, composed of cash contribution of RON 1,370,097,050 and USD 104,011,799.41 (at an exchange rate of 3.2205 RON/USD), representing 50,2150% of the share capital.**

The share capital does not include assets such as those provided by article 136 paragraph (4) of the Constitution.”

- 5. Empowerment of the Chair of the Board of Directors to sign the Articles of Association of Societatea Energetică Electrica S.A., updated in accordance with the resolution adopted at the previous item.**
- 6. 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.**

Draft EGMS decision:

- 7. The EGMS approves the cancellation of its own shares in a number of 6,890,593, which represent 1.988951% of the share capital, obtained thorough the stabilisation that took place within the initial public offer (IPO) from June 2014**
- 8. The EGMS approves the reduction of the share capital with a number of cancelled 6,890,593 own shares, respectively the reduction of the share capital of the company from RON 3,464,435,970, to RON 3,395,530,040;**
- 9. The EGMS approves the reduction of the social parts from 346,443,597 shares to 339,530,004 shares**
- 10. The EGMS approves the amendment of Article 6 of Chapter 3 „Social Capital. Shares” from**

the Articles of Association, which will have the following content:

”

CHAPTER 3
SHARE CAPITAL. SHARES

Art. 6 Share capital

- (1) The share capital of the Company is of RON 3,395,530,040, subscribed and fully paid in.**
- (2) The structure of the share capital is as follows:**
 - a. In kind contribution of RON 41,419,110 (representing plots of land and construction); and**
 - b. Cash contribution of RON 3,019,140,930.00 and USD 104,011,799.41 (at an exchange rate of 3.2205 RON/USD).**
- (3) The share capital is divided into 339,553,004 nominative shares with a nominal value of RON 10 each**
- (4) The share capital is held as follows:**
 - c. The Romanian State, represented by the competent authority according to the law, holds 169,046,299 shares, having a total nominal value of RON 1,690,462,990, out of which RON 41,419,110 contribution in kind (representing plots of land and constructions), in respect of which it has been granted a number of 4,141,911 shares, representing 49.7850% of the subscribed share capital;**
 - d. Shareholders – list type (natural persons and legal entities), hold a number of 170,506,705 shares, having a total nominal value of RON 1,705,067,050, composed of cash contribution of RON 1,370,097,050 and USD 104,011,799.41 (at an exchange rate of 3.2205 RON/USD), representing 50,2150% of the share capital.**

The share capital does not include assets such as those provided by article 136 paragraph (4) of the Constitution.”

- 11. The EGMS approves the empowerment of the Chair of the Board of Directors to sign the Articles of Association of Societatea Energetică Electrica S.A., updated in accordance with the resolution adopted at the previous item.**
- 12. The EGMS approves the 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.**

Sincerely,

Sebastian – Ioan BURDUJA

Minister of Energy

Other signatures