

To: SOCIETATEA ENERGETICA ELECTRICA SA

Mr. Iulian Cristian BOSOANCA,
Chairman of the Board of Directors

To the attention of:

Mr. Alexandru CHIRIȚĂ,
CEO

Considering:

- the Ordinary General Meeting of Shareholders of Societatea Energetica Electrica SA, convened for 26 January 2024;
- the need to clarify aspects regarding: the remuneration and the form of the mandate contract applicable for the members of the board of directors to be elected by applying the cumulative voting method, as well as the person appointed by the Ministry of Energy to sign the mandate contracts with the elected members,
- The provisions of Art. 1171 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 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 Ordinary General Meeting of Shareholders of SE Electrica SA convened for 26 January 2024, of the following points:

1. Establishing the remuneration due to the members of the Board of Directors elected by applying the cumulative vote method, respectively that established according to the Remuneration Policy for Administrators and Executive Directors, approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 from 27 April 2023;
2. Establishing the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method, respectively the one approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 of 9 February 2018;
3. The authorization of the representative of the Ministry of Energy present in the AGOA in order to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative voting method.

Draft OGMS decision:

1. OGMS approves the remuneration due to the members of the Board of Directors elected by applying the cumulative vote method, respectively that established according to the Remuneration Policy for Administrators and Executive Directors, approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 from 27 April 2023;

2. OGMS approves the form of the mandate contract that will be signed with the members of the Board of Directors elected by applying the cumulative vote method, respectively the one approved by the Resolution of the Ordinary General Meeting of Shareholders no. 1 of 9 February 2018;
3. The OGMS approves the authorization of the representative of the Ministry of Energy present in the AGOA in order to sign, on behalf of the Company, the mandate contracts concluded with the members of the Board of Directors elected by applying the cumulative voting method.

Sincerely,

Sebastian – Ioan BURDUJA

Minister of Energy