

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** or **ELSA**), 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 3,395,530,040

pursuant to the minutes of the meeting of the board of directors (the **Board of Directors**) of the Company dated **19 September 2024**,

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 **08 November 2024**, 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 **11 November 2024**, 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 **11 October 2024 (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. The approval of the ceiling of up to EUR 500,000,000 for a bond issue or several subsequent issues of green bonds or sustainable linked bonds, or a mix thereof, of Societatea Energetice Electrica S.A. (ELSA) for the period 2025-2026, which may be denominated in both RON and other currencies and may be issued on the Romanian or international capital market on the basis of a flexible structure, with a fixed or variable interest rate (including the possibility of including a step-up or step-down mechanism for Bonds whose terms and conditions will be correlated

with ELSA's sustainability objectives). The bonds will be nominative, non-convertible, non-guaranteed, in dematerialized form by registration in the account, will be part of the same class of securities and may be issued for a maximum maturity of up to 10 years and will be sold through the Offer for Sale addressed to investors from the capital market, through a financial investment services company / credit institution / intermediation syndicate/ entities of their nature authorized in member or non-member states to provide investment services and activities (the "Intermediary"), according to the applicable local, European or international capital market legislation and will be admitted to trading on a regulated market.

2. Mandating of the Board of Directors of ELSA to take all measures, in the name and on behalf of ELSA, in accordance with the main terms and conditions approved by the EGMS according to item 1, in order to initiate, carry out and complete the bond issuance operations within the ceiling of EUR 500,000,000, including by, but not limited to, the following:

- a) establishing the value limits of each bond issue;**
- b) establishing the currency and maturity of each bond issue;**
- c) negotiating and approving bond issue prospectuses or the Final Terms (in case of a Programme of issuance with a base prospectus) and any other issuance conditions;**
- d) establishing in detail the parameters of the offers, as a result of the proposals of the Intermediary, including the territoriality of the offers;**
- e) approving the final terms of each of the individual tranches of Bonds to be established by decision of the Board of Directors on the occasion of each issue, in compliance with the legal provisions applicable on the date of each such issue, these terms resulting from the market prospecting process and as a result of the bookrunning process;**
- f) establishing the effective subscription period and the subscription procedure;**
- g) signing all the documents necessary for the initiation and development of Offers for the Sale of Bonds, including the hiring of consultants, legal or other domains, specialized in the local, European or international capital market legislation as well as any other document necessary for the admission to trading of the bonds, their registration in any necessary register and any other acts or documents necessary for the realization and completion of the bond issues even if they are not mentioned in this decision;**
- h) the signing, through his representative, of any other acts or documents, even if they are not mentioned in this decision, but which are necessary in order to fulfill the above purposes for the proper fulfillment of the present decision.**

The Board of Directors may delegate to the executive management of ELSA the undertaking of certain or all of the operational activities required to implement the operations of bond issuance above mentioned on item 1.

3. Approval of the conclusion of a syndicated credit facility in amount of RON 3,100,000,000 and the establishment of related guarantees, from a consortium of

commercial banks, with ELSA, Electrica Furnizare (“EFSA”) and Distribuție Energie Electrica Romania S.A. („DEER”) as Borrowers, ELSA being also guarantor for EFSA and DEER. The facility will have as guarantees the movable mortgage over the bank accounts opened by the Borrowers at the financing banks (and/or other types of guarantees) and additionally, ELSA will issue corporate guarantees (and/or other types of guarantees) in favor of the financing banks for the facilities contracted by EFSA and DEER.

4. Approval of the empowerment of ELSA’s Board of Directors to take, in the name and on behalf of ELSA, all the necessary measures to initiate, carry out and complete the operation referred to in item 3, including but not limited to the following:
 - a) to approve the individual financing transactions (conclusion of loans - within the limits of the approved value ceilings, and guarantees, including guarantee limits) that will be contracted by ELSA within the syndicated credit facility, as well as the individual guarantee transactions by ELSA for DEER and EFSA, within the facility;
 - b) to represent it with full powers in front of banks, financial institutions, affiliates and any third parties;
 - c) to negotiate and accept the clauses of contracts with the arrangers (including the arrangers’ designation), credit facilities to be concluded with banks, including guarantees, which shall include, but not be limited to, the type, level of costs and fees, types of costs/amounts covered by guarantees, the duration of contracts with arrangers, credit contracts and guarantees, obligations, prohibitions and liabilities, cases of default, early repayment, right to have dividends distributed/received;
 - d) to negotiate and accept the type, form and conditions of guarantees;
 - e) to sign the documents regarding the mandate of the Arrangers, as well as any other documents related to the operation from item 3;
 - f) to complete 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 in item 3 (with the exception of those indicated in letter a).

The above mandate, including the possibility of sub-delegation, is granted also for any other amendments to the contracts - within the limits of the value ceilings approved for credit, and guarantees related to the operation from item 3, including but not limited to the purpose, type, use, modification of the duration of contracts and/or established guarantees.

5. The empowerment of the ELSA’s Board of Directors to grant the mandate to ELSA’s representative in the GMS of DEER and EFSA subsidiaries, considering ELSA’s capacity as a shareholder of DEER and EFSA, for expressing the vote regarding the credits that will be contracted within the syndicated facility from item 3 and the related guarantees.

- 6. Approval of the mandate granted to the representative of ELSA, considering the capacity of ELSA as a shareholder of the company New Trend Energy S.R.L. ("NTE"), to adopt and sign the Sole Shareholder's Resolution of NTE to express a favorable vote ("for") regarding the approval of the investment project undertaken by NTE, "Construction of a photovoltaic park, electrical transformation station, land fencing, and connection to the National Energy System (SEN) – Satu Mare 3", with a total investment value of up to EUR 38,000,000, excluding VAT, and the approval of the initiation and implementation of the investment.**
- 7. The approval of the mandate of ELSA's Board of Directors to grant a voting mandate for the adoption of the Sole Shareholder's Resolution of NTE regarding the execution of the EPC (Engineering, procurement and construction) contract, as well as any other contracts necessary for the completion of the investment mentioned in the previous item, within the investment value limit of up to EUR 38,000,000, excluding VAT.**
- 8. Approval, considering the capacity of ELSA as a shareholder of the company NTE, of the mandate granted to the representative of ELSA to adopt and to sign the Sole Shareholder's Resolution of NTE, to express a favorable vote ("for") for the empowerment of the members of the Board of Directors of NTE, individually, and not jointly, with the possibility of sub-delegating, in order to fulfil the formalities imposed by the applicable legislation in order to register the Sole Shareholder's Resolution of NTE, with the Trade Register Office.**
- 9. Approval of the mandate granted to the representative of ELSA, considering the capacity of Electrica as a shareholder of the company Foton Power Energy S.R.L. ("FPE"), to adopt and sign the Sole Shareholder's Resolution of FPE to express a favorable vote ("for") regarding the approval of the investment project undertaken by FPE, "Construction of a photovoltaic park, electrical transformation station, land fencing, and connection to the National Energy System (SEN) + Installation of electricity storage capacity – in Cefa commune, Bihor County", with a total investment value of up to EUR 49,500,000, excluding VAT, and the approval of the initiation and implementation of the investment.**
- 10. The approval of the mandate of ELSA's Board of Directors to grant a voting mandate for the adoption of the Sole Shareholder's Resolution of FPE regarding the execution of the EPC (Engineering, procurement and construction) contract, as well as any other contracts necessary for the completion of the investment mentioned in the previous item, within the investment value limit of up to EUR 49,500,000, excluding VAT.**
- 11. Approval, considering the capacity of ELSA as a shareholder of the company FPE, of the mandate granted to the representative of ELSA to adopt and to sign the of Sole Shareholder's Resolution of FPE, to express a favorable vote ("for") for the empowerment of the members of the Board of Directors of FPE, individually, and not jointly, with the possibility of sub-delegating, in order to fulfil the formalities imposed by the applicable legislation in order to register the Sole Shareholder's Resolution of FPE, with the Trade Register Office.**
- 12. Empowering the Chairperson of the Meeting, the meeting secretary and the technical secretary 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 (up to and including 07.10.2024), respectively advanced electronic signature or qualified electronic signature (starting from 08.10.2024), 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 up to and including 07.10.2024), respectively advanced electronic signature or qualified electronic signature (starting from 08.10.2024), 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/en, *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 **08 October 2024** 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 at the latest on **10 October 2024** 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 **20 September 2024**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within a maximum of 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 **08 October 2024**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within a maximum of 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 electronic signature according to the legal provisions in force on the date of signing the documents, respectively extended electronic signature incorporated, according to Law no. 455/2001 regarding electronic signature, in force until 07.10.2024 (inclusive), respectively, starting from 08.10.2024, with advanced electronic signature or qualified electronic signature, according to Law no. 214/2024 regarding the use of the electronic signature, the time stamp and the provision of trust services based on them and the Regulation of the European Parliament and the Council of the European Union no. 910/2014 on electronic identification and trust services for electronic transactions on the internal market and repealing Directive 1999/93/EC, at ir@electrica.ro, so as to be received by the Company until **07 November 2024**, inclusively, stating clearly in writing in capital letters: "**QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 08/11 NOVEMBER 2024**".

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 electronic signature according to the legal provisions in force on the date of signing the documents, respectively extended electronic signature incorporated, according to Law no. 455/2001 regarding electronic signature, in force until 07.10.2024 (inclusive), respectively, starting from 08.10.2024, with advanced electronic signature or qualified electronic signature, according to Law no. 214/2024 regarding the use of the electronic signature, the time stamp and the provision of trust services based on them and the Regulation of the European Parliament and the Council of the European Union no. 910/2014 on electronic identification and trust services for electronic transactions on the internal market and repealing Directive 1999/93/EC, at ir@electrica.ro, so as to be received by the Company until **07 October 2024, 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 08/11 November 2024"**;
- (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 **10 October 2024**, 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 electronic signature according to the legal provisions in force on the date of signing the documents, respectively extended electronic signature incorporated, according to Law no. 455/2001 regarding electronic signature, in force until 07.10.2024 (inclusive), respectively, starting from 08.10.2024, with advanced electronic signature or qualified electronic signature, according to Law no. 214/2024 regarding the use of the electronic signature, the time stamp and the provision of trust services based on them and the Regulation of the European Parliament and the Council of the European Union no. 910/2014 on electronic identification and trust services for electronic transactions on the internal market and repealing Directive 1999/93/EC , at ir@electrica.ro, so as to be received until **05 November 2024**, 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 08/11 NOVEMBER 2024"**.

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 up to and including 07.10.2024, respectively advanced electronic signature or qualified electronic signature (starting from 08.10.2024), 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 **08 October 2024**, 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 **10 October 2024**. 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 the legal provisions in force on the date of signing the documents, respectively of Law No. 455/2001 on the electronic signature in force until 07.10.2024 (inclusively), respectively, starting from 08.10.2024, , according to Law no. 214/2024 regarding the use of the electronic signature, the time stamp and the provision of trust services based on them and the Regulation of the European Parliament and the Council of the European Union no. 910/2014 on electronic identification and trust services for electronic transactions on the internal market and repealing Directive 1999/93/EC. In this case the power of attorney shall be submitted by extended electronic signature (until 07.10.2024 inclusively), respectively by advanced electronic signature or qualified electronic signature (starting with 08.10.2024).

(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 electronic signature according to the legal provisions in force on the date of signing the documents, respectively extended electronic signature incorporated, according to Law no. 455/2001 regarding electronic signature, in force until 07.10.2024 (inclusive), respectively, starting from 08.10.2024, with advanced electronic signature or qualified electronic signature, according to Law no. 214/2024 regarding the use of the electronic signature, the time stamp and the provision of trust services based on them and the Regulation of the European Parliament and the Council of the European Union no. 910/2014 on electronic identification and trust services for electronic transactions on the internal market and repealing Directive 1999/93/EC, at ir@electrica.ro, so as to be received until **05 November 2024, 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 be stated clearly in writing in capital letters: **"VOTING BALLOT FORMS FOR VOTING BY CORRESPONDENCE – FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 08/11 NOVEMBER 2024"**.

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 **08 October 2024** 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 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 **10 October 2024**. 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 **21 October 2024**. 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 Chairperson 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*.

19 September 2024

CHAIRPERSON OF THE BOARD OF DIRECTORS

Ion-Cosmin PETRESCU