

**To: Bucharest Stock Exchange (BSE)
London Stock Exchange (LSE)
Romanian Financial Supervisory Authority (FSA)**

Current report in compliance with the Law 24/2017 on issuers of financial instruments and market operations, the Romanian Capital Market Law no. 297/2004, FSA Regulation no. 5/2018, and the Bucharest Stock Exchange Code

Report date: **22 November 2023**

Company name: **Societatea Energetica Electrica S.A. (Electrica)**

Headquarters: **9 Grigore Alexandrescu Street, 1st District, Bucharest, Romania**

Phone/fax no.: **004-021-2085999/004-021-2085998**

Fiscal Code: **RO 13267221**

Trade Register registration number: **J40/7425/2000**

Subscribed and paid in share capital: **RON 3,464,435,970**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BSE) and London Stock Exchange (LSE)**

Significant events to be reported:

The resolution of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. (“Electrica” or the “Company”) of 22 November 2023

Electrica hereby informs that, on 22 November 2023, the **Extraordinary General Meeting of Shareholders (EGMS) of Electrica** took place at the Company’s headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, “*Radu Zane*” conference room, starting at 10:02 o’clock (Romanian time), respectively, being duly held in accordance with the legal and statutory provisions upon the first calling.

The **EGMS of Electrica** was attended by the shareholders registered in the shareholder’s register kept by Depozitarul Central S.A. as of 25 October 2023, set as reference date, in person, by representative or through vote by correspondence or online, the quorum met being 77.0256% of the total voting rights and 75.4936% of the share capital of the Company.

The meeting was chaired by Mr. Adrian Lotrean, Member of the Board of Directors of Electrica.

Within the **EGMS**, Electrica’s shareholders **approved** the following (as per the numbering on the agenda) with a majority of the votes held by the present or validly represented shareholders or by the shareholders that voted by correspondence or online, respectively with the favorable vote of at least 55% of the total number of voting rights in the case of item 10 on the agenda:

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 Electrica Romania 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:
- To represent it with full powers in relation to the banks, financial institution, affiliates and any third parties;
 - 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.
 - To negotiate and accept the type, form and conditions of the guarantees;
 - 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;
 - 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.

Chairman of the Meeting
Member of the Board of Directors
Adrian Lotrean