

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

**SUPLIMENTING THE CONVENING NOTICE  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AND 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., 1<sup>st</sup> District, registered with the Commercial Registry under number J2000007425408, sole registration code (CUI) RO 13267221, with a subscribed and entirely paid share capital of RON 3,395,530,040

**CONSIDERING**

The initial notice of the Ordinary General Meeting of the Company's Shareholders (OGMS) and of the Extraordinary General Meeting of the Company's Shareholders (EGMS) published in the Official Gazette - Part IV, no. 1396 of 9 March 2026 and in the online publication Financial Intelligence on 9 March 2026 as well as, on 06 March 2026, on the Company's website at [www.electrica.ro](http://www.electrica.ro), section Investors > General Meeting of Shareholders,

Identification by the Electrica Board of Directors, after convening the EGMS, of concrete expansion opportunities by obtaining concessions for the development of new energy generation activities, as well as a favorable opportunity on the financial-banking market, from the perspective of financing conditions (including in terms of costs and access to liquidity), and, additionally, the need to accelerate the implementation of the Company's investment program for year 2026, in relation to the duration necessary for structuring and implementing a bond issuance program, as proposed for the approval of the EGMS of 29 April 2026 through the initial convening notice from 6 March 2026,

Decision No. 7 dated 25 March 2026, by which the Board of Directors of the Company decided to supplement the agenda of the EGMS convened for 29 April 2026 with the following items ("Supplementation of the Agenda"):

- 1. Approval of contracting by Societatea Energetică Electrică S.A. of one or more secured/ unsecured loans in a total amount of up to EUR 1,000,000,000 (of a "bridge" type compared to the bonds to be issued by the Company), based on a credit agreement/credit agreements (generically referred to as the "Credit Agreement") concluded with one or more financial institutions (the "Financing Parties"), having a repayment term of up to maximum 24 months from the disbursement date of each relevant loan.**
- 2. Mandating the Board of Directors of ELSA to take, within the value limit indicated in the previous point, all measures, in the name and on behalf of ELSA, in order to initiate, conduct, and finalize all operations related to the execution of, and to make utilizations under, the Credit Agreement, including, without limitation to:**
  - a) negotiating, determining, and approving the terms and conditions of the Credit Agreement and related guarantees (if the case), including regarding the currency, interest rates, commissions, early repayment events, contractual limitations (including regarding the creation of guarantees, contracting of loans, or dividend distribution) or events of default, as well as the terms and conditions of any other agreement or document related to the financing (including any mandate letter, fee letter, or other documents designated as "finance documents" under the Credit Agreement);**
  - b) executing any of the documents provided in paragraph (a) above, as well as any other documents provided in or in connection with the Credit Agreement and related guarantees (if the case), including utilization requests, directors' certificates, compliance certificates, requests for waivers or consent from the Financing Parties, or requests regarding the extension of the loan maturity, of the related guarantees (if the case) as well as any addenda thereto;**

- c) performing all necessary acts in connection with the execution, signing, and fulfillment of the obligations related to the Credit Agreement and related guarantees (if the case), including the engagement of consultants (legal or from other fields), specializing in similar transactions, as well as any other document necessary for carrying out any related formalities;
- d) to represent ELSA with full powers before the banks, financial institutions, affiliates and other parties;
- e) to negotiate and to accept the type, form and conditions of the guarantees and to establish their value (which may exceed the amount of the Credit Agreement), and
- f) executing any other acts or documents, even if not mentioned in this resolution, but which are necessary for the fulfillment of the above purposes in order to properly implement this resolution and to perform any other legal activity that it considers necessary for the aforementioned purpose.

The Board of Directors has the right to sub-delegate to the executive management of ELSA one or more of the activities and prerogatives forming the mandate above.

The above mandate, including the possibility of sub-delegation, is granted also for any other amendments to the Credit Agreement - within the limits of the value ceilings approved for credit, and to the related guarantees (if the case), including but not limited to the purpose, type, use, modification of the duration of Credit Agreement and of the related guarantees (if the case).

according to the provisions of art. 117<sup>1</sup> 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, FSA 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**),

#### SUPPLEMENTS

**the agenda of the EGMS of 29 April 2026 as mentioned above.**

For clarity, the agenda of the OGMS of 29 April 2026, remains unchanged.

**The meetings were convened as follows:**

- **OGMS** 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;

and

- **EGMS** starting at **12:00 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 OGMS and the EGMS, respectively, not be met on the date mentioned above as the date of the first calling, a second OGMS and a second EGMS, respectively, be convened and established for **30 April 2026**, having the same agenda, as follows:

- **OGMS** 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;

and

- **EGMS** starting at **12:00 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 **31 March 2026** (**Reference Date**) have the right to attend and cast their votes in the OGMS and EGMS. Should there be a second calling of the OGMS and/or EGMS, the **Reference Date** remains the same.

**The agenda of the OGMS will be the following:**

1. **Approval of the Separate Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2025, prepared in accordance with the Order of the Minister of Public**

Finance (OMFP) no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, as subsequently amended, based on the Directors' Report for the year 2025 and the Independent Auditor's Report on the Separate Annual Financial Statements at the date and for the financial year ended 31 December 2025.

2. Approval of the Consolidated Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2025, prepared in accordance with the OMFP no. 2844/2016 approving the Accounting Regulations compliant with the International Financial Reporting Standards adopted by the European Union, as subsequently amended, based on the Directors' Report for the year 2025, the Sustainability Reporting (prepared in accordance with the requirements of Directive (EU) 2022/2464 on Corporate Sustainability Reporting ("CSRD") and the Commission Delegated Regulation (EU) 2023/2772 on the European Sustainability Reporting Standards ("ESRS") transposed into national legislation through OMFP no. 85/2024, as well as based on the Independent Auditor's Report on the Consolidated Annual Financial Statement and the Independent Auditor's Limited Assurance Report on the Consolidated Sustainability Reporting for the financial year ended 31 December 2025.
3. Approval of the Consolidated Annual Financial Statements of Societatea Energetică Electrica S.A. at the date and for the financial year ended 31 December 2025, prepared in accordance with the International Financial Reporting Standards adopted by the European Union, as subsequently amended, based on the Directors' Report for the year 2025 and the Independent Auditor's Report on the Consolidated Annual Financial Statements at the date and for the financial year ended 31 December 2025.
4. Approval of the 2025 Annual Financial Report, in accordance with art. 65<sup>1</sup> of Law no. 24/2017.
5. Approval of Electrica's Board of Directors proposal on the distribution of the net profit for the financial year 2025, the approval of the total gross dividend value and of the gross dividend per share as set out in the note to the shareholders, as well as the approval of the date of payment of the dividends for the year 2025 as being 25 June 2026.
6. Establishment of the date of 3 June 2026 as registration date, the date on which the identification of the shareholders affected by Electrica OGMS will take place, including the right to dividends, in accordance with art. 87 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended.
7. Establishment of the date of 2 June 2026 as ex-date, the date on which financial instruments are traded without rights deriving from Electrica OGMS.
8. Approval of the discharge of liability of the members of Electrica's Board of Directors for the financial year 2025.
9. Approval of the income and expenses budget of Electrica for financial year 2026, at individual level.
10. Approval of the income and expenses budget of Electrica for financial year 2026, at consolidated level.
11. Submission of the Remuneration Report for Directors and Executive Managers of Electrica for 2025, to the consultative vote of the OGMS, considering the provisions of art. 107 paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.
12. Approval of the appointment of the financial auditor of Electrica, KPMG Audit SRL, a limited liability company established and operating in accordance with Romanian law, headquartered in Bucharest, district 1, 89A București-Ploiesti Road, Romania, registered with Trade Register under number J2000004439400, sole registration code (CUI) 12997279, holding authorization no. 9 issued by the Chamber of Financial Auditors of Romania on 11.07.2001 and registered in the Electronic Public Register of the Authority for the Public Surveillance of the Statutory Audit Activity (APSSAA) with no. FA9, for the financial year 2026, 2027 and 2028, starting from 30 April 2026 until 31 May 2029.
13. Approval of the appointment of KPMG Audit SRL as Electrica S.A.'s auditor regarding the Sustainability Reporting (prepared in accordance with the requirements of Directive (EU) 2022/2464 on Corporate Sustainability Reporting ("CSRD") and Delegated Regulation (EU) 2023/2772 on the European Sustainability Reporting Standards ("ESRS"), transported into

national legislation by OMFP 85/2024), for the financial year 2026, 2027 and 2028, starting from 30 April 2026 until 31 May 2029.

14. Information regarding the statute of limitation (prescription) for the shareholders' right to dividends of the years 2020 and 2021, according to the Note made available to the shareholders, in accordance with the law.
15. Election of a new member of the Company's Board of Directors to fill the vacant position, following the resignation of Ms. Valentina Siclovan. The duration of the mandate of the elected director will be equal to the remaining period until the expiry of the mandate for the vacant position, respectively until 26 January 2028. The form of the mandate agreement for the new member of the Board of Directors was approved by the Ordinary General Meeting of Shareholders' Resolution No. 1 from 9 February 2018, and the remuneration due to the new director will be established in accordance with the Remuneration Policy for Directors and Executive Managers, approved through the Ordinary General Meeting of Shareholders' Resolution No. 1 from 27 April 2023.
16. Empowerment of the representative of the Ministry of Energy present at the OGMS to sign, in the name of the Company, the mandate contract concluded with the member of the Board of Directors elected according to item 15 on the OGMS agenda.
17. Empowerment of the Chair of the Meeting, of the secretary of the meeting and of the technical secretary to jointly sign the OGMS resolution and to perform individually and not jointly any act or formality required by law for the registration of the OGMS resolution with the Trade Register Office of the Bucharest Tribunal, as well as the publication of the OGMS resolution according to the law.

The supplemented agenda of the EGMS will be the following:

1. **The amendment of Article 5 para. (3) of the Articles of Association of Societatea Energetică Electrica S.A., in order to supplement the secondary activities of the company with the following secondary activities:**

2511 - Manufacture of metal structures and parts of structures;  
3311 - Repair and maintenance of fabricated metal products;  
3312 - Repair and maintenance of machinery;  
3314 - Repair and maintenance of electrical equipment;  
3319 - Repair and maintenance of other equipment;  
3320 - Installation of industrial machinery and equipment;  
3530 - Steam and air conditioning supply;  
3540 - Activities of brokers and agents for electric power and natural gas;  
4211 - Construction of roads and motorways;  
4221 - Construction of utility projects for fluids;  
4222 - Construction of utility projects for electricity and telecommunications;  
4299 - Construction of other civil engineering projects n.e.c.;  
4311 - Demolition;  
4312 - Site preparation;  
4399 - Other specialised construction activities n.e.c.;  
4690 - Non-specialised wholesale trade;  
7111 - Architectural activities.

Thus, following the supplementation 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 bold and italics): “(3) The Company may also carry out the following secondary activities:

1813 – Pre-press and pre-media services;  
***2511 - Manufacture of metal structures and parts of structures;***  
***3311 - Repair and maintenance of fabricated metal products;***  
***3312 - Repair and maintenance of machinery;***  
***3314 - Repair and maintenance of electrical equipment;***

**3319 - Repair and maintenance of other equipment;**  
**3320 - Installation of industrial machinery and equipment;**  
 3511 - Production of electricity from non-renewable sources;  
 3512 - Production of electricity from renewable sources;  
 3515 – Trade of electricity;  
 3516 - Storage of electricity;  
**3530 - Steam and air conditioning supply;**  
**3540 - Activities of brokers and agents for electric power and natural gas;**  
**4211 - Construction of roads and motorways;**  
**4221 - Construction of utility projects for fluids;**  
**4222 - Construction of utility projects for electricity and telecommunications;**  
**4299 - Construction of other civil engineering projects n.e.c.;**  
**4311 - Demolition;**  
**4312 - Site preparation;**  
 4321 - Electrical installation;  
 4324 – Other construction installation;  
**4399 - Other specialised construction activities n.e.c.;**  
 4650 – Wholesale of information and communication equipment;  
 4618 - Activities of agents involved in the wholesale of other particular products;  
 4619 - Activities of agents involved in non-specialised wholesale;  
**4690 - Non-specialised wholesale trade;**  
 5812 – Publishing of newspapers;  
 5813 – Publishing of journals and periodicals;  
 5819 – Other publishing activities, except software publishing;  
 5829 – Other software publishing;  
 6110 – Wired, wireless, and satellite telecommunication activities;  
 6120 – Telecommunication reselling activities and intermediation service activities for telecommunication;  
 6190 - Other telecommunications activities;  
 6210 – Computer programming activities;  
 6220 – Computer consultancy and computer facilities management activities;  
 6290 – Other information technology and computer service activities;  
 6310 – Computing infrastructure, data processing, hosting and related activities;  
 6391 – Web search portal activities;  
 6392 – Other information service activities;  
 6492 – Other credit granting;  
 6811 - Buying and selling of own real estate;  
 6820 - Rental and operating of own or leased real estate;  
 6831 - Intermediation service activities for real estate activities;  
 6832 - Other real estate activities on a fee or contract basis;  
 7010 - Activities of head offices;  
**7111 - Architectural activities;**  
 7112 – Engineering activities and related technical consultancy;  
 7120 – Technical testing and analysis;  
 7210 – Research and experimental development on natural sciences and engineering;  
 7311 - Activities of advertising agencies;  
 7312 – Media representation;  
 7320 – Market research and public opinion polling;  
 7330 – Public relations and communication activities;  
 7420 – Photographic activities;  
 7499 – All other professional, scientific and technical activities n.e.c.;  
 7733 – Rental and leasing of office machinery, equipment and computers;  
 8110 - Combined facilities support activities;  
 8210 – Office administrative and support activities;  
 8220 – Activities of call centres;  
 8230 – Organisation of conventions and trade shows;  
 8292 - Packaging activities;  
 8299 – Other business support service activities n.e.c.;

8559 – Other education n.e.c.;  
9111 - Library activities;  
9112 - Archive activities;  
9121 – Museum and collection activities;  
9499 - Activities of other membership organisations n.e.c.;  
9510 – Repair and maintenance of computers and communication equipment.”

**2. The amendment of Article 7 para. (3) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (3) The shareholders may exercise their preference right within a term of at least 14 calendar days, but not less than 10 business days. In the prospectus drawn up for the public offering of shares offered to shareholders for the exercise of the pre-emption right, the Company specifies the start date of the period of exercise of the pre-emption right, which is subsequent to the publication date of the prospectus approved by the F.S.A., as well as the registration date related to the share capital increase and the publication date of the resolution of the extraordinary general meeting of shareholders or of the Board of Directors in the Official Gazette of Romania, Part IV.”

**3. The amendment of Article 7 para. (5) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (5).a) If the Board (as defined below) determines that, following losses as set out in the yearly financial statements approved in accordance with the law, the Company’s net assets of the have decreased to less than half of the value of the subscribed share capital, it must promptly convene the extraordinary general meeting of shareholders which will decide whether the Company must be dissolved.

b) If the extraordinary general meeting of shareholders does not decide the dissolution of the Company, it must, no later than the end of the financial exercise subsequent to the one when the loss was determined, proceed with the decrease of the share capital with an amount at least equal to that of the loss which could not be covered from the reserves, if during this period the Company’s net assets were not replenished up to a level at least equal to half the share capital.

c) If the Company finds itself in the situation provided for in art. 7 para. (5) letter a), and it registers debts to shareholders resulting from loans or other financing granted by them, and also the Company does not comply with the obligation provided for in art. 7 para (5) letter b) within 2 years from the end of the financial year following the one in which the losses were ascertained, it has the obligation to increase the share capital by converting these receivables, while respecting the rights of the other shareholders, provided for in art. 7 para. (3) and in compliance with the exceptions provided by law.”

**4. The amendment of Article 10 of the Articles of Association of Societatea Energetică Electrica S.A., by adding para. (3) which will have the following content:**

” (3) By way of exception to the provision of art. 10 para. (2), the Board of Directors approves the issuance of bonds, which will be admitted to trading on a regulated market, under the conditions of the law, subject to the cumulative observance of the following conditions:

- a) the issued bonds are not bonds convertible into shares;
- b) the cumulative value of all bond issues for which the delegation is made represents no more than 25% of the value of the issuer's net assets, according to the latest published individual financial statements.”

**5. The amendment of Article 14 par. (3) of the Articles of Association of Societatea Energetică Electrica S.A., by adding a new duty of the ordinary general meeting of the shareholders, respectively the approval of the annual financial report, numbered with letter m), with the corresponding renumbering of the current letter m) (“to carry out any other duties set out by the law”), which will become letter n). Thus, letters m) and n) of art. 14 para. (3) of the Articles of Association will have the following content:**

” (3) The ordinary general meeting of the shareholders shall have the following main duties: (...):

- m) approves the annual financial report;
- n) to carry out any other duties set out by the law.”

**6. The amendment of Article 14 para. (4) letter c) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

”c) operations regarding the acquisition, alienation, exchange or creation of encumbrances over the Company’s fixed assets, the value of which exceeds, individually or cumulated, during any financial year, 20% of the total fixed assets, less fixed receivables.”

**7. The amendment of Article 14 para. (4) letter d) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

”d) leases of tangible assets, for a period longer than one year, whose individual or cumulated value towards the same co-contractor or the same involved persons or with whom it acts in concert exceeds 20% of the fixed assets value, less fixed receivables at the date of concluding the legal act, as well as joint ventures in excess of the same value and with a duration of over one year;”

**8. The amendment of Article 15 para. (4) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (4) Shareholders representing, individually or cumulatively, at least 5% of the share capital are entitled to insert new topics on the agenda of the general meeting of the shareholders and to present draft resolutions for the items inserted or proposed to be inserted on the agenda of the general meeting of the shareholders. This right may be exercised only in writing (including by electronic means) and within a 15-day term since the publication of the convening notice. The supplementation of the agenda of a general meeting of shareholders may also be carried out by the Board of Directors, in due compliance with the deadline of 15 days from the publication of the convening notice and the legal requirements, if the need to complete it resulted from acts or facts occurring after the publication of the convening notice.”

**9. The amendment of Article 15 para. (5) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (5) The ordinary general meetings of shareholders take place at least once a year, within maximum 5 (five) months from the end of the financial year, to approve the financial statements and the annual financial report for the previous financial year”.

**10. The amendment of Article 16 para. (4) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

„ (4) By way of exception from the provisions mentioned under paragraph (3) above, in the case of any resolutions regarding the withdrawal of the shareholders’ preference right to subscribe for new shares in the event of share capital increase, the general meeting of the shareholders must vote in compliance with the relevant legal provisions regarding the quorum of the general meeting of the shareholders and the majority of the expressed votes, as provided by the capital markets legislation. The Board of Directors may be delegated, by resolution of the Extraordinary General Meeting of Shareholders, both the authority to decide on the share capital increase and the authority to waive preemptive rights within said operation, in compliance with the quorum and majority requirements provided by the applicable legislation.”

**11. The amendment of Article 17 para. (5) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (5) In order to be enforceable against third parties, the decisions of the general meeting of the shareholders shall be submitted within 15 days to the Trade Register, in order to be mentioned in the excerpt in the register and published in the Romanian Official Gazette. The voting results shall be published on the Company’s webpage within a maximum of 15 days from the date of the general meeting. Upon the request of the general meeting of the shareholders, other documents may also be published on the webpage, according to the legal provisions. The resolutions of the general meeting regarding the modification of the characteristics of the issues/number of securities admitted to trading on a regulated market, respectively of the corporate bodies to which this attribution has been delegated, are submitted to the Trade Registry Office, within 3 working days from the date of the resolution’s adoption, for the publication in the Official Gazette of Romania, Part IV.”

**12. The amendment of Article 17 para. (8) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (8) The shareholders who do not agree with the decisions taken by the general meetings of shareholders regarding the relocation of the registered office abroad, changing the Company’s legal form, the merger of spin-off of the Company, have the right to withdraw from the Company and to request the Company to purchase their shares, within 30 days from the publication of the decision of the general meeting of the shareholders in the Official Gazette, except for the decision related to merger and spin-off, in which case the term starts as of the date

the decision was taken by the general meeting of the shareholders. The withdrawal right in the case of a merger does not apply in the case of a merger by absorption where the shares of the absorbing company are admitted to trading on a regulated market and they are maintained for trading on the regulated market after the merger.”

**13. The amendment of Article 19 letter A para. (1), letter l) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (l) submits for the approval of the general meeting of the shareholders, within a maximum of 5 (five) months from the end of the financial year, the annual financial statements and the annual financial report of the Company prepared for the previous financial year.”

**14. The amendment of Article 19 letter A para. (1) of the Articles of Association of Societatea Energetică Electrica S.A., by adding a new duty of the board of directors, numbered with letter aa), with the corresponding renumbering of the current letter aa), which will become letter bb). Thus, letters aa) and bb) of art. 19 para. (1) of the Articles of Association will have the following content:**

„aa. approves the issuance of bonds, under the conditions set forth in art. 10 para. (3) of the Articles of Association.

bb. fulfils any other duties established by the general meeting of shareholders or provided for by the legal provisions.”

**15. The amendment of Article 19 letter B para. (5) of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” (5) Inter alia, the Nomination and Remuneration Committee: (i) drafts and submits for the Board’s approval the profile and the selection procedure of candidates for directors, managers, as well as for other management positions, (ii) assesses the compliance of the candidates for the position of directors with the Company’s profile, including with the independency and eligibility criteria, (iii) makes recommendation to the Board of Directors for occupying positions of members of the board as well as managers positions, (iv) makes proposals regarding the remuneration of directors, managers and other management positions.”

**16. The amendment of Article 22 para. (2) letter a. of the Articles of Association of Societatea Energetică Electrica S.A., which will have the following content:**

” a. verifies whether the financial statements are prepared in accordance with the applicable national and international accounting standards and the applicable national and international financial reporting standards;”

**17. Empowering the Chair of the Meeting to sign the Articles of Association of Societatea Energetică Electrica S.A., updated according to the resolutions adopted in items 1-16 of the EGMS agenda.**

**18. Approval of the issuance of bonds by Societatea Energetică Electrica S.A. through a bond issuance program (the "Program"), up to an aggregated ceiling of EUR 1,000,000,000 (or the equivalent in other currencies) in the period 2026-2027. The Program may include one or more tranches/series of bonds (the "Issuances" and each of them "Issue"), which may be green bonds or conventional bonds, or a mix thereof, denominated in RON and/or in other currencies, and may be issued on the Romanian or international capital market based on a flexible structure, with a fixed or variable interest rate. The bonds will be registered, non-convertible, unsecured, in dematerialized form by registration in an account, will be part of the same class of securities, may be issued with a maximum maturity of up to 10 years. The Bonds will be sold through a Sale Offering addressed to investors on the capital market in Romania and/or international through one or more financial investment services companies, credit institutions or intermediary syndicates, or entities of a similar nature authorized in EU member states or non-EU states to provide investment services and activities ("Intermediary") in accordance with applicable local, European, or international capital market legislation and will be admitted to trading on a regulated market.**

**19. Mandating ELSA’s Board of Directors to undertake all measures, in the name and on behalf of ELSA, in order to initiate, carry out, and finalize the operations related to the Program and Issuances, within the main terms and conditions approved by the EGMS according to item 18 and within the EUR 1,000,000,000 ceiling, including but not limited to the following:**

- a) Establishing the terms and conditions of the Program and of the Issue/Issuances;
- b) Establishing the value limits of each Issue;
- c) Establishing the currency and maturity of each Issue;

- d) **Negotiating and approving the Final Terms in the case of the Base Prospectus Program and bond issue prospectuses and any other terms and conditions of Issuances;**
- e) **Establishing in detail the parameters of each the Sale Offering, following the Intermediary's proposals, including the territoriality of the Sale Offerings;**
- f) **Approving the final terms of each of the individual bond tranches to be established by a resolution of the Board of Directors upon each Issuance, in compliance with the legal provisions applicable at the date of each such issuance, these terms resulting from the market prospecting process and as result of the bookrunning;**
- g) **Establishing the effective subscription period and the subscription procedure for each Issue;**
- h) **Signing all necessary acts for the initiation and conduct of the Bond Sales Offerings, including the engagement of legal or other consultants specialized in local, European, or international capital market legislation, as well as any other necessary document for the admission of the bonds to trading, their registration in any required register, and any other acts or documents necessary for the implementation and finalization of the bond issuances, even if not specifically mentioned in this resolution;**
- i) **Signing, though its representative, any other acts or documents, even if not mentioned in this resolution, but which are necessary to fulfil the above purposes for the proper implementation.**

**The Board of Directors may delegate to ELSA'S executive management the performance of some or all of the operational activities for the implementation of the bond issuance operations mentioned under item 18.**

- 20. **Approval of contracting by Societatea Energetică Electrica S.A. of one or more secured / unsecured loans in a total amount of up to EUR 1,000,000,000 (of a "bridge" type compared to the bonds to be issued by the Company), based on a credit agreement/credit agreements (generically referred to as the "Credit Agreement") concluded with one or more financial institutions (the "Financing Parties"), having a repayment term of up to maximum 24 months from the disbursement date of each relevant loan.**
- 21. **Mandating the Board of Directors of ELSA to take, within the value limit indicated in the previous point, all measures, in the name and on behalf of ELSA, in order to initiate, conduct, and finalize all operations related to the execution of, and to make utilizations under, the Credit Agreement, including, without limitation to:**
  - a) **negotiating, determining, and approving the terms and conditions of the Credit Agreement and related guarantees (if the case), including regarding the currency, interest rates, commissions, early repayment events, contractual limitations (including regarding the creation of guarantees, contracting of loans, or dividend distribution) or events of default, as well as the terms and conditions of any other agreement or document related to the financing (including any mandate letter, fee letter, or other documents designated as "finance documents" under the Credit Agreement);**
  - b) **executing any of the documents provided in paragraph (a) above, as well as any other documents provided in or in connection with the Credit Agreement and related guarantees (if the case), including utilization requests, directors' certificates, compliance certificates, requests for waivers or consent from the Financing Parties, or requests regarding the extension of the loan maturity, of the related guarantees (if the case) as well as any addenda thereto;**
  - c) **performing all necessary acts in connection with the execution, signing, and fulfillment of the obligations related to the Credit Agreement and related guarantees (if the case), including the engagement of consultants (legal or from other fields), specializing in similar transactions, as well as any other document necessary for carrying out any related formalities;**
  - d) **to represent ELSA with full powers before the banks, financial institutions, affiliates and other parties;**
  - e) **to negotiate and to accept the type, form and conditions of the guarantees and to establish their value (which may exceed the amount of the Credit Agreement), and**

- f) executing any other acts or documents, even if not mentioned in this resolution, but which are necessary for the fulfillment of the above purposes in order to properly implement this resolution and to perform any other legal activity that it considers necessary for the aforementioned purpose.

The Board of Directors has the right to sub-delegate to the executive management of ELSA one or more of the activities and prerogatives forming the mandate above.

The above mandate, including the possibility of sub-delegation, is granted also for any other amendments to the Credit Agreement - within the limits of the value ceilings approved for credit, and to the related guarantees (if the case), including but not limited to the purpose, type, use, modification of the duration of Credit Agreement and of the related guarantees (if the case).

22. Empowerment of the Chair 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.

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### DETAILS ON THE OGMS/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 advanced electronic signature or qualified electronic signature, if applicable.

The declaration signed and, as the case may be, stamped, will be sent in original form, 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 OGMS/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 OGMS/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 OGMS/EGMS;
- the fact that the credit institution provides custody services for the respective 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 the case the vote is cast by a legal person proxy, the evidence of the natural person's capacity that represents the legal person proxy shall be provided by a certificate of status of the legal person representative (not older than 30 days before the OGMS/EGMS date)/ similar documents to those mentioned above (not older than 30 days before the OGMS/EGMS date or by a power of attorney issued by the legal representative of the legal person proxy, as registered at the Trade Registre or similar authorities, accompanied by the certificate of status or similar documents (no older than 30 days before the OGMS/EGMS date).

## **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 at the **Reference Date** reflects this), then the certificate of status (not older than 30 days before the OGMS/EGMS date)/ similar documents to those mentioned above (not older than 30 days before the OGMS/EGMS date) must prove the legal capacity of the legal representative 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 capacity as conventional representative/proxy 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 according to the standard procedure used by that organization and accompanied by all the supporting documents regarding the capacity 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 advanced electronic signature or qualified electronic signature, if applicable.

The declaration signed and, as the case may be, stamped, will be submitted in original together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, the latter may vote in the OGMS/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 its 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 in the OGMS/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 whose behalf the credit institution participates and votes in the OGMS/EGMS
- the fact 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 evidence 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 before the OGMS/EGMS date)/ documents similar to those mentioned above (not older than 30 days before the OGMS/EGMS date) or by a power of attorney issued by the legal representative of the legal person proxy, as registered with the Trade Register or similar authorities, accompanied by the certificate of status or similar documents (no older than 30 days before the OGMS/EGMS date).

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. Informative 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](http://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 OGMS/EGMS, in the first and second calling:
  - (a) the Convening Notice of the Ordinary/Extraordinary General Meeting of Shareholders;
  - (b) information/documents regarding the items included on the OGMS/EGMS agenda.
- (2) Starting on **27 March 2026** and will be available until (and including) the OGMS/EGMS date, at the first calling date or the second calling date:
  - (a) the information/documents/materials regarding the OGMS/EGMS agenda;
  - (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 OGMS/EGMS;
  - (d) the form of special powers of attorney to be used for voting by representative;
  - (e) the correspondence voting form;
  - (f) other information/documents regarding the items included on the OGMS/EGMS agenda.

In order to obtain hard copies of the documents mentioned at item 1 above, shareholders must submit written requests 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) or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company starting with **09 March 2026**. The Company shall provide the shareholders, through its Registry, 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 written requests 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](mailto:ir@electrica.ro), so that these are received by the Company starting with the date of publication (latest 27 March 2026). The Company shall provide the shareholders, through its Registry, 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 in item 1 and 2 letter. a), c), d), e), f) above regarding the EGMS, updated following the receipt of the Supplementation of the Agenda and republished, shareholders

will address written requests, in this regard, to the Company's Registry (which operates from Monday to Thursday, between 08:00 and 17:00 (Romanian time) and on Fridays between 08:00 and 14:30 (Romanian time), except for public holidays or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that they are received by the Company starting with **30 March 2024**. The Company will make available to shareholders, through the Company's Registry, copies of the requested documents within a maximum of 2 working days from the request. The documents will also be available on the Company's website, starting with **30 March 2026** at the latest, at [www.electrica.ro](http://www.electrica.ro), section "Investors > General Meeting of Shareholders.

### *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 OGMS/EGMS agenda or the Company's activity, prior to the OGMS/EGMS date. 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 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](mailto:ir@electrica.ro), so as to be received by the Company until **28 April 2026**, inclusively, stating clearly in writing in capital letters: "**QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE OGMS/EGMS DATED 29/30 APRIL 2026**".

Regarding the questions addressed in hard copy, they must be signed by the natural person shareholders or by the legal representatives of the legal person shareholders.

The Company shall answer these questions during the OGMS/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, in format question- answer, at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*.

### *IV. The right of shareholders and of the Board of Directors to add new items on the OGMS/EGMS agenda*

Shareholders representing, individually or together, at least 5% of the Company's share capital are entitled, within no more than 15 days of the publication of the OGMS/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 attesting the fulfilment of the identification requirements mentioned in section I above (*The identification requirements applicable to the shareholders*), 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 justification or by a draft resolution proposed to be adopted by the OGMS/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 OGMS/EGMS;
- (c) to be addressed to the Company's Board of Directors and submitted in writing, within the legal deadline, either (i) in hard copy (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 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](mailto:ir@electrica.ro), so as to be received by the Company until **25 March 2026, inclusively**. Both means of transmission must state clearly in writing in capital letters: "**PROPOSAL OF NEW ITEMS ON THE AGENDA – FOR THE OGMS/EGMS DATED 29/30 APRIL 2026**".

- (d) for the proposals submitted in hard copy, they must be signed by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

The supplementation of the OGMS/EGMS agenda may also be done by the Board of Directors of the Company, in compliance with all applicable legal requirements.

Supplemented convening notice and the updated corresponding documents will be available to the shareholders, latest on **30 March 2026**, 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/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders* and the supplemented convening notice will also be published in the *Official Gazette* of Romania and in a publication in accordance with the legal provisions.

V. *The shareholders' right to propose candidates for the position of director of the Company*

The Company's shareholders have the right to propose candidates for directors, to fill the vacant position, following the resignation of Ms. Valentina Siclovan, in accordance with the law and the Articles of Association. The proposals shall be submitted either (i) in hardcopy 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 at the registered office of the Company (in person or by courier services with confirmation of receipt), or (ii) by e-mail 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, to the address [ir@electrica.ro](mailto:ir@electrica.ro), so that they are received by **25 March 2026**. Both means of submission shall state clearly in writing in capital letters: "**CANDIDATE PROPOSAL - FOR THE OGMS DATED 29/30 APRIL 2026**".

Regarding the identification requirements for the shareholders, the proposals must be accompanied by documents attesting the fulfilment of the identification requirements mentioned in above Section I above (The identification requirements applicable to the shareholders).

Regarding the candidates, each proposal must be accompanied by at least the following documents:

- a) The candidate's Curriculum Vitae reflecting their professional training and experience;
- b) a copy of the candidate's identity card;
- c) supporting documents proving that proposals for independent candidates, meets the requirements under Article 18, para (2), letters a) – k) of the Articles of Association, including, but not limited to, an authenticated affidavit issued by the candidate certifying that the candidate meets all the independence criteria and conditions established by the law and the Articles of Association.

These documents will be verified by the Nomination and Remuneration Committee established within the Company's Board of Directors.

The preliminary list containing information related to name, city of residence, and professional qualification of the persons proposed as directors of the Company shall be made available to the shareholders starting with **9 March 2026** (but not earlier than first proposal was received) 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/en](http://www.electrica.ro/en), under *Investors* section -> *The General Meeting of Shareholders*.

The preliminary list will be periodically updated periodically as new proposals are received, at most once a day. According to article 19 letter B para 5, item (ii) of the Articles of Association of the Company, the Nomination and Remuneration Committee assesses all candidates' fulfilment of the eligibility criteria. Following this assessment, according to art. 19, letter B, para (5), item (iii) of the Company's Article of Associations, the Nomination and Remuneration Committee proposes and recommends the final list of candidates.

The final list containing information related to name, city of residence, and professional qualification of the persons proposed as directors of the Company, as well as the updated voting ballot form for the vote by correspondence and the updated form of special powers of attorney to be used for voting by representative, shall be made available to the shareholders as of **27 March 2026** at the Company's Registry Desk, as well as on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*.

In applying the legal provisions of Law 24/2017, the principles in the Company's Corporate Governance Code, and taking into account the provisions of the Bucharest Stock Exchange Corporate Governance Code ("BSE Code"), the Nomination and Remuneration Committee has developed and updated, and the Board of Directors of ELSA has approved, a Policy on the selection/nomination and suitability of the members of the Board of Directors and its related document – The Board Profile, to guide the process of selection, nomination, and suitability of the members of the Board. The Board Profile specifies the desired characteristics and traits of its members, including general aspects of the collective profile and the individual profile. This set of recommendations is made available by the Company to its shareholders.

The aforementioned Policy and Profile can be accessed on the Electrica website, in the section Investors > Corporate Governance > Corporate Policies.

### **Current situation of the Board of Directors:**

According to its Articles of Association, Electrica is administered in a one-tier (unitary) system, respectively as a board of directors formed of 7 (seven) non-executive directors (the "Board"). At least 4 (four) directors must be independent. The Romanian State, represented by the competent authority according to the law, will not be able to propose more than 3 (three) candidates for the positions of directors, members of the Board. The candidates for the other 4 (four) positions of directors will mandatorily be independent and will be proposed by the other shareholders.

As of the date hereof, of the 7 members of the Board, 6 are men and 1 is a woman. Of these, 6 were elected/re-elected by the GMS with mandates until 26 January 2028, and one Board member is appointed provisionally by the Board starting from 1 May 2025, until the date of the OGMS convened by this notice.

According to art. 175<sup>3</sup> of Law no. 24/2017, Electrica, as a company traded on a regulated market, has the obligation to achieve one of the objectives provided for in art. 109<sup>3</sup> para. (1) of the law by 30 June 2026, without affecting the current mandates, the provisions applying exclusively to new appointments.

In applying the provisions of art. 109<sup>3</sup> para. (1) lit. a) of Law no. 24/2017, the minimum number of non-executive directors belonging to the under-represented gender, necessary to achieve the objective of 40% provided in art. 109<sup>3</sup> para. (1), is 3 out of 7. The Company aims to improve the gender balance at the Board level, according to the legal provisions.

The Company informs the shareholders that failure to comply with the provisions of art. 109<sup>3</sup>, art. 109<sup>5</sup> and 109<sup>6</sup> of Law no. 24/2017 is sanctioned as follows: "*warning or a fine from RON 10,000 up to the higher of RON 20,000,000 or 5% of the total annual turnover, according to the latest available annual financial statements approved by the management body, or twice the value of the benefit resulting from the infringement or the loss avoided thereby, in cases where these can be determined.*" (art. 147, para. 1, lit. c), item 1. (ii), corroborated with art. 146 para. (1), lit. e)).

Thus, the Company makes the aforementioned policy and profile available to shareholders to guide the process through which they can propose candidates and the OGMS can appoint a candidate in the OGMS meeting convened by this notice.

Candidates for the position of independent director must meet the eligibility and independence criteria provided for in Law no. 31/1990, Law no. 24/2017, and the Company's Articles of Association.

The Company also recommends that shareholders comply with the provisions of the BSE Corporate Governance Code. Thus, shareholders proposing candidates for the position of independent director are recommended to accompany the proposal with a self-declaration by the candidate regarding the fulfillment of the criteria in the BSE Corporate Governance Code in force as of 1 January 2025, available at: <https://www.bvb.ro/Regulations/LegalFramework/BvbRegulations> .

### VI. Shareholders Participation in the OGMS/EGMS

The shareholders registered on the **Reference Date** in the Company's shareholders' register kept by Depozitarul Central SA may attend and vote in the OGMS/EGMS:

- 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 dedicated Electrica Voting platform (“Platform”).

**(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 OGMS/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 above (*The identification requirements applicable to shareholders*).

**(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 OGMS/EGMS may be done through a representative/proxy, who may be another shareholder or a third party, by completing and signing the special power of attorney form. In the event that items not included on the published agenda are discussed within the OGMS/EGMS, in accordance with the legal provisions, 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 OGMS/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 represented by a credit institution providing custody services, the latter may vote in the OGMS/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 cast 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 a single person to represent them at the OGMS/EGMS. However, a shareholder may appoint one or more substitute representatives by its power of attorney to ensure representation in the OGMS/EGMS in case the appointed representative is unable to fulfil its mandate. If several substitute representatives are appointed by the power of attorney, the shareholder shall establish 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 OGMS/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 whose behalf of which the credit institution participates and votes in the OGMS/EGMS;
- the fact 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), provided above, completed and signed by the shareholders, shall be submitted in writing either (i) in original (in the case of the special power of attorney and 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 including the mention of its conformity with the original under the representative’s signature (in what concerns the general power of attorney) in hard copy (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 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](mailto:ir@electrica.ro), so as to be received until **24 April 2026**,

inclusively (namely at least 2 (two) business days before the OGMS/EGMS takes place), under penalty of losing the right to vote in the OGMS/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 OGMS/EGMS DATED 29/30 APRIL 2026”**.

For identification purposes, the special power of attorney shall be accompanied by documents attesting the fulfilment of the identification requirements mentioned in section I above (*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, is valid without requiring 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 who received the mandate by the general power of attorney, stating 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 advanced electronic signature or qualified electronic signature, if the case.

The special and general powers of attorney are valid for both the first OGMS/EGMS calling and the second OGMS/EGMS calling, if the legal and/or statutory quorum conditions provided for holding the OGMS/EGMS at the first calling were not met.

The special or, as the case may be, general powers of attorney or the documents attesting to 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 OGMS/EGMS through 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) has been made available to shareholders by the Company starting with **27 March 2026**, on the Company’s website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*;
- (b) the special power of attorney form updated by the Company with the 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/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*, latest on **30 March 2026**. In event the shareholders do not send updated special powers of attorney, the special 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 3 (three) originals: one for the shareholder, one for the proxy, and one for the Company.

The Company accepts the notification of the appointment of representatives by electronic means at the e-mail address [ir@electrica.ro](mailto:ir@electrica.ro), according to the legal provisions of 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 advanced electronic signature or qualified electronic signature.

**(c) Voting by correspondence**

Shareholders may also cast their vote in the OGMS/EGMS by correspondence, by completing, signing, and properly transmitting the correspondence voting form.

The correspondence voting forms, completed and signed by the shareholders or by the representatives, shall be submitted in writing either (i) in original, in hard copy (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 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](mailto:ir@electrica.ro), so as to be received until **24 April 2026, inclusively**, namely at least 2 (two) business days before the OGMS/EGMS takes place, under penalty of losing the right to vote in the OGMS/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 OGMS/EGMS DATED 29/30 MARCH 2026"***.

The voting ballot by correspondence forms 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 by correspondence forms thus received are valid for both the first calling of the OGMS/EGMS and the second calling of the OGMS/EGMS, should the legal and/or statutory quorum conditions provided for holding the OGMS/EGMS at the first calling not be met.

The voting ballot form for voting by correspondence:

- (a) has been made available to the shareholders by the Company starting with **27 March 2026** on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*.
- (b) the voting ballot form updated by the Company with the 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/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*, latest on **30 March 2026**. In case the shareholders, or, after case, their proxy, do not send updated voting ballot forms by correspondence, the voting ballot by correspondence forms 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 OGMS/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 Electrica Voting platform ("Platform") available as follows:

- In any web browser, on any available electronic device (pc, laptop, tablet, phone etc.) by accessing the following link [electrica.voting.ro](http://electrica.voting.ro) ("Web Platform").
- On a smartphone or tablet via the Electrica IR app (available in Apple App Store and Google Play Store).

To use the Platform, a shareholder must create a user account. Authentication requires:

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) and/or LEI Code;
- first name and surname of the legal representative;
- the personal identification number of the legal representative;
- first name and surname and the personal identification number of the legal representative of the mandatary/custodian (natural person), only if applicable;
- 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, 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 OGMS/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 access to the voting platform for the current OGMS/EGMS, including voting, will be granted starting **8 April 2026**.

Individual shareholders who create their account in their own name through the Electrica IR Apps (on Apple or Google platforms), will be able to scan the identity document with their mobile phone/tablet and thus the account can be validated automatically, without the need for manual validation by the Electrica team, in consequence they receive immediate access to the Platform.

Users who already have accounts created before the date of this notice on the web platform [electrica.voting.ro](http://electrica.voting.ro) will be able to access the online Platform and the mobile applications using the same login credentials.

The Company's representatives will verify all the documents uploaded to the Platform when creating the account. After this verification, the user will receive an email confirming his registration as a shareholder with the right to vote in the OGMS/EGMS.

If Electrica' representatives identify the need to provide additional documents to validate their quality of shareholder, respectively representative of a shareholder, these will be requested by email, and the confirmation of registration as a shareholder with voting rights by Electrica will be done after completing the requested information/documents.

After creating the account, the shareholders can log in to the Platform online, before the OGMS/EGMS date, thus being able to vote on the items listed on the agenda. They can also participate and vote live during the OGMS/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 taken into consideration. The shareholders may check the registration of their votes in the dedicated section on the Platform.

Furthermore, shareholders can check after the conclusion of the OGMS/EGMS meeting how they voted and that the votes were validated for all the OGMS/EGMS meetings in which they participated. On demand (sent to [ir@electrica.ro](mailto:ir@electrica.ro)), they can also receive a confirmation email in this regard.

User accounts created through the platform may also be used to participate and vote in future General Shareholders' Meetings (GMS), without the need to recreate the account, provided that the respective user is a shareholder on the reference dates of the respective GMSs. Users can view their own votes in all GMSs in which they have voted.

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 its shareholders with 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](http://www.electrica.ro/en), *Investors* section -> *General Meeting of Shareholders* starting with the date of publishing of this Convening Notice.

**The access of the shareholders to the meeting room**, on the date set, is allowed: (i) in the case of natural persons shareholders or the legal representative of the shareholders, through the simple proof of identity, which consists of presenting in original the identification document, and (ii) in the case of legal persons shareholders and of represented natural persons shareholders, through the power of attorney given to the person that represents them and presenting the original 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 correspondence votes shall be made by a committee established within the Company, the members of which shall keep the document secure and ensure confidentiality of the votes cast. The powers of attorney shall also be verified by the technical secretary of the OGMS/EGMS.

#### **The access of other persons to the meeting room**

Any specialist, consultant, expert or financial analyst may participate in the General Meeting Shareholders on the basis of a prior invitation by the Board of Directors.

Accredited journalists may also participate in the General Meeting of Shareholders, except for the case in which the Chair of the Board of Directors decides otherwise. These will be able to participate by presenting their identity card and a badge which certifies the journalist's capacity.

The access to the above-mentioned persons in the meeting room, on the date set for the conducting of the respective General Meeting Shareholders, 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 whether the majority required to pass a resolution at a General Meeting of Shareholders.

Additional information regarding the **OGMS/EGMS** may be obtained from the Investors Relation Department, at the telephone number: +4021.208.5035, through e-mail at [ir@electrica.ro](mailto:ir@electrica.ro) and on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under the *Investors* section -> *General Meeting of Shareholders*.

**27 March 2026**

**CHAIR OF THE BOARD OF DIRECTORS  
MIHAI DIACONU**