

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

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

Report date: **29 June 2026**

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

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

Phone/fax no.: **004-021-2085035**

Fiscal Code: **RO 13267221**

Trade Register registration number: **J2000007425408**

Subscribed and paid in share capital: **RON 3,395,530,040**

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

**Significant events to be reported: Convening of the Extraordinary General Meeting of Shareholders of the Company on 19 August 2026**

In compliance with the Companies Law no. 31/1990 republished, Law no. 24/2017 on issuers of financial instruments and market operations, republished, and FSA Regulation No. 5/2018 on issuers of financial instruments and market operations, Societatea Energetică Electrica S.A. (**Electrica** or the **Company**) convenes the Extraordinary General Meeting of Shareholders (**EGMS**) on **19 August 2026, 10:00 o'clock (Romanian time)**.

The information materials related to the agenda of Electrica's EGMS shall be made available to the shareholders, in electronic format on the Company's website at [www.electrica.ro](http://www.electrica.ro), under the [Investors > General Meeting of Shareholders > 2026 GMS > General Meeting of Shareholders on 29 August 2026](#) section latest on **17 July 2026** and in hardcopy at Electrica's headquarters, starting with the date of publication on the website.

The convening of Electrica's EGMS was approved in the Company's Board of Directors meeting dated **29 June 2026**. In accordance with the legal provisions, the Convening Notice will be published in the Official Gazette of Romania Part IV and in the [online publication Financial Intelligence](#), on **30 June 2026**.

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 **23 July 2026 (Reference Date)** have the right to attend and cast their votes in the EGMS. Should there be a second calling of any of the meetings, the **Reference Date** remains the same, and the second calling is established through the convening notice for **20 August 2026**.

**Attached:** Convening Notice of the Extraordinary General Meeting of Shareholders of Societatea Energetică Electrica SA on 19 August 2026.

IR Contact: [ir@electrica.ro](mailto:ir@electrica.ro) ; +40731 796 111

**CEO**  
**Alexandru Aurelian Chirita**

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

**CONVENING NOTICE**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**SOCIETATEA ENERGETICĂ ELECTRICĂ S.A.**

The Board of Directors of **SOCIETATEA ENERGETICĂ ELECTRICĂ S.A.** (hereinafter the **Company** or **Electrica** or **ELSA**), headquartered in Bucharest, 9 Grigore Alexandrescu Str., district 1, registered with the Commercial Registry under number J2000007425408, sole registration code (CUI) RO 13267221, with a subscribed and entirely paid share capital of RON 3,395,530,040

pursuant to the minutes of the meeting of the board of directors (the **Board of Directors**) of the Company dated **29 June 2026**,

according to the provisions of the Companies Law No. 31/1990, republished, as subsequently amended, Law No. 24/2017 on the issuers of financial instruments and market operations, republished, as subsequently amended, 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**),

**CONVENES**

the Company's Extraordinary General Meeting of Shareholders (**EGMS**) on **19 August 2026** starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "*Radu Zane*" conference room;

Should the legal and/or statutory quorum for convening the EGMS not be met on the date mentioned above as the date of the first calling, a second EGMS shall be convened and established for **20 August 2026**, having the same agenda, starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "*Radu Zane*" conference room.

Only the persons registered as shareholders in the Company's shareholders' register held by Depozitarul Central S.A. at the end of the day on **23 July 2026 (Reference Date)** have the right to attend and cast their votes in the EGMS. Should there be a second calling of the EGMS, the **Reference Date** remains the same.

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

- 1. Approval of the investment project carried out by ELSA "Construction of electricity and thermal energy production capacities, auxiliary and related equipment/capacities, internal electrical grid, electrical transformer station, land enclosure, the supply of thermal energy for the Craiova District Heating System (SACET) ("Objective 1" – SACET CHP) and the supply of thermal energy for heating and technological processes for the industrial consumer FORD OTOSAN ROMANIA ("Objective 2" – Ford Otosan CHP) – in the Municipality of Craiova, Dolj County" ("The Craiova Project"), with a total investment value of up to EUR 235 million, plus VAT, for both investment objectives, and the approval of commencing the implementation of the investment.**

2. **Conclusion of the following contracts necessary for the implementation and operation of the investment under item 1:**
  - a) **The contract for the delegation of the production activity within the public district heating service in the Municipality of Craiova;**
  - b) **All the contracts and documents necessary for the implementation, financing, operation of The Craiova Project and of the related energy capacities, as well as any ancillary documents necessary for achieving the investment and operational objectives of the project.**
3. **Empowering the Board of Directors of ELSA, with the possibility of sub-delegation, so that, in the name and on behalf of the Company, it may:**
  - a) **represent it with full powers before any third parties in connection with the implementation and operation of The Craiova Project referred to under item 1 above, as proposed;**
  - b) **negotiate and sign the delegation contract provided under item 2.a) above, as well as the contracts necessary for the implementation and operation of The Craiova Project referred to under item 2.b), the related guarantee contracts (if applicable), any other addenda thereto, as well as any other documents necessary in connection with these contracts and/or with the project;**
  - c) **represent it with full powers before any third parties, negotiate and sign any documents necessary for the implementation of The Craiova Project referred to under item 1 above;**
  - d) **carry out any other lawful activity it deems necessary to fulfil the above-mentioned purpose.**

**The above mandate, including the possibility of sub-delegation, is granted also for any other amendments to the contracts, including but not limited to the scope, type, use, modification of the duration of the contracts and/or of the constituted guarantees.**

*Note: The contract referred to under item 2(a) will be negotiated starting from the draft version published within the concession procedure by open tender on SEAP (Romanian Electronic Public Procurement System) and annexed to the substantiation note, and will include the customary provisions applicable to projects developed within public district heating services, including provisions on the legal regime of the assets created during the term of the contract and the manner of their takeover upon termination of the delegation relationship, as well as provisions on the termination of the delegation contract. The assets created within the project will follow the legal regime provided by the delegation contract and by the legislation applicable to public district heating services, including with respect to the manner of their takeover by the Delegator.*

4. **With respect to the financing of the investment submitted for approval under item 1:**
  - 4.1. **Contracting by ELSA of one or more loans, in an amount of up to EUR 250 million (the RON equivalent at the NBR (National Bank of Romania) exchange rate as of the date of conclusion of the loan agreement(s)), in order to finance the investment works necessary for completing the energy capacities related to The Craiova Project;**

**Note. The loan agreement(s) referred to under item 4.1 represent possible alternatives to the financing facilities approved by the EGMS of ELSA dated 29 April 2026, to the extent that more advantageous financing options are identified for this type of project, without increasing the financing requirement for the investments taken into account in substantiating the EUR 1 billion ceiling for the issuance of bonds and the related bridge-to-bond loans, a ceiling approved by the EGMS of ELSA dated 29 April 2026.**

**4.2. Empowering the Board of Directors of ELSA, with the possibility of sub-delegation, so that, in the name and on behalf of the Company, it may:**

- a) represent it with full powers before any third parties in connection with the transaction under item 4.1 above, as proposed;**
- b) negotiate and accept the contractual/guarantee clauses, which will include, without limitation, the level of costs and fees, types of costs/amounts covered by guarantees, duration, obligations, prohibitions and liabilities, events of default, early repayment;**
- c) negotiate and accept the type, form and conditions of the guarantees;**
- d) sign the loan agreement, the related guarantee contracts, any other addenda thereto, as well as any other documents necessary in connection with these contracts;**
- e) carry out any other lawful activity it deems necessary for the above-mentioned purpose.**

**The above mandate, including the possibility of sub-delegation, is granted also for any other amendments to the contracts – within the value ceiling submitted for approval pursuant to item 4.1 – including but not limited to the scope, type, use, modification of the duration of the contracts and/or of the constituted guarantees.**

- 5. The centralization by ELSA of the existing credit facilities at the level of ELSA and Electrica's subsidiaries Electrica Furnizare ("EFSA"), Distribuție Energie Electrica Romania SA ("DEER") and FISE Electrica Serv SA („FISE”), with the exception of certain non-cash facilities whose total value is to be determined during the centralization process, through the contracting by ELSA of one or more loans from one or more commercial banks / banking syndicate / international financial institutions, up to a total amount of RON 8.7 billion (each referred to as a "Credit Agreement" and together as the "Credit Agreements") and the set up of the related guarantees. When establishing the threshold, the loans as reflected in the Simplified Interim Consolidated Financial Statements as of and for the three-month period ended 31 March 2026, were taken into account.**
- 6. The approval of the empowerment of ELSA's Board of Directors to take all measures, in the name and on behalf of ELSA, in order to initiate, conduct, and finalize all operations related to the centralization at ELSA's level of the existing financing facilities of ELSA and of the subsidiaries, as indicated in item 5 above, including, but not limited to:**
  - a) to approve individual financing transactions (contracting loans - within the value thresholds indicated in item 5), to be contracted by ELSA within the credit centralization operation, including the object of these contracts and the loan structure;**
  - b) to approve the non-cash facilities subject to the exception mentioned in item 5 above;**
  - c) to represent the Company with full powers before banks, financial institutions, affiliates, and any third parties;**
  - d) to negotiate, establish, and approve the terms and conditions of the new Credit Agreements and of the non-cash credit facilities, and of their related guarantees, which will include, without limitation: currency, interest rates, commissions, costs, amounts covered by guarantees, duration of the Credit Agreements/non-cash facilities and related guarantees, obligations, early repayments, contractual limitations (including regarding the set-up of guarantees, contracting of loans, or receipt/distribution of dividends) or events of default, liability, reimbursement of legal advisory costs for the banks' benefit if applicable (legal opinion on the contract), as well as the terms and conditions of any other contract or document related to the financing (including any mandate letter, fee letter, or other documents designated as "finance documents" under the new Credit Agreements);**
  - e) to negotiate and accept the type, form, and conditions of the guarantees and to establish their value (which may exceed the value of the Credit Agreements or non-cash facilities, as the case may be);**

- f) to sign the Credit Agreements, the guarantee agreements/related guarantees, to sign any of the documents provided under letter d) above, as well as any other documents provided in or in connection with the new Credit Agreements and related guarantees, including utilization requests, directors' certificates, compliance certificates, requests for waivers or consent from the financing Banks, or requests for the extension of the loan maturity, as well as any addenda thereto;
- g) to perform all necessary acts in connection with the conclusion, signing, and fulfillment of obligations under the new Credit Agreements/non-cash facilities, including contracting of consultants, legal or other areas, specialized in similar transactions, as well as any other necessary document for carrying out any related formalities; and
- h) to sign any other acts or documents, even if not mentioned in this resolution, but which are necessary to fulfill the above purposes for the proper implementation of the resolution, and to carry out any other legal activity it deems necessary for the aforementioned purpose.

The Board of Directors shall have the right to sub-delegate to the executive management of ELSA the activities and prerogatives constituting the above mandate.

The above mandate, including the possibility of sub-delegation, is also granted for any other amendments to the documents subject to the mandate under this item, within the approved loans threshold value, including but not limited to the purpose, type, utilization, duration etc.

7. The empowerment of ELSA's Board of Directors to take, in compliance with the threshold mentioned in item 5, all measures in the name and on behalf of ELSA for the granting of loans by ELSA to the subsidiaries EFSA, DEER, and FISE and/or the establishment of alternative mechanisms for the transfer to the subsidiaries of the liabilities undertaken by ELSA following the centralization of loans, including, but not limited to:
  - a) to approve individual intra-group loan transactions with EFSA, DEER, and FISE and/or the mechanisms for transferring to the subsidiaries the liabilities undertaken by ELSA following the centralization of loans at ELSA's level – within the threshold indicated in item 5 and the related guarantees (if applicable), including their value;
  - b) to represent the it with full powers before banks, financial institutions, affiliates, and any third parties;
  - c) to negotiate and accept the clauses of intra-group credit agreements/documents which will be concluded for the transfer of liabilities, of the guarantees (if applicable), which will include, without limitation: the type and level of costs and fees, types of costs/amounts covered by guarantees, duration of contracts and guarantees (if applicable), obligations, interdictions and liabilities, as well as the reimbursement of legal advisory costs for the benefit of the banks, if applicable (legal opinion on the contract), events of default, early repayment, and the right to distribute/receive dividends;
  - d) to negotiate and accept the type, form, and conditions of the guarantees, if applicable;
  - e) to sign the intra-group credit agreements/documents related to the transfer of liabilities undertaken by ELSA, the related guarantees (if applicable), any addenda thereto, as well as any other documents necessary in connection with these contracts/documents;
  - f) to perform any other legal activity it deems necessary for the aforementioned purpose.

The Board of Directors shall have the right to sub-delegate to the executive management of ELSA the activities and prerogatives constituting the above mandate.

The above mandate, including the possibility of sub-delegation, is also granted for any other amendments to the intra-group credit agreements/documents related to the debt

transfer from ELSA to the subsidiaries - within the approved value threshold under item 5 and the related guarantees (if applicable), including but not limited to the purpose, type, utilization, duration, etc.

8. The empowerment of ELSA's Board of Directors to grant the mandate to ELSA's representative in the EGMS of the subsidiaries DEER, EFSA, and FISE, considering ELSA's capacity as majority shareholder of DEER, EFSA, and FISE, to cast the vote regarding:

- a) the loans which will be included in the loan centralization process from the subsidiaries to ELSA and, if applicable, also the existing guarantees, as well as the non-cash facilities exempted from centralization and the exempted value;
- b) the guaranteeing by the subsidiaries of the Credit Agreements to be concluded by ELSA within the credit centralization operation, if applicable, for guarantees whose approval competence lies with the subsidiary's EGMS;
- c) contracting intra-group loans between ELSA and the subsidiaries and/or other mechanisms for transferring to the subsidiaries the liabilities undertaken by ELSA following the credit centralization process and the creation of the related guarantees, for guarantees whose approval competence lies with the subsidiary's EGMS.

The above mandate is also granted for any other amendments to the operations and documents subject to the mandate under this item, including but not limited to the purpose, type, utilization, duration, etc.

9. Empowerment of the Chairperson 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.

*Note: We point out that the approval of the resolutions proposed under items 2, 3 and 4 will be necessary only to the extent that the investment under item 1 is approved. Likewise, the investment proposed under item 1 can be carried out only to the extent that the decisions proposed under items 2 and 3 are approved. Also, the approval of the resolutions proposed under items 6, 7 and 8 will be necessary only to the extent that the operation under item 5 is approved. Likewise, the operation proposed under item 5 can be carried out only to the extent that the resolutions proposed under items 6, 7 and 8 are approved.*

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## DETAILS ON THE EGMS

### *I. The identification requirements applicable to the shareholders*

The identification requirements applicable for the natural person shareholder and/or for his/her proxy and/or for the legal representative/proxy of the legal entity shareholder are:

- (a) for **natural persons shareholders**:
  - (i) to be accompanied by the shareholder's identification document or, as the case may be, a copy of the shareholder's identification document (ID for Romanian citizens or passport for foreign citizens), allowing their identification in the Company's shareholders' register held by Depozitarul Central SA;
  - (ii) the acknowledgement of the proxy capacity shall be based on the special power of attorney or the general power of attorney issued by the shareholder; the general power of attorney may be granted only to an "intermediary" as defined in the capital market legislation, or

to a lawyer; the general power of attorney will be accepted without requiring additional documents regarding the shareholder, if it complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power of attorney, indicating that:

- the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- the general power of attorney is signed by the shareholder, including by attaching an advanced electronic signature or qualified electronic signature if applicable.

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

If the shareholder is represented by a credit institution providing custody services, the credit institution may vote at the EGMS on the basis of voting instructions received by electronic means of communication, without the need of a special or general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the **Reference Date**.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.

- (iii) copy of the identification document of the proxy or the representative of the proxy that are natural persons (ID for Romanian citizens or passport for foreign citizens),
- (iv) in case of votes submitted by a legal person proxy: the proof of the natural person's capacity that represents the legal person proxy shall be made by an ascertaining certificate of the legal person representative (not older than 30 days at the date of the EGMS)/documents similar to the ones mentioned above (not older than 30 days at the date of the EGMS) or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the EGMS).

## **AND**

### **(b) for legal persons shareholders:**

- (i) acknowledgement/confirmation of the legal representative capacity shall be based on the list of shareholders received from Depozitarul Central SA; nevertheless, if the shareholder/the person having this obligation has not timely informed Depozitarul Central SA with respect to its legal representative (so that the shareholders' register reflects this on the **Reference Date**), then the ascertaining certificate (not older than 30 days at the date of the EGMS)/documents similar to those mentioned above (not older than 30 days at the date of the EGMS) must prove the legal 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 conventional representative/proxy capacity shall be based on the special power of attorney issued by the legal representative of the shareholder, identified according to letter (i) above or based on the general power of attorney issued by the legal representative of the shareholder (the latter may be granted only to an “intermediary” as defined in the capital market legislation, or to a lawyer) or, in the case of shareholders that are international organizations, based on a special or general power of attorney (the latter may be granted only to an “intermediary” as defined in the capital market legislation, or to a lawyer) granted under the standard procedure used by that organization, accompanied by all the supporting documents on the 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 credit institution may vote at the EGMS on the basis of voting instructions received by electronic means of communication, without the need of a general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from 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 at the EGMS provided that it submits a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.

- (iii) copy of the identification document of the legal representative/proxy (ID for Romanian citizens or passport for foreign citizens);
- (iv) in case of votes submitted by legal person proxy: the 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 at the date of the EGMS)/ documents similar to those mentioned above (not older than 30 days at the date of the EGMS) or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the EGMS).

The documents certifying the capacity of the legal/conventional representative/proxy that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorized translator in Romanian and/or in English.

## *II. Information materials regarding the agenda*

The following documents shall be made available to the shareholders, in Romanian and in English, in electronic format, on the Company's website at [www.electrica.ro/en](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 EGMS, in the first and second calling:
  - (a) the Extraordinary General Meeting of Shareholders Convening Notice;
  - (b) information/documents regarding the items included on the agenda of the EGMS.
- (2) Latest on **17 July 2026** and will be available until (and including) the date of the EGMS, at the first calling date or the second calling date:
  - (a) the information/documents/materials regarding the agenda of the EGMS;
  - (b) the total number of shares and the voting rights at the calling date;
  - (c) the full text of the draft resolutions proposed to be adopted by the EGMS;
  - (d) the form of special powers of attorney to be used for voting by representative;
  - (e) the voting ballot form for the vote by correspondence;
  - (f) other information/documents regarding the items included on the agenda of the EGMS.

The documents mentioned at items 1 and 2, items (a), (c), (d), (e) and (f) shall be updated and republished at the latest on **22 July 2026** if new items will be added to the EGMS agenda.

In order to obtain hard copies of the documents mentioned at item 1 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time) or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company starting with **30 June 2026**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within a maximum of 2 business days of the request.

In order to obtain hard copies of the documents mentioned at item 2 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time) excluding public holidays or to the email address [ir@electrica.ro](mailto:ir@electrica.ro), so that these are received by the Company starting with the date of publication (**latest on 17 July 2026**). The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within a maximum of 2 business days of the request.

## *III. Questions regarding the agenda/the Company's activity*

The Company's shareholders, subject to fulfilling the identification requirements set out above in Section I (*The identification requirements applicable to the shareholders*), may ask questions in writing, in Romanian or in English, regarding the items on the agenda of the EGMS, the Company's activity, prior to the date of the EGMS. These questions shall be addressed to the Company's Board of Directors and shall be sent either (i) in hardcopy (in person or by post/courier services, with confirmation of receipt), at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays or (ii) via e-mail, with 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 **18 August 2026**, inclusively, stating clearly in writing in capital letters: “**QUESTIONS REGARDING THE AGENDA/THE COMPANY’S ACTIVITY – FOR THE EGMS DATED 19/20 AUGUST 2026**”.

As regards questions addressed in hardcopy, they must be signed by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

The Company shall answer these questions during the EGMS meeting and it may give a general answer to questions with the same content. Also, an answer is considered given if the relevant information is available on the Company’s website, 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 EGMS agenda

Shareholders representing, individually or together, at least 5% of the Company’s share capital are entitled, within no more than 15 days from the publication of the EGMS convening notice, to request in writing that new items are added on the general meeting’s agenda.

These requests made by the shareholders must fulfil the following cumulative conditions:

- (a) to be accompanied by documents evidencing the fulfilment of the identification requirements mentioned in section I (*The identification requirements applicable to the shareholders*) above, applicable both to the shareholders that are natural persons and/or to the legal representative of the shareholders that are legal persons and that request the addition of new items on the agenda, and that shall be sent to the Company as per the provisions of letter (c) below;
- (b) each new item to be accompanied by a justification or by a draft resolution proposed to be adopted by the EGMS. Those shareholders are also entitled to present in writing draft resolutions for the items included or proposed to be included on the agenda of the EGMS;
- (c) to be addressed to the Company’s Board of Directors and submitted in writing, within the legal deadline, either (i) in hardcopy (in person or by post/courier services, with confirmation of receipt), at the Company’s Registry Desk at the Company’s, or (ii) via e-mail, with 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 **16 July 2026, inclusively**. Both means of transmission must state clearly in writing in capital letters: “**PROPOSAL OF NEW ITEMS ON THE AGENDA – FOR THE EGMS DATED 19/20 AUGUST 2026**”;
- (d) for the proposals submitted in hardcopy, they must be signed by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

The completion of the agenda of the EGMS may also be made by the Board of Directors of the Company, in compliance with all applicable legal requirements.

If the case, the supplemented convening notice and the updated corresponding documents will be available to the shareholders, latest on **22 July 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. Participation of the shareholders to the EGMS

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

- in person by direct vote;
- through a representative with a special or general power of attorney (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer) or by a credit institution providing custody services;
- by correspondence;
- by electronic means using the 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 EGMS by the mere proof of their identity, and their legal representatives', respectively, as the case may be, according to the identification requirements mentioned in Section I (*The identification requirements applicable to the shareholders*) above.

### **(b) Voting through a representative with a special or a general power of attorney or by a credit institution providing custody services**

The representation of shareholders in the EGMS may be done through a representative/proxy, who may be another shareholder or a third party, by filling in and signing the form for the special power of attorney. In case of the discussion within the EGMS, in accordance with the legal provisions, of items not included on the published agenda, the proxy may vote in their respect according to the interest of the represented shareholder.

A shareholder may also grant a valid general power of attorney for a period **that shall not exceed 3 years, unless the parties did not stipulated a longer period**, allowing its representative to vote in all matters debated by the EGMS, including the acts of disposal, under the condition that the power of attorney is granted by the shareholder, as client, to an "intermediary", as defined in the capital market legislation, or to a lawyer. In case the shareholder is represented by a credit institution providing custody services, the latter may vote in the EGMS based on the voting instructions received by way of electronic communication means, without being necessary the issuance of a special power of attorney or a general one. The custodian bank shall vote solely in accordance with and within the limits of instructions received from its clients, in their capacity as shareholders at the **Reference Date**. The general powers of attorney, as the case may be, and the votes 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 only one person to represent it at the EGMS. Nevertheless, a shareholder may appoint by its power of attorney one or more substitute representatives to ensure its representation in the EGMS in case the appointed representative is unable to fulfil its mandate. If by the power of attorney more substitute representatives are appointed, the shareholder shall determine the order in which they will exercise their mandate.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- that the credit institution provides custody services to that shareholder.

The special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer or of the credit institution providing custody services and the general power of attorney (before being used for the first time), mentioned above, filled in and signed by the shareholders, shall be submitted in writing either (i) in original (in what concerns the special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer and of the credit institution providing custody services) or in copy containing the mention of its conformity with the original under the representative's signature (in what concerns the general power of attorney) in hardcopy (in person or by post/ courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays or (ii) via e-mail, with 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 **14 August 2026**, inclusively (namely at least 2 (two) business days before the EGMS takes place), under penalty of losing the right to vote in the EGMS, signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: **"POWER OF ATTORNEY – FOR THE EGMS DATED 19/20 AUGUST 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 (*The identification requirements applicable to the shareholders*).

The general power of attorney granted by a shareholder, as client, to an intermediary, as defined in the capital market legislation, or to a lawyer, shall be valid without presenting other additional documents relating to that shareholder, if the power of attorney is drafted according to Regulation no. 5/2018 on the issuers of financial instruments and market operations, is signed by the shareholder in question and is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer that has received the mandate by the general power of attorney, evidencing that: (i) the power of attorney is granted by that shareholder, as client, to the intermediary, as defined in the capital market legislation, or to the lawyer, as the case may be, and (ii) the general power of attorney is signed by the shareholder, inclusively by adding an advanced electronic signature or qualified electronic signature, if the case.

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

The special or, as the case may be, general powers of attorney or the documents attesting the capacity of the legal representatives shall be retained by the Company and a mention in this regard shall be made in the minutes of the meeting.

The shareholders cannot be represented in the EGMS through a general power of attorney by a person that is in a situation of conflict of interests according to art. 105 para. (15), of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished. The proxy cannot be substituted by another person (except for the case when a substitute representative is appointed). If the proxy is a legal person, it may execute the granted proxy through any person that is part of the administrative or management body or any of its employees, subject to the identification requirements set out in Section I above (*The identification requirements applicable to the shareholders*).

The special power of attorney form:

- (a) shall be made available to the shareholders by the Company latest on **17 July 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 shall be updated by the Company if there will be new items added on the agenda of the EGMS and the updated version shall be published on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*, latest on **22 July 2026**. In case the agenda is supplemented/updated and 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 three (3) originals: one for the shareholder, one for the proxy, and one for the Company.

The Company accepts the appointment of representatives by electronic means, (notification sent to) 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**

Casting the shareholders' vote in the EGMS may also be done by correspondence, by duly filling in, signing, and transmitting the voting ballot form for voting by correspondence.

The voting ballot forms for voting by correspondence, filled in and signed by the shareholders or by the representatives of the shareholders, shall be submitted in writing either (i) in original, in hardcopy (in person or by post/courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays or (ii) via e-mail, with 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 **14 August 2026, inclusively**, namely at least 2 (two) business days before the EGMS takes place, under penalty of losing the right to vote in the EGMS, signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must be stated clearly in writing in capital letters: **"VOTING BALLOT FORMS FOR VOTING BY CORRESPONDENCE – FOR THE EGMS DATED 19/20 AUGUST 2026"**.

The voting ballot forms for voting by correspondence shall be accompanied by documents attesting the fulfilment of the applicable identification requirements mentioned in Section I above (*The identification requirements applicable to the shareholders*) and submitting the empowerments / related declarations.

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

The voting ballot form for voting by correspondence:

- (a) shall be made available to the shareholders by the Company latest on **17 July 2026** on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*.
- (b) shall be updated by the Company if there will be new items added on the agenda of the EGMS and the updated version shall be published on the Company's website at [www.electrica.ro/en](http://www.electrica.ro/en), under *Investors* section -> *General Meeting of Shareholders*, latest on **22 July 2026**. In case the agenda is supplemented/ updated and the shareholders, or, as case, their proxy, do not send updated voting ballot forms for voting by correspondence, the voting ballot forms for voting by correspondence submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that are also found on the initial agenda.

**(d) Electronic vote**

Shareholders registered in Company's Shareholders Register held by Depozitarul Central S.A, at the Reference Date may also participate and vote in the EGMS by using electronic means of voting in accordance with art. 197 of FSA Regulation no. 5/2018, par (1)-(6) on any device connected to the Internet, using a dedicated 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).
- 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 this 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 mandatory/custodian (natural person), only if applicable;
- email address;
- documents certifying compliance with the requirements set out in Section I of the this 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 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 EGMS, including voting, will be granted starting **30 July 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 EGMS.

If Electrica's 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 EGMS date, thus being able to vote on the items listed on the agenda. They can also participate and vote live during the EGMS (through the Platform, remotely or even if they are present in the meeting room). The shareholders can log in and vote whenever they want during the subsequent period of the account activation and/or live, the last voting option (before the expiration of the dedicated voting session) being the one taken into consideration. The shareholders may check the registration of their votes in the dedicated section on the Platform.

Furthermore, shareholders can check in the Platform, after the conclusion of the EGMS meeting, how they voted and if the votes were validated for all the EGMS meeting 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 (GMSs), 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 shareholders access in the meeting room**, on the date set for holding the meeting, is allowed: (i) as regards shareholders that are natural persons or the legal representative of the shareholders that are legal persons, though the simple proof of identity, which consists of presenting in original the identification document, and (ii) as regards shareholders that are legal persons and of shareholders that are natural persons and participate by representative, through the power of attorney given to the person that represents them and presenting in original the identification document of the legal representative/proxy.

The verification and validation of the submitted special/general powers of attorney, as well as the centralization, verification, validation, and recording of votes by correspondence shall be made by a commission established within the Company, the members of which shall keep safe the document and ensure confidentiality of the votes cast as such. The powers of attorney shall be also verified by the technical secretary of the EGMS.

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

Any specialist, consultant, expert or financial analyst can participate in the general shareholders meeting on the basis of a prior invitation by the Board of Directors.

The accredited journalists can participate, as well, in the general meeting of shareholders, except the case in which the Chairperson of the Board of Directors decides otherwise. These will be able to participate by presenting the identity card and a badge which certifies the journalist capacity.

The access of the above-mentioned persons in the meeting room on the date established for the respective general meeting of shareholders is allowed by proof of identity, which consists of presenting the original identification document, and for the specialists, consultants, experts or financial analysts only by invitation made by the Board of Directors.

The "abstention" vote shall not be deemed to be a vote cast for the purpose of determining the majority required to pass a resolution at a general meeting of shareholders.

Additional information regarding the EGMS may be obtained from the Investors Relation Department, at the telephone number: +4021.208.5035, through e-mail at [ir@electrica.ro](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*.

**29 June 2026**

**CHAIRPERSON OF THE BOARD OF DIRECTORS**

**MIHAI DIACONU**