

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

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

Report date: **25 April 2024**

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

Headquarters: **9 Grigore Alexandrescu Street, 1<sup>st</sup> District, Bucharest, Romania**

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

Fiscal Code: **RO 13267221**

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

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

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

**Significant events to be reported:**

**The resolution of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. (“Electrica” or the “Company”) of 25 April 2024**

Electrica hereby informs that, on 25 April 2024, the **Extraordinary General Meeting of Shareholders (EGMS) of Electrica** took place at the Company’s headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, “*Radu Zane*” conference room, starting at 12:00 o’clock (Romanian time), respectively, being duly held in accordance with the legal and statutory provisions upon the first calling.

The **EGMS of Electrica** was attended by the shareholders registered in the shareholder’s register kept by Depozitarul Central S.A. as of 27 March 2024, set as reference date, in person, by representative or through vote by correspondence, the quorum met being **90.6450%** of the total voting rights and **88.8421%** of the share capital of the Company.

The meeting was chaired by Mr. Dumitru Chirita, the Chairman of Electrica’s Board of Directors.

Within the **EGMS**, Electrica’s shareholders **approved** the following (as per the numbering on the agenda) with legal and statutory majority:

- 2.** The cancellation of its own shares in a number of 6,890,593, which represent 1.988951% of the share capital, obtained thorough the stabilisation that took place within the Initial Public Offering (IPO) from June 2014.
- 3.** The reduction of the share capital with a number of 6,890,593 cancelled own shares, respectively the reduction of the share capital of the company from RON 3,464,435,970 to RON 3,395,530,040.
- 4.** The reduction of the social parts from 346,443,597 shares to 339,530,004 shares.

5. The amendment of Article 6 of Chapter 3 „Social Capital. Shares” from the Articles of Association, which will have the following content:

„CHAPTER 3

SHARE CAPITAL. SHARES

Art. 6 Share capital

- (1) *The share capital of the Company is of RON 3,395,530,040, subscribed and fully paid in.*
- (2) *The structure of the share capital is as follows:*
  - a. *In kind contribution of RON 41,419,110 (representing plots of land and construction); and*
  - b. *Cash contribution of RON 3,019,140,930.00 and USD 104,011,799.41 (at an exchange rate of 3.2205 RON/USD).*
- (3) *The share capital is divided into 339,553,004 nominative shares with a nominal value of RON 10 each.*
- (4) *The share capital is held as follows:*
  - a. *The Romanian State, represented by the competent authority according to the law, holds 169,046,299 shares, having a total nominal value of RON 1,690,462,990, out of which RON 41,419,110 contribution in kind (representing plots of land and constructions), in respect of which it has been granted a number of 4,141,911 shares, representing 49.7850% of the subscribed share capital;*
  - b. *Shareholders – list type (natural persons and legal entities), hold a number of 170,506,705 shares, having a total nominal value of RON 1,705,067,050, composed of cash contribution of RON 1,370,097,050 and USD 104,011,799.41 (at an exchange rate of 3.2205 RON/USD), representing 50,2150% of the share capital.*

*The share capital does not include assets such as those provided by article 136 paragraph (4) of the Constitution.”*

6. The empowerment of the Chair of the Board of Directors to sign the Articles of Association of Societatea Energetică Electrica S.A., updated in accordance with the resolution adopted at the previous item.

7. The 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.

In the same time, Electrica’s shareholders **rejected item 1 on the agenda, respectively:**

**1.1.** The ceiling of up to EUR 300.000.000 for a bond issue or several subsequent issues of green bonds or sustainability-linked bonds, or a mix thereof, of Societatea Energetica Electrica S.A. (ELSA) for the period 2024-2025, which may be denominated in both RON and other currencies and may be issued on the Romanian or international capital market (EU and USA) on the basis of a flexible structure, with a fixed or variable interest rate (including the possibility of including a step-up or step-down mechanism for Bonds whose terms and conditions will be correlated with ELSA's sustainability objectives). The bonds will be nominative, non-convertible, non-guaranteed, in dematerialized form by registration in the account, will be part of the same class of securities and may be issued for a maximum maturity of up to 10 years and will be sold through the Offer for Sale addressed to investors from the capital market, through a financial investment services company / credit institution / intermediation syndicate/ entities of their nature authorized in member or non-member states to provide investment services and activities (the "Intermediary"), according to the applicable local, European or international capital market legislation and will be admitted to trading on a regulated market.

**1.2.** Mandating of the Board of Directors of Societatea Energetica Electrica S.A. (ELSA) to take all measures, in the name and on behalf of Societatea Energetica Electrica SA, in accordance with the main terms and conditions approved by the EGMS according to item 1.1, in order to initiate, carry out and complete the bond

issuance operations within the ceiling of EUR 300,000,000, including by, but not limited to, the following:

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

The Board of Directors may delegate to the executive management of ELSA the undertaking of certain or all of the operational activities required to implement the operations of bond issuance above mentioned on item 1.1.

**Chairman of the meeting**  
**Dumitru Chirita**