S.P.E.E.H. Hidroelectrica S.A.
Two-tier system Company
15-17 Ion Mihalache Blvd., District 1, Bucharest
Tower Center Building, 10-15 floors
RO 13267213, J40/7426/2000
Share Capital: RON 4.498.025.670

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

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

Report Date: 15 December 2023

Company name: S.P.E.E.H. HIDROELECTRICA S.A. (Hidroelectrica)

Headquarters: 15-17 Ion Mihalache Blvd., Tower Center Building, 10-15 floors District 1, Bucharest

Phone/fax no.: 021.30.32.500

Fiscal Code: RO13267213

Trade Register registration number: J40/7426/2000

Subscribed and paid in share capital: RON 4.498.025.670

Regulated market where the issued securities are traded: Bucharest Stock Exchange (BSE)

Significant events to be reported: Convening of the Ordinary General Meeting of Shareholders and of the Extraordinary General Meeting of Shareholders of S.P.E.E.H. Hidroelectrica S.A. (Hidroelectrica) for 22 January 2024

In accordance with the Law no. 31/1990 on companies, republished, Law no. 24/2017 on issuers of financial instruments and market operations, republished, FSA Regulation no. 5/2018 on issuers of financial instruments and market operations and Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises,

Hidroelectrica convenes the Ordinary General Meeting of Shareholders (OGMS) on 22 January 2024, 12:00 (Romanian time) at ROMEXPO, 65-67, Marasti Blvd., Titulescu Hall, Pavilion B3, District 1, Bucharest, and

the Extraordinary General Meeting of Shareholders (EGMS) for 22 January 2024 at 14:00 (Romanian time) at ROMEXPO, 65-67, Marasti Blvd., Titulescu Hall, Pavilion B3, District 1, Bucharest.

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Starting with **20 December 2023 at 12:00 (Romanian time),** the informaton materials related to the issues included on the agenda, the voting documents and the draft resolutions proposed for adoption to the general meetings will be available on the Company's website, www.hidroelectrica.ro, Investor Relations Section - > the General Meeting of Shareholders and at the Company's Registry 15-17, Ion Mihalache Boulevard, floor 10 - 15, District 1, Bucharest, operating from Monday to Thursday between 08:00 - 16:30 and Friday between 08:00 - 14:00, except for public holidays.

Annex:
Convening Notice for the Ordinary General Meeting and Extraordinary General Meeting of Shareholders of Hidroelectrica for 22 January 2024.

Karoly BORBELY
Chairman of the Management Board – CEO

Marian FETITA
Member of the Management Board – CFO

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The translation of the documents from Romanian into English is unauthorized translation. In case of inconsistencies between the information provided in Romanian and those provided in English, Romanian language will prevail.

CONVENING NOTICE
OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOCIETATEA DE PRODUCERE A ENERGIEI ELECTRICE ÎN HIDROCENTRALE HIDROELECTRICA S.A.

The Management Board of Societatea De Producere A Energiei Electrice în Hidrocentrale HIDROELECTRICA S.A. (*hereinafter referred to as "Hidroelectrica" or "the Company*"), a joint stock company, managed in a two-tier system, established and operating in accordance with Romanian legislation, registered with the Trade Register Office attached to the Bucharest Tribunal under no. J40/7426/2000, Sole Registration Code 13267213, Tax Registration Code RO13267213, ISIN code RO4Q0Z5RO1B6, having its headquarters in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, having subscribed and paid share capital in the amount of RON 4,498,025,670,

CONSIDERING

- The provisions of art. 10.1. and 10.3. of the Articles of Association of the Company in force, applicable as of July 12, 2023, annex to EGMS Resolution no. 16 of 22.06.2023 ("Articles of Association");
- The provisions of Law no. 31/1990 on companies, republished, with subsequent amendments and completions;
- Emergency Ordinance no. 109/2011 on corporate governance of public enterprises with subsequent amendments and completions;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished;
- The provisions of the Financial Supervisory Authority (FSA) Regulation no. 5/2018 on issuers of financial instruments and market operations;

CONVENES

- **Hidroelectrica's Ordinary General Meeting of Shareholders ("OGMS") for 22 January 2024 at 12:00 (Romanian time) at ROMEXPO, 65-67, Marasti Blvd., Titulescu Hall, Pavilion B3, District 1, Bucharest, and**

- **Hidroelectrica's Extraordinary General Meeting of Shareholders ("EGMS") for 22 January 2024 at 14:00 (Romanian time) at ROMEXPO, 65-67, Marasti Blvd., Titulescu Hall, Pavilion B3, District 1, Bucharest.**

Only persons who are registered as shareholders of Hidroelectrica on **11 January 2024 ("the Reference Date")** in the shareholders' register issued by Depozitarul Central S.A. have the right to participate and vote in the OGMS/EGMS.

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Share Capital: RON 4.498.025.670

The agenda of the Ordinary General Meeting of Shareholders is as follows:

1. Election of 2 (two) members of the Supervisory Board of S.P.E.E.H. Hidroelectrica S.A., starting with the date of the meeting, in accordance with the provisions of art. 29 of GEO no. 109/2011 on corporate governance of public enterprises, the form in force at the date of adoption of the OGMS Resolution no. 10 of 28 March 2023 (secret ballot).

2. Election of 1 (one) member of the Supervisory Board of S.P.E.E.H. Hidroelectrica S.A., starting with the date of the meeting, in accordance with the provisions of art. 13.9 and 13.10 of the Articles of Association of S.P.E.E.H. Hidroelectrica S.A. in force (secret ballot).

3. Approval of the term of the mandates of the members of the Supervisory Board of S.P.E.E.H. Hidroelectrica S.A. elected on items 1 and 2 of the agenda of the OGMS, starting with the date of the meeting, until 28 March 2027, duration coinciding with the remaining duration of the mandate granted to the members of the Supervisory Board of S.P.E.E.H. Hidroelectrica S.A. who are currently in office.

4. Approval of the monthly gross fixed indemnity of the members of the Supervisory Board of S.P.E.E.H. Hidroelectrica S.A. elected on items 1 and 2 of the agenda of the OGMS, as equal to 2 (two) times the average monthly gross average salary for the last 12 months for the activity carried out according to the main object of activity registered by the company, at wage class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to appointment.

5. Approval of the conclusion of the mandate contract with the members of the Supervisory Board of S.P.E.E.H. Hidroelectrica S.A. elected on items 1 and 2 of the agenda of the OGMS, in the form proposed by the Ministry of Energy at the OGMS as of 28 March 2023 and approved by shareholders by OGMS Resolution no. 10 of 28 March 2023, which coincides with the form of mandate contracts of members who are currently in office.

6. Approval of the mandate of the Romanian State through the Ministry of Energy shareholders' representative in the Ordinary General Meeting of Shareholders to sign the mandate contracts of the new members of the Supervisory Board elected on items 1 and 2 of the agenda of the OGMS.

7. Information of the General Meeting of Shareholders regarding the Activity Report of the Supervisory Board for the first Half of 2023.

8. Empowering the Chairman of the Management Board / President of the meeting to sign the OGMS resolutions and any other documents related thereto and to fulfill any act or

formality required by law for registration, ensuring opposability to third parties and fulfilling OGMS Resolutions, including the formalities for their publication and registration with the Trade Registry or any other public institution. The Chairman of the meeting may delegate all or part of the powers conferred above to any person competent to fulfil this mandate.

The agenda of the Extraordinary General Meeting of Shareholders is as follows:

1. Approval of the transaction and of the Transaction Documents regarding the acquisition of the Business from U.C.M. Reșița S.A., and authorization of the Management Board of Hidroelectrica to undertake all necessary steps for finalizing and signing of all documents required for the completion of the Business transfer.

2. Approval (i) of the set up by Hidroelectrica of a limited liability company ("S.R.L."), which will take over the Business from U.C.M. Resita S.A., which will be named "Uzina de Constructii Masini Hidroenergetice S.R.L.", with a share capital of RON 119,650,000 (to be subscribed and paid up by Hidroelectrica as sole shareholder), and will have the main business activity under NACE code 2811 - Manufacture of engines and turbines (except for aircraft, vehicles, and motorcycles) and (ii) the empowerment of Hidroelectrica's Management Board to take all necessary steps for the establishment and functioning of the newly created company, including to determine the secondary business activities, the members of the management bodies, and other governance elements of this company, and to sign the articles of association of the newly created company.

3. Approval of the new technical and economic indicators of the investment objective "Surduc-Siriu Hydropower Development", according to the values resulting from the documentation of the Feasibility Study for updating the technical and economic indicators of the investment objective "Surduc-Siriu Hydropower Development" – 2023 edition carried out by the Engineering Design Department S.P.E.E.H. Hidroelectrica S.A.

4. Information of the General Meeting of Shareholders regarding the conclusion of the bilateral electricity sale/purchase agreement no. 2177/30.08.2023 concluded between SN Nuclearelectrica S.A. as seller and SPEEH Hidroelectrica S.A. as buyer.

5. Approval of the documentation based on which the Certificate of Attestation of Ownership of the lands belonging to S.P.E.E.H. Hidroelectrica S.A occupied by: MHC Zervești – small hydropower plant is to be obtained.

6. Empowering the President of the Management Board / Chairman of the meeting to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto and to fulfill any act or formality required by law for registration, ensuring enforceability to third parties and fulfilling EGMS resolutions, including the formalities

for their publication and registration with the Trade Registry or any other public institution. The Chairman of the meeting may delegate all or part of the powers conferred above to any person competent to fulfil this mandate.

In case of non-fulfillment of the legal conditions for holding the OGMS / EGMS on the date of the first convening, a new OGMS / EGMS is convened, as the case may be, on **23 January 2024,** as follows:

- **For OGMS, 12:00 (Romanian time) at ROMEXPO, 65-67, Marasti Blvd., Titulescu Hall, Pavilion B3, District 1, Bucharest, and**
- **For EGMS, 14:00 (Romanian time) at ROMEXPO, 65-67, Marasti Blvd., Titulescu Hall, Pavilion B3, District 1, Bucharest.**

In this case, the reference date set for identifying the shareholders entitled to participate and vote in the OGMS/EGMS shall remain the same.

Clarifications regarding the OGMS:

Secret voting is mandatory for the appointment of members of the Supervisory Board. Considering the fact that on the agenda of the OGMS there are resolutions that require a secret vote, the vote of the shareholders participating in person or by representative, as well as those who vote by correspondence, will be expressed by means that do not allow it to be unraveled except by members of the secretariat in charge of counting the secret votes cast and only when the other votes cast in secret by the shareholders present or the representatives of the shareholders participating in the meeting are also known. In the case of voting by proxy, revealing the vote to him, before the GMS, does not represent a violation of the requirement regarding the secrecy of the vote.

Pursuant to Article 13.10. of the Articles of Association of S.P.E.E.H. Hidroelectrica S.A. in force, *"The members of the Supervisory Board are selected in accordance with the legal provisions regarding the corporate governance of public enterprises and are appointed by the Ordinary General Meeting of Shareholders. The Romanian State, represented by the competent authority according to the law, may not propose more than 6 (six) candidates for the position of a member of the Supervisory Board."*

The list containing information on the name, domicile and professional qualification of the persons proposed for the position of member of the Supervisory Board is available to shareholders on the Company's website, www.hidroelectrica.ro, Investor Relations Section - General Meeting of Shareholders, which can be consulted and completed by shareholders.

The proposals for the positions of members of the Supervisory Board, by reference to art. 13.10 of the Articles of Association of the Company, will be made as follows:

i. For item 1 on the agenda of the OGMS, the majority shareholder, the Romanian State through the Ministry of Energy may formulate proposals for candidates to fill 2 (two) positions of members in the Supervisory Board;
ii. For item 2 of the OGMS agenda, the minority shareholders may submit proposals for candidates to fill one position of member of the Supervisory Board.

The proposals will be submitted (i) by e-mail with an extended electronic signature incorporated, according to Law no. 455/2001 regarding electronic signature, at the e-mail address aga@hidroelectrica.ro, or (ii) in hard copy, to the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays, personally or by any form of courier with confirmation of receipt.
The deadline for receiving proposals for candidates for the positions of members of the Supervisory Board is **5 January 2024.**
Both ways of submitting proposals must contain the statement clearly written in capital letters "PROPOSALS FOR CANDIDATES SUPERVISORY BOARD - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 22/23 JANUARY 2024".

Clarifications on EGMS

With regard to items 1 and 2 of the agenda of the EGMS, in order to ensure the exercise of the right of access of the Company's shareholders, according to the law, to information on the issues debated by the EGMS, in compliance with existing confidentiality obligations related to the Transaction Documents, Hidroelectrica makes available to its shareholders the form of the Framework Agreement and its Annexes (referred together as the “Transaction Documents”).
In this regard, the shareholders must submit a written request for providing the Transaction Documents, in Romanian or English, fulfilling the identification requirements set out in Section I letter a) of this Convening Notice and in Article 9 of the Procedure on Organizing and Conducting the General Meetings of Shareholders, available on the company's website, www.hidroelectrica.ro, the Investor Relations Section – > Corporate Governance – > Corporate Governance Documents and the Investor Relations Section – General Meeting of Shareholders, as well as specifying the total number of shares held in Hidroelectrica.
The requests will be addressed to the Company and, for the purpose provided by law of ensuring the identification of shareholders and the security of communication with them, will have to be sent either:
(i) by e-mail, with an extended electronic signature incorporated, according to Law no. 455/2001 on electronic signature, to the e-mail address aga@hidroelectrica.ro, so that it is received by the Company **by the date of the EGMS meeting,** mentioning in the subject: "REQUEST FOR PROVIDING DOCUMENTS FOR THE EGMS OF 22/23 JANUARY 2024", or
(ii) in hard copy, to the to the Company's Registry, at the headquarters of Hidroelectrica in

Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays, personally or by any form of courier with confirmation of receipt, with the mention clearly written and in capital letters "REQUEST FOR PROVIDING DOCUMENTS FOR THE EGMS OF 22/23 JANUARY 2024".

As regards the applications submitted in hard copy, they must be signed by shareholders who are natural persons or by legal representatives of shareholders who are legal persons.
Hidroelectrica will collect all requests received and will respond to them by providing the Documents as follows:

- **starting with 20 December 2023** for the shareholders registered **on 15 December 2023** in the Shareholders Registry of the Company, kept by Depozitarul Central S.A. and
- **starting with 17 January 2024** for the shareholders registered **on 11 January 2024 (the Reference Date)** in the Shareholders Registry of the Company, kept by Depozitarul Central S.A.

The documents requested, according to the request addressed and following the identification of the shareholder status, will be made available to shareholders on the company's website, www.hidroelectrica.ro, Investor Relations section -> the General Meeting of Shareholders -> GMS Documents 2024, based on a password provided by the company according to the instructions above and at the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays.
The shareholders registered in the Shareholders Registry on 15 December 2023 or on 11 January 2024, who use the eVote platform will have access to the Documents by simply accessing their account, in the section Information materials related to the EGMS.

By accessing the Transaction Documents, shareholders have the obligation to:

a) maintain the confidentiality of all confidential information contained in the Transaction Documents
b) use the confidential information contained in the Transaction Documents solely for the purpose of expressing his/her vote in the EGMS and not for any other purpose
c) not to disclose, without Hidroelectrica's prior written consent, any part of the confidential information contained in the Transaction Documents to any other unauthorized person.

I. The right to add new items on the agenda. The right to submit draft resolutions for items included or proposed to be included on the agenda of the meeting.

In accordance with the provisions of art. 105, paragraphs (3) and (5) of Law no. 24/2017, art. 117^1, para. (1) of Law no. 31/1990, art. 189 of Regulation No. 5/2018, art. 10.6. of the Articles

of Association of the Company, as well as the Procedure on organizing and conducting general meetings, available on the company's website, www.hidroelectrica.ro, Investor Relations Section -> Corporate Governance -> Corporate Governance Documents and in the Investor Relations - General Meeting of Shareholders section, one or more shareholders, representing individually or jointly, at least 5% of the share capital of the Company, may request, through a request addressed to the Company's Management Board, the introduction of additional items on the agenda of the OGMS/EGMS, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the General Meeting and to submit draft resolutions for the items included or proposed to be included on the agenda of the General Meeting.

The proposals regarding the introduction of new items on the agenda of the OGMS/EGMS and/or the submission of draft resolutions for the items included or proposed to be included on the agenda of the OGMS/EGMS must cumulatively meet the following conditions:

a) Identification requirements:

In the case of shareholders who are natural persons, they must be accompanied by copies of the identity documents of the shareholders (the identity documents presented by the shareholders must allow their identification in the register of shareholders of Hidroelectrica),

and in the case of shareholders who are legal entities, to be accompanied by:

(i) the ascertaining certificate, issued by the National Trade Register Office, or any other document, issued by a competent authority in the state where the shareholder is legally registered, attesting the existence of the legal person and the name / capacity of legal representative, in the original or in a certified copy of the original, no older than 30 days before the date of OGMS/EGMS, allowing their identification in the register of shareholders of Hidroelectrica;

(ii) the status of the legal representative is established based on the register of shareholders as of the reference date. However, if the shareholder has not informed the Central Depository about its legal representative in time or this information is not mentioned in the list of shareholders of Hidroelectrica as of the reference date received from the Central Depository, then the ascertaining certificate/ similar documents mentioned above must prove the legal representative of the shareholder.

The documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator into Romanian or English. Hidroelectrica will not request the legalization or apostille of documents certifying the quality of legal representative of the shareholder.

b) To be accompanied by a justification and/or a draft resolution proposed for adoption;

c) To contain provisions falling within the powers of the General Meeting;

d) To be sent by email with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature **until 5 January 2024** to the e-mail address aga@hidroelectrica.ro, mentioning in the subject: "NEW ITEMS ON THE AGENDA - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22/23 JANUARY 2024", or to the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays, personally or by any form of courier with confirmation of receipt, so that they are registered as received at the Company's Registry **by 5 January 2024,** in a closed envelope, with the mention written in clear and capital letters: "NEW ITEMS ON THE AGENDA - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF JANUARY 22/23, 2024"**.**

In order to identify and prove the shareholder status of a person who makes proposals for completing the agenda (or who asks questions in accordance with art. 198 of FSA Regulation no. 5/2018), will be taking into account the provisions of art. 9 of the Procedure on organizing and conducting general meetings, available on the company's website, www.hidroelectrica.ro, Investor Relations Section -> Corporate Governance -> Corporate Governance Documents and in the Investor Relations - General Meeting of Shareholders section.

If applicable, the **completed Convening Notice**, together with the updated related documents, will be available to shareholders**, starting with 8 January 2024, on the Company's website**, www.hidroelectrica.ro, Investor Relations Section - > the General Meeting of Shareholders and at the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays.

The completed Convening Notice will also be published in the Official Gazette of Romania and in a widely circulated newspaper, according to the legal provisions.

II. Information material regarding the agenda

Starting with **20 December 2023 at 12:00 (Romanian time),** all informative materials related to the issues included on the agenda and the draft resolutions proposed for adoption to the general meetings will be available on the Company's website, www.hidroelectrica.ro, Investor Relations Section - > the General Meeting of Shareholders and at the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard,

floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays.

Regarding items 1 and 2 of the agenda of the EGMS, the Transaction Documents are made available to shareholders in the manner indicated above, in the section *Clarifications on EGMS.*

III. Questions regarding the agenda

The Company's shareholders, regardless of their participation in the share capital, may address questions in writing regarding the items on the agenda of the OGMS/EGMS.

The identification requirements referred to in Section I letter a) are also applicable to shareholders who are natural or legal persons and/or to legal representatives of shareholders who are legal persons who ask questions regarding items on the agenda of the GMS.

The questions will be sent by email with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature **until 14 January 2024** to the e-mail address aga@hidroelectrica.ro, mentioning in the subject: "QUESTIONS ON THE AGENDA - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22/23 JANUARY 2024", or to the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays, personally or by any form of courier with confirmation of receipt, so that they are registered as received at the Company's Registry **by 14 January 2024,** in a closed envelope, with the mention written in clear and capital letters: "QUESTIONS ON THE AGENDA - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 22/23 JANUARY 2024"**.**

The Company will answer these questions during the OGMS/EGMS meetings, being able to formulate a general answer for questions with the same content. It is also considered that an answer is given if the relevant information is available on the Company's website at www.hidroelectrica.ro, Investor Relations Section - > the General Meeting of Shareholders, Section "Frequently Asked Questions, FAQ".

IV. Participation and voting at the meeting of the General Meeting of Shareholders

Shareholders registered in the shareholders' register on the reference date may participate in the OGMS/EGMS and vote personally by direct vote, by proxy/proxy with special or general power of attorney (the latter can only be granted to an "intermediary", within the meaning of capital market law, or to a lawyer), through credit institutions providing custody services, by correspondence or by electronic means using the eVote platform.

The procedure for organizing and conducting the General Meetings of Shareholders, as well as the Procedure for participation in the OGMS/ EGMS through eVote are available on the Company's website of the www.hidroelectrica.ro, Investor Relations Section - > the General Meeting of Shareholders.

The access of shareholders entitled to participate, on the reference date, in the General Meeting of Shareholders is allowed by simple proof of their identity, made, in the case of shareholders who are natural persons, with their identity card or, in the case of legal persons, of the legal representative, and in the case of legal entities and shareholders represented natural persons, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions in the matter.

For all the situations mentioned below in the Convening Notice, the documents presented in a foreign language (except for identity documents valid on Romanian territory, in Latin characters) will be accompanied by a translation into Romanian or English. The documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation made by a certified translator into Romanian or English. Hidroelectrica will not request the legalization or apostille of documents certifying the quality of legal representative of the shareholder.

Direct (personal) voting shall be exercised after proof of identity by the shareholder:

a) **In the case of shareholders who are natural persons**, by presenting the identity document; the identity documents presented by the shareholders must allow their identification in the list of shareholders of Hidroelectrica on the reference date issued by S.C. Depozitarul Central S.A.;

b) **In the case of legal persons**, by submitting:

(i) Identity document of the legal representative (ID for Romanian citizens, or passport for foreign citizens),
(ii) The Ascertaining Certificate issued by the National Trade Register Office, or any other document, issued by a competent authority in the state where the shareholder is legally registered, in order to prove the existence of the legal person and the name/capacity of legal representative, in the original or in a certified copy of the original, no older than 30 days before the date of OGMS/EGMS, allowing their identification in the list of Hidroelectrica shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;

The quality of the legal representative is established based on the list of shareholders of Hidroelectrica as of the reference date. However, if the shareholder has not informed the Central

Depository in time about its legal representative (so that the register of shareholders at the reference date reflects this), then the ascertaining certificate/ similar documents mentioned above must prove the legal representative of the shareholder, and in the case of the shareholder of the Romanian State through the Ministry of Energy, a copy of the document proving the quality of legal representative of the one who represents him.

V. Proxy voting based on special power of attorney

Shareholders may participate personally or may be represented in the OGMS / EGMS by a designated representative ("Representative") who has been granted a special power of attorney, based on the special power of attorney form provided by the Company, in accordance with art. 105 para. (12) of Law nr. 24/2017. The special power of attorney form can be obtained **starting with 20 December 2023 at 12.00 (Romanian time)** on the Company's website, www.hidroelectrica.ro, Investor Relations section > the General Meeting of Shareholders, or from the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays. The special power of attorney forms will be updated if new items are added to the agenda of the OGMS/EGMS or if candidates for the position of member of the Supervisory Board are proposed and will be available **starting 8 January 2024**, with the publication of the completed agenda.

The special power of attorney forms are filled by the shareholder (in three original copies: one form for the shareholder, one for the Representative and one for Hidroelectrica), signed and must contain specific voting instructions for each item on the agenda of the OGMS/EGMS for which the Representative is to vote on behalf of the shareholder, with a clear indication of the voting option (i.e. vote "for", "against" or "abstain"). A shareholder may be represented in the OGMS/EGMS by a single Representative, having a special power of attorney granted for the OGMS/EGMS of 22/23 January 2024.

The special power of attorney shall be accompanied by the following documents:

a) **for individual shareholders**:
   (i) Copy of the shareholder's identity document, allowing his identification in the list of Hidroelectrica shareholders on the reference date and copy of the identity document of the representative, if applicable, (BI or CI for Romanian citizens, or passport for foreign citizens, with CNP (personal numeric code) – if any, in the country of origin);
   (ii) Copy of the identity document of the Representative and, if applicable, of the deputy representative, natural person (ID for Romanian citizens, or passport for foreign citizens).

b) **for shareholders who are legal persons:**

(i) The ascertaining certificate, issued by the National Trade Register Office, or any other document, issued by a competent authority in the state where the shareholder is legally registered, in order to prove the existence of the legal person and the name/capacity of legal representative, in the original or in a certified copy of the original, no older than 30 days before the date of OGMS/EGMS, and allowing their identification in the list of Hidroelectrica shareholders on the reference date, issued by SC Depozitarul Central SA; in the case of the shareholder of the Romanian State through the Ministry of Energy, a copy of the document proving the quality of legal representative of the one who represents him.

(ii) The quality of the legal representative is established based on the list of shareholders of Hidroelectrica as of the reference date. However, if the shareholder has not informed the Central Depository in time about its legal representative or this information is not mentioned in the list of shareholders of Hidroelectrica as of the reference date received from Depozitarul Central SA, then the ascertaining certificate/ similar documents mentioned above must prove the legal representative of the shareholder;

(iii) Copy of the identity document of the representative (trustee) (BI or CI for Romanian citizens, or passport, for foreign citizens with visible CNP (personal numerical code) - if any in the country of origin);

In the case of the Representative and, if applicable, of the deputy representative who is a legal person, the certificate of ascertainment of the Representative and, if applicable, of the deputy representative legal person, issued by the National Trade Register Office, or any other document, issued by a competent authority in the state of origin, indicating, inter alia, the identity of its legal representative, shall be attached, no older than 30 days before the OGMS / EGMS date, as well as a copy of the identity document of the legal representative (ID for Romanian citizens, or passport for foreign citizens) or, as the case may be, power of attorney issued by the legal representative of the Representative and, if applicable, of the deputy representative legal person, as registered with the National Trade Register Office or similar bodies, accompanied by the certificate of ascertainment or similar documents no older than 30 days before the date of OGMS/EGMS.

The special power of attorney is valid only for the GMS for which it was requested; The proxy holder shall vote in accordance with the instructions issued by the appointed shareholder, if he fails the vote shall be annulled.

Generally, a shareholder can empower only one representative to represent him at the GMS. However, the empowerment may nominate one or more deputy representatives to represent it at the general meeting if the abovementioned lead representative is unable to fulfil his mandate. If more than one deputy representative is appointed by proxy, the order

in which they will exercise their mandate shall be determined.

Special powers of attorney, in Romanian and/or English, will be sent as follows:

a) by email with an extended electronic signature incorporated according to Law no. 455/2001 regarding electronic signature **no later than 17 January 2024** inclusive, to the e-mail address aga@hidroelectrica.ro address, mentioning in the subject: "POWER OF ATTORNEY - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON JANUARY 22/23, 2024", or

b) to the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays, personally or by any form of courier with confirmation of receipt, so that they are registered as received at the Company's Registry **no later than 17 January 2024 inclusive** (at least two working days before the date of the OGMS / EGMS meetings) in a closed envelope, with the mention written in clear and capital letters: "POWER OF ATTORNEY - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 22/23 JANUARY 2024".

VI. Proxy voting on the basis of a general power of attorney

Pursuant to Article 105, para. (13) of Law nr. 24/2017, the representation of shareholders in the GMS can also be done by persons other than shareholders, based on a general power of attorney. Thus, the shareholder may grant a general power of attorney whose validity period shall not exceed 3 years, allowing its representative to vote in all matters debated by the general meetings of shareholders of one or more issuers identified in the power of attorney, individually or through a generic wording referring to a certain category of issuers, including disposition acts, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary or a lawyer, in accordance with the legal provisions.

Shareholders may not be represented in the general meeting of shareholders by a person who has a conflict of interest, such as:

a) is a majority shareholder of Hidroelectrica or another person, controlled by that shareholder;
b) is a member of an administrative, management or supervisory body of the company, of a controlling shareholder or of a person controlled as referred to in point (a);
c) is an employee or auditor of the company or of a controlling shareholder or controlled entity as referred to in subparagraph (a);
d) is the spouse, relative or affinity up to and including the fourth degree of one of the natural persons referred to in points (a) to (c).

The proxy may not be substituted by another person. If the authorized person is a legal person, it may exercise the mandate received through any person belonging to the administrative or management body or from among its employees.

The general power of attorney given by a shareholder, as a client, to an intermediary, within the meaning of capital market legislation, or to a lawyer, is valid without requesting any additional documents relating to that shareholder, if the power of attorney is drawn up according to ASF Regulation no. 5/2018, is signed by that shareholder and is accompanied by a declaration on own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation by general power of attorney, stating that:

(i) the power of attorney is granted by that shareholder, as client, to the intermediary, within the meaning of capital market law, or, as the case may be, to the lawyer, and
(ii) The general power of attorney is signed by the shareholder including by attaching an extended electronic signature, if applicable.

The declaration provided above must be submitted to Hidroelectrica in original, signed and, where appropriate, stamped, without fulfilling any other formalities related to its form.

The general powers of attorney accompanied by the Declaration, in Romanian and/or English, will be sent to the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays, by any form of courier with confirmation of receipt, so that they are registered as received at the Company's Registry **no later than 17 January 2024 inclusive (at least two working days before the date of the OGMS / EGMS meetings)** in a closed envelope, with the statement written in clear and capital letters: "POWER OF ATTORNEY - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 22/23 JANUARY 2024".

The company accepts general powers of attorney sent by electronic means, according to Law 455/2001 on electronic signature. In this case, the general power of attorney, accompanied by the Declaration, will be sent **no later than 17 January 2024 inclusive (at least two working days before the date of the OGMS / EGMS meetings)**, by e-mail with extended electronic signature, to the aga@hidroelectrica.ro address, mentioning in the subject: "POWER OF ATTORNEY - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 22/23 JANUARY 2024".

VII. Representation of a shareholder by a credit institution providing custody services

Where a shareholder is represented by a credit institution providing custody services, it shall be able to vote in the general meeting of shareholders based on voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder, subject to submission to Hidroelectrica by the above-mentioned custodian credit institution of a declaration on own responsibility, signed by the legal representative(s) of the credit institution stating (i) the name/name of the shareholder (clearly) on whose behalf the credit institution participates and votes in the OGMS/EGMS, and (ii) the fact that the credit institution provides custody services for that 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 as shareholders on the reference date.

The above-mentioned declaration must be submitted in the original signed and, where appropriate, stamped, so that it is registered as received by e-mail with an extended electronic signature incorporated according to Law nr. 455/2001 regarding the electronic signature, at the address aga@hidroelectrica.ro , mentioning in the subject: "STATEMENT - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 22/23 JANUARY 2024", or at the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays by any form of courier with confirmation of receipt, so that they are registered as received at the Company's Registry, **no later than 17 January 2024 inclusive (at least two working days before the date of the OGMS / EGMS meetings).**

VIII. Voting by correspondence

The Company's shareholders registered on the Reference Date in the shareholders' register have the possibility to vote by correspondence, before the OGMS/EGMS, by using the ballot by correspondence form for voting by correspondence. The ballot by correspondence can be obtained starting with **20 December 2023 at 12.00 (Romanian time)** on the Company's website, www.hidroelectrica.ro**,** Investor Relations Section - > the General Meeting of Shareholders and from the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays. The ballots by correspondence will be updated if new items are added to the agenda of the OGMS/EGMS or if candidates for the position of member of the Supervisory Board are proposed and will be available **starting 8 January 2024**, with the publication of the completed agenda.

Documents accompanying ballot papers:

a) **for individual** shareholders - copy of the identity document of the shareholder, allowing his identification in the list of shareholders of Hidroelectrica on the reference date, issued by S.C. Depozitarul Central S.A. and, if applicable, copy of the identity card of the legal representative (ID for Romanian citizens, or passport for foreign citizens, with PIN (personal identification number - if any in the country of origin), together with proof of legal representative;

b) **for shareholders who are legal persons:**

(i) the ascertaining certificate, issued by the National Trade Register Office, or any other document, issued by a competent authority in the state where the shareholder is legally registered, in order to prove the existence of the legal person and the name/capacity of legal representative, in the original or in a certified copy of the original, no older than 30 days before the date of OGMS/AGEA, and allowing their identification in the list of Hidroelectrica shareholders on the reference date.

(ii) The status of the legal representative is established based on the list of shareholders of Hidroelectrica as of the Reference Date. However, if the shareholder has not informed the Central Depository about its legal representative in time or this information is not mentioned in the list of shareholders of Hidroelectrica as of the Reference Date, then the ascertaining certificate/ similar documents mentioned above must prove the legal representative of the shareholder; in the case of the shareholder of the Romanian State through the Ministry of Energy, a copy of the document proving the status of legal representative of the one who represents him.

Ballots by correspondence may be submitted as follows:

a) By email with an extended electronic signature incorporated according to Law no. 455/2001 regarding electronic signature **until 20 January 2024, 12:00 for OGMS, respectively 20 January 2024, 14:00 for EGMS,** at aga@hidroelectrica.ro, mentioning in the subject: "BALLOT BY CORRESPONDENCE - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS On 22/23 JANUARY 2024", or

b) To the Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operating from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays, personally or by any form of courier with confirmation of receipt, so that they are registered as received at the Company's Registry **by 20 January 2024, 12:00 for OGMS, respectively 20 January 2024, 14:00 for EGMS,** in a closed envelope, with the mention written in clear and capital letters: " BALLOT BY CORRESPONDENCE - FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS On

22/23 JANUARY 2024".

Ballots by correspondence forms that are not received at the Company Registry or by e-mail by the deadline specified above will not be considered.

IX. Voting by electronic means

In accordance with the provisions of Article 197 of ASF Regulation no. 5/2018, the Company's shareholders registered on the Reference Date in the shareholders' register may also vote before and during the OGMS / EGMS meeting by electronic means, through the eVote online platform, accessing the link: https://h2o.evote.ro.

The Company's shareholders can vote by electronic means from any device connected to the internet, following the detailed steps included in the Procedure for participation in the OGMS / EGMS by eVote platform. Shareholders will also consider the eVote Shareholder Account Creation Procedures (for individuals and legal entities). All the mentioned Procedures are available on the Company's website (www.hidroelectrica.ro), section Investor Relations - General Meeting of Shareholders.

Shareholders can vote by electronic means through the eVote online platform both before the OGMS / EGMS and at the beginning of the session of the general meeting of shareholders, broadcast live, at which time shareholders can vote in the OGMS / EGMS meeting further each item on the agenda of the meeting when it is debated and voted according to the Agenda of the meeting.

X. Final provisions

When filling in the special powers of attorney and Ballot Papers, please consider the possibility of completing the agenda of the OGMS/EGMS with new items, in which case the completed agenda will be published in accordance with the legal provisions. In this situation, updated special powers of attorney and updated Ballot Papers can be obtained from the Company's Registry and from the Company's website (www.hidroelectrica.ro), starting with the date of publication of the completed agenda.

If the agenda is completed and shareholders do not send special powers of attorney and/or updated ballots by correspondence, special powers of attorney and ballots by correspondence sent prior to completing the agenda will be considered only for items therein that are also on the completed agenda. In this case, for new items on the completed agenda, the vote related to them will be considered as an uncast vote.

If the person representing the shareholder by personal participation in the general meeting is different from the one who cast the ballot by correspondence vote, then for the validity of his vote he shall submit to the general meeting a written revocation of the ballot by

correspondence vote signed by the shareholder or the representative who cast the postal vote. If the shareholder or his legal representative is present at the general meeting, this is no longer necessary.

According to Article 11.2 of the Articles of Association, the position *of "abstention"* adopted by a shareholder regarding items on the agenda of a general meeting of shareholders does not constitute a vote cast. Abstentions shall not be considered votes cast to determine the number of votes required for the adoption of a resolution at general meetings of shareholders but shall count towards establishing a quorum. Also, the null vote (the shareholder ticks on the ballot paper both "for" and "against" and/or "abstention") and the "not cast" vote (the shareholder leaves the blank ballot) will have the legal regime of abstentions, respectively they will not be removed from the quorum calculation, but only will not be considered in the calculation of the required majority.

For all situations mentioned in the Convening Notice, the documents presented in a foreign language (except for the identity documents valid on the territory of Romania, in Latin characters) will be accompanied by a translation into Romanian or English. Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation made by a certified translator into Romanian or English. Hidroelectrica will not request the legalization or apostille of documents certifying the status of legal representative of the shareholder.

The notice was published in the Official Gazette of Romania, Part IV, in one of the widely circulated newspapers in the locality where the company's headquarters are located (Bucharest) and on the Company's website (www.hidroelectrica.ro) in the section Investor Relations - General Meeting of Shareholders. It is also available at the Company Registry, from the date of its publication.

The Company's Registry, at the headquarters of Hidroelectrica in Bucharest, 15-17 Ion Mihalache Boulevard, floors 10 - 15, District 1, operates **from Monday to Thursday between 08:00 and 16:30 and Friday between 08:00 and 14:00, except for legal holidays.**

Chairman of the Management Board - CEO
Karoly BORBELY

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Member of the Management Board - CFO
Marian FETIȚA

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DATE
15 December 2023