

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

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

Report date: **29 April 2026**

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

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:

The resolution of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. (“Electrica” or the “Company”) of 29 April 2026

Electrica hereby informs that, on 29 April 2026, 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 **31 March 2026**, set as reference date, in person or by representative, the quorum met being **91.8931%** of the total voting rights, respectively of the share capital of the Company.

The meeting was chaired by Mr. Mihai Diaconu, Chair of the Board of Directors of Electrica.

Within the **EGMS**, Electrica’s shareholders **approved** all the items on the agenda with legal and statutory majority, respectively:

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

- 2511 - Manufacture of metal structures and parts of structures;
- 3311 - Repair and maintenance of fabricated metal products;
- 3312 - Repair and maintenance of machinery;
- 3314 - Repair and maintenance of electrical equipment;
- 3319 - Repair and maintenance of other equipment;
- 3320 - Installation of industrial machinery and equipment;
- 3530 - Steam and air conditioning supply;
- 3540 - Activities of brokers and agents for electric power and natural gas;
- 4211 - Construction of roads and motorways;

- 4221 - Construction of utility projects for fluids;
- 4222 - Construction of utility projects for electricity and telecommunications;
- 4299 - Construction of other civil engineering projects n.e.c.;
- 4311 - Demolition;
- 4312 - Site preparation;
- 4399 - Other specialised construction activities n.e.c.;
- 4690 - Non-specialised wholesale trade;
- 7111 - Architectural activities.

Thus, following the supplementation of the secondary activities, the new form of article 5 par. (3) of the Articles of Association of Societatea Energetică Electrica S.A. will be the following (new activities are mentioned in italics):

“(3) The Company may also carry out the following secondary activities:

- 1813 – Pre-press and pre-media services;
- 2511 - Manufacture of metal structures and parts of structures;*
- 3311 - Repair and maintenance of fabricated metal products;*
- 3312 - Repair and maintenance of machinery;*
- 3314 - Repair and maintenance of electrical equipment;*
- 3319 - Repair and maintenance of other equipment;*
- 3320 - Installation of industrial machinery and equipment;*
- 3511 - Production of electricity from non-renewable sources;
- 3512 - Production of electricity from renewable sources;
- 3515 – Trade of electricity;
- 3516 - Storage of electricity;
- 3530 - Steam and air conditioning supply;*
- 3540 - Activities of brokers and agents for electric power and natural gas;*
- 4211 - Construction of roads and motorways;*
- 4221 - Construction of utility projects for fluids;*
- 4222 - Construction of utility projects for electricity and telecommunications;*
- 4299 - Construction of other civil engineering projects n.e.c.;*
- 4311 - Demolition;*
- 4312 - Site preparation;*
- 4321 - Electrical installation;
- 4324 – Other construction installation;
- 4399 - Other specialised construction activities n.e.c.;*
- 4650 – Wholesale of information and communication equipment;
- 4618 - Activities of agents involved in the wholesale of other particular products;
- 4619 - Activities of agents involved in non-specialised wholesale;
- 4690 - Non-specialised wholesale trade;*
- 5812 – Publishing of newspapers;
- 5813 – Publishing of journals and periodicals;
- 5819 – Other publishing activities, except software publishing;
- 5829 – Other software publishing;
- 6110 – Wired, wireless, and satellite telecommunication activities;
- 6120 – Telecommunication reselling activities and intermediation service activities for telecommunication;
- 6190 - Other telecommunications activities;
- 6210 – Computer programming activities;
- 6220 – Computer consultancy and computer facilities management activities;
- 6290 – Other information technology and computer service activities;
- 6310 – Computing infrastructure, data processing, hosting and related activities;
- 6391 – Web search portal activities;
- 6392 – Other information service activities;

6492 – Other credit granting;
6811 - Buying and selling of own real estate;
6820 - Rental and operating of own or leased real estate;
6831 - Intermediation service activities for real estate activities;
6832 - Other real estate activities on a fee or contract basis;
7010 - Activities of head offices;
7111 - *Architectural activities*;
7112 – Engineering activities and related technical consultancy;
7120 – Technical testing and analysis;
7210 – Research and experimental development on natural sciences and engineering;
7311 - Activities of advertising agencies;
7312 – Media representation;
7320 – Market research and public opinion polling;
7330 – Public relations and communication activities;
7420 – Photographic activities;
7499 – All other professional, scientific and technical activities n.e.c;
7733 – Rental and leasing of office machinery, equipment and computers;
8110 - Combined facilities support activities;
8210 – Office administrative and support activities;
8220 – Activities of call centres;
8230 – Organisation of conventions and trade shows;
8292 - Packaging activities;
8299 – Other business support service activities n.e.c.;
8559 – Other education n.e.c.;
9111 - Library activities;
9112 - Archive activities;
9121 – Museum and collection activities;
9499 - Activities of other membership organisations n.e.c.;
9510 – Repair and maintenance of computers and communication equipment.”

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

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

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

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

b) If the extraordinary general meeting of shareholders does not decide the dissolution of the Company, it must, no later than the end of the financial exercise subsequent to the one when the loss was determined, proceed with the decrease of the share capital with an amount at least equal to that of the loss which could not be covered

from the reserves, if during this period the Company's net assets were not replenished up to a level at least equal to half the share capital.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

” (8) The shareholders who do not agree with the decisions taken by the general meetings of shareholders regarding the relocation of the registered office abroad, changing the Company’s legal form, the merger of spin-off of the Company, have the right to withdraw from the Company and to request the Company to purchase their shares, within 30 days from the publication of the decision of the general meeting of the shareholders in the Official Gazette, except for the decision related to merger and spin-off, in which case the term starts as of the date the decision was taken by the general meeting of the shareholders. The withdrawal right in the case of a merger does not apply in the case of a merger by absorption where the shares of the absorbing company are admitted to trading on a regulated market and they are maintained for trading on the regulated market after the merger.”

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

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

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

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

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

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

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

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

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

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

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

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

- a) Establishing the terms and conditions of the Program and of the Issue/Issuances;
- b) Establishing the value limits of each Issue;
- c) Establishing the currency and maturity of each Issue;
- d) Negotiating and approving the Final Terms in the case of the Base Prospectus Program and bond issue prospectuses and any other terms and conditions of Issuances;
- e) Establishing in detail the parameters of each the Sale Offering, following the Intermediary’s proposals, including the territoriality of the Sale Offerings;
- f) Approving the final terms of each of the individual bond tranches to be established by a resolution of the Board of Directors upon each Issuance, in compliance with the legal provisions applicable at the date of each such issuance, these terms resulting from the market prospecting process and as result of the bookrunning;

- g) Establishing the effective subscription period and the subscription procedure for each Issue;
- h) Signing all necessary acts for the initiation and conduct of the Bond Sales Offerings, including the engagement of legal or other consultants specialized in local, European, or international capital market legislation, as well as any other necessary document for the admission of the bonds to trading, their registration in any required register, and any other acts or documents necessary for the implementation and finalization of the bond issuances, even if not specifically mentioned in this resolution;
- i) Signing, though its representative, any other acts or documents, even if not mentioned in this resolution, but which are necessary to fulfil the above purposes for the proper implementation.

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

20. Approval of contracting by Societatea Energetică Electrica S.A. of one or more secured / unsecured loans in a total amount of up to EUR 1,000,000,000 (of a "bridge" type compared to the bonds to be issued by the Company), based on a credit agreement/credit agreements (generically referred to as the "Credit Agreement") concluded with one or more financial institutions (the "Financing Parties"), having a repayment term of up to maximum 24 months from the disbursement date of each relevant loan.

21. Mandating the Board of Directors of ELSA to take, within the value limit indicated in the previous point, all measures, in the name and on behalf of ELSA, in order to initiate, conduct, and finalize all operations related to the execution of, and to make utilizations under, the Credit Agreement, including, without limitation to:

- a) negotiating, determining, and approving the terms and conditions of the Credit Agreement and related guarantees (if the case), including regarding the currency, interest rates, commissions, early repayment events, contractual limitations (including regarding the creation of guarantees, contracting of loans, or dividend distribution) or events of default, as well as the terms and conditions of any other agreement or document related to the financing (including any mandate letter, fee letter, or other documents designated as "finance documents" under the Credit Agreement);
- b) executing any of the documents provided in paragraph (a) above, as well as any other documents provided in or in connection with the Credit Agreement and related guarantees (if the case), including utilization requests, directors' certificates, compliance certificates, requests for waivers or consent from the Financing Parties, or requests regarding the extension of the loan maturity, of the related guarantees (if the case) as well as any addenda thereto;
- c) performing all necessary acts in connection with the execution, signing, and fulfillment of the obligations related to the Credit Agreement and related guarantees (if the case), including the engagement of consultants (legal or from other fields), specializing in similar transactions, as well as any other document necessary for carrying out any related formalities;
- d) to represent ELSA with full powers before the banks, financial institutions, affiliates and other parties;
- e) to negotiate and to accept the type, form and conditions of the guarantees and to establish their value (which may exceed the amount of the Credit Agreement), and
- f) executing any other acts or documents, even if not mentioned in this resolution, but which are necessary for the fulfillment of the above purposes in order to properly implement this resolution and to perform any other legal activity that it considers necessary for the aforementioned purpose.

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

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

22. Empowerment of the Chair of the Meeting, of the secretary of the meeting and of the technical secretary to jointly sign the EGMS resolution and to perform individually and not jointly any act or formality required by law for the registration of the EGMS resolution with the Trade Register Office of the Bucharest Tribunal, as well as the publication of the EGMS resolution according to the law.

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**Chair of the Board of Directors,
Mihai Diaconu**