Societatea Energetica Electrica S.A.
9 Grigore Alexandrescu St., District 1
010621 Bucharest
Phone: 021-208 59 99
Fiscal Registration Code RO 13267221
J2000007425408
Share capital: 3,395,530,040 RON
www.electrica.ro

To: Bucharest Stock Exchange (BVB)

London Stock Exchange (LSE)

Luxembourg Stock Exchange (LuxSE)

Financial Supervisory Authority of Romania (ASF)

Current report pursuant to Law no. 24/2017 on issuers of financial instruments and market operations (republished) and to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations

Date of the Report: **14 July 2026**

Name of the issuing entity: **Societatea Energetica Electrica S.A. (Electrica or ELSA)**

Registered office: **9 Grigore Alexandrescu Street, District 1, Bucharest, Romania**

Telephone number: **004-021-2085035**

Sole fiscal registration code: **RO 13267221**

Trade Register order number: **J2000007425408**

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

Regulated market on which the issued securities are traded: **Bucharest Stock Exchange (BVB: EL si EL30E) and London Stock Exchange (LSE - ELSA si 51FL) and Luxembourg Stock Exchange (LuxSE - XS3111004241)**

Important event to be reported: Annual information regarding the gender balance in the management structures, pursuant to art. 109^6 of Law no. 24/2017

We hereby inform you of the following information regarding the composition of the Board of Directors (the "BoD") of Societatea Energetica Electrica S.A. ("Electrica" or "ELSA") and of its subsidiaries as at 30 June 2026, in accordance with art. 109^6 of Law no. 24/2017:

Electrica is managed under a one-tier system; the Board of Directors of Electrica S.A. is composed of 7 members, all non-executive, as follows:

- Mr. Mihai Diaconu – Chair, Non-executive director
- Mr. Dragos Valentin Neacsu – Independent non-executive nirector
- Mr. Adrian-Florin Lotrean – Independent non-executive director
- Mr. Ion Cosmin Petrescu – Non-executive director
- Ms. Georgiana Bogasievici – Non-executive director
- Mr. Marian Cristian Mocanu – Independent non-executive director
- Ms. Loredana Norica Chitu – Independent non-executive director

The mandate of the members of Electrica's BoD started on 26 January 2024 and expires on 26 January 2028, with the following exceptions: the current mandate of Mr. Mihai Diaconu started on 5 February 2025 and expires on 26 January 2028, and the mandate of Ms. Loredana Norica Chitu started on 29 April 2026 and expires on 26 January 2028.

Further details about the Board of Directors of Electrica SA can be found here: https://www.electrica.ro/en/group/about/board-of-directors/.

According to the Articles of Association, the Company is managed under a one-tier system by a Board of Directors (BoD) composed of 7 non-executive members. In application of the provisions of art. 109^3 para. (1) letter a) of Law no. 24/2017, the minimum number of non-executive directors belonging to the underrepresented gender necessary to achieve the **objective of 40%** provided under art. 109^3 para. (1) is **3 out of 7**.

We point out that the above-mentioned objective has not yet been fully achieved as at 30 June 2026, according to the provisions of art. 175^3 para. (1); the factual situation nevertheless falls within the provisions of art. 175^3 para. (3), according to which the provisions regarding gender balance apply exclusively to new appointments, without affecting the ongoing mandates, which remain subject to the legislation in force on the date of their conclusion. Thus, it is noted that 5 out of 7 directors in office have mandate agreements in force starting from 26 January 2024 and expiring on 26 January 2028, and one director in office has a mandate agreement starting from 5 February 2025 until 26 January 2028, while the above-mentioned legal articles entered into force starting from 15 March 2025.

Thus, after the entry into force of articles 109^1-109^6, Electrica had a single vacant director position, following the resignation of Ms. Valentina Elena Siclovan; starting 1 May 2025, the position was filled on an interim basis by Mr. Mihnea Andrei Craciun until the Ordinary General Meeting of Shareholders of 29 April 2026, which had on its agenda the election of a director for the above-mentioned vacant position.

The Company has set out to improve the gender balance at the level of the Board, in accordance with the legal provisions mentioned above. Thus, in line with the rules set out in its own Corporate Governance Code corroborated with that of the Bucharest Stock Exchange (BSE) and with the specific nature of the organization, the Nomination and Remuneration Committee established within the BoD proposed, and the BoD approved in February 2026, the Policy for the Selection/Nomination and Suitability of the Members of the Board of Directors, as well as its related document, the Board of Directors Profile, in order to guide the process of selection, nomination and suitability assessment of the members of the Company's Board of Directors. The Board Profile specifies the desired characteristics and traits of its members, including the general aspects of the collective profile, as well as of the individual profile. This set of recommendations was made available by the Company to its shareholders.

Through these policies, the company has ensured that the future selection processes of the management bodies include clear and unequivocal criteria that encourage and facilitate the candidacies of the underrepresented gender, aiming to achieve legal objectives at future elections. Thus, the selection processes of the management bodies will remain objective, neutral and impartial, providing shareholders with clear criteria for facilitating gender balance.

Through the convening notice of the OGMS meeting of 29 April 2026 (see here), the Company informed shareholders about the composition of the board, about the legal provisions regarding gender balance, as well as about the fines to which the Company is exposed in the event of failing to meet the gender equality objectives. The Company also recommended that shareholders comply with the provisions of the BSE Corporate Governance Code when formulating candidate proposals. The Company received from its shareholders two candidate proposals, one woman and one man. On 29 April 2026 the OGMS took place, which appointed Ms. Loredana Norica Chitu as director of the Company, for the vacant position, with a mandate until 26 January 2028.

Following the appointment of Ms. Loredana Chitu, the structure of the BoD recorded an increase in gender diversity: 5 male directors and 2 female directors. **The underrepresented gender (the female gender) represents, starting from 29 April 2026, 28.6% of the total number of BoD members** (up from the share of 14.3% reported in the previous year).

In conclusion, the current directors all have ongoing mandates (valid until 26 January 2028), the change of the BoD structure taking place gradually, only at the moments when positions become vacant for various reasons or at the end of the respective mandates.

Gender balance at the level of the Electrica Group

While at the level of the parent company the objective is in the process of being achieved, we point out that at the level of **the entire Electrica Group,** gender diversity in the Boards of Directors is a consolidated reality, **the cumulative underrepresented gender at this level being the male gender, with a percentage of 44.1%.**

Electrica is the parent company of the Electrica Group, Electrica's subsidiaries are wholly owned (directly and indirectly), and all the members of the boards of directors are non-executive. The current data indicate the following structures, which demonstrate the group's commitment to promoting women in management positions:

- The board of directors of the electricity distribution subsidiary, **Distributie Energie Electrica Romania SA (DEER)**, is composed of 7 members, of which 4 female members and 3 male members. Details here: https://www.distributie-energie.ro/despre-noi/.
- The board of directors of the electricity and natural gas supply subsidiary, **Electrica Furnizare SA (EFSA)**, is composed of 5 members, of which 3 female members and 2 members of the male gender. Details here: https://www.electricafurnizare.ro/cms/despre-noi/management-electrica-furnizare-sa/.
- The board of directors of the energy services subsidiary **FISE Electrica Serv (SERV)**, is composed of 3 members, of which 2 female members and 1 male member. Details here: https://www.electricaserv.ro/consiliu-de-administratie/.
- With regard to **the green project development companies** (Crucea Park SRL, New Trend Energy SRL, Sunwind Energy SRL and Foton Power Energy SRL, 100% owned), the Boards of Directors are each composed of 3 members, of which 2 female members and one male member.

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