

**SPECIAL POWER OF ATTORNEY**  
**Shareholders' ordinary general assembly<sup>1</sup>**

I \_\_\_\_\_ the \_\_\_\_\_ undersigned:

(Name and surname of the natural person shareholder or of the legal representative of the legal person shareholder)

legal \_\_\_\_\_ representative \_\_\_\_\_ of \_\_\_\_\_

(To be filled in only for the legal person shareholder, using the full name and the fiscal registration code. The quality of shareholder, as well as, in the case of shareholders legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference date, received by the Company from the central depository).

PNC \_\_\_\_\_, domiciled \_\_\_\_\_ in \_\_\_\_\_ (full \_\_\_\_\_ address) \_\_\_\_\_

holder of the ID paper/passport series \_\_\_\_\_, no. \_\_\_\_\_, holder of a number of \_\_\_\_\_ shares issued by NPG Co. Transelectrica SA, registered with the Office of the National Register under no. J2000008060404, Single Registration Code 13328043, representing \_\_\_\_\_ % of the total number of shares issued by NPG Co. Transelectrica SA conferring me a number of \_\_\_\_\_ voting rights in the Shareholders' general assembly representing \_\_\_\_\_ % from the total 73,303,142 shares/voting rights issued by Transelectrica SA

hereby \_\_\_\_\_ appoint \_\_\_\_\_

(Name and surname/denomination of the representative the special power of attorney is given to)

domiciled \_\_\_\_\_ in/with \_\_\_\_\_ offices \_\_\_\_\_ in \_\_\_\_\_

(Address/Office of the representative selected by the securities holder)

PNC \_\_\_\_\_, holder of ID paper / passport series \_\_\_\_\_, no. \_\_\_\_\_

(for natural person representatives),

Single Registration Code \_\_\_\_\_

(for legal person representatives)

as my representative in the **Shareholders' Ordinary General Assembly** of National Power Grid Co. Transelectrica SA that will be held on **April 01, 2025, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, namely on **April 02, 2025, 10:00 h**, second convocation in case the first cannot be held, in order to exercise the voting right associated to the shares held by me and recorded in the Shareholders' register on the reference date **March 21, 2025**, as follows:

1. *As regards item 1 in the agenda, item 1 of the draft Decision, namely: approve establishing the Investment Programme for the financial year 2025 and the projections for 2026 and 2027, according to Note no. 8384/26.02.2025.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

<sup>1</sup> The content is in accordance with the provisions of FSA Regulation 5/2018 on issuers of financial instruments and market operations, with later amendments and additions.

2. As regards **item 2 in the agenda, item 2 of the draft Decision**, namely: approve the Income and Expense Budget of the National Power Grid Company Transelectrica S.A. for the year 2025 and the estimations for 2026 and 2027, according to Note no. 8383/26.02.2025.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

3. As regards **item 3 in the agenda, item 3 of the draft Decision**, namely: approve reconfirmation according to art. 38 and art. 39 of OUG no. 109/2011, with later amendments and additions, of item 10 of AGOA Decision no. 3 from April 29, 2024, namely: the general limits of the remuneration and any other benefits that will be granted by TRANSELECTRICA to members of the Directorate, including fixed indemnization, variable indemnization as well as other advantages given to them are set, thus:

a) Fixed gross monthly indemnization: maximum 6 times the last 12 months average of the gross monthly average income for the activity developed according to the main activity object recorded by the company, at the class level according to classification of activities from national economy, previously communicated by the National Institute of Statistics;

b) The variable component that shall have on its base the key performance indicators approved by Shareholders' General Assembly by AGOA resolution no. 1/2025 and shall be given according to art. 38 paran. (2) and para. (5);

c) in case the Mandatee (member of the Directorate) does not have the domicile in Bucharest or at a distance of 60 km from Bucharest, the Company shall settle, at his request, based on supporting documents, the value of the monthly rent for a place to live in Bucharest, in the limit of the equivalent in RON of the net amount of up to 780 euro/month;

d) in case the Mandatee (member of the Directorate) whose domicile/permanent residence is not in Bucharest, the Company shall settle, at his request, based on supporting documents, the value of air, rail and/or road transport, from home to the main headquarters of the Mandator and return within the limit of the equivalent in RON of the net amount of up to 2.000 RON/month;., according to Note no. 8386/26.02.2025.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. As regards **item 4 in the agenda, item 4 of the draft Decision**, namely: approve the update of remuneration of Supervisory Board members, according to art. 37 para. (2) of GEO no.109/2011, namely 3 times the average of the last 12 months of the gross monthly average income for the activity developed according to the main activity object recorded by the company, at the class level according to classification of activities from national economy, communicated by the National Institute of Statistics before the appointment and the empowerment of General Secretariat of Government representative in Shareholders' General Assembly to sign in the name of the Company the addendum to mandate contracts with the ones nominated as members of Supervisory Board by AGOA Decision no.1/February 28/2024, according to Note no. 8388/26.02.2025.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

5. As regards **item 5 in the agenda, item 5 of the draft Decision**, namely: approve amendment of articles 5.1.3, 5.1.7 and 5.2.19 of the mandate contract of the members of the Supervisory Board appointed by HAGOA no. 1/28 February 2024, respectively:

5.1.3 During and for the execution of the mandate, the Administrator has the right to be provided by the Company with inventory items/fixed assets necessary for the performance of the activity, keeping the expenses within the limits established by the Income and Expenditure Budget approved by Shareholders' General Assembly;

5.1.7 The Administrator together with the other administrators can under the law conditions benefit from specialized assistance for substantiating/motivating decisions taken within the board, within the limits established by the Income and Expenditure Budget approved by Shareholders' General Assembly;

5.2.19 To attend at least one professional training program in the field of corporate governance, as well as in other relevant fields for public enterprise, according to the applicable legal frame, under the limits established by the Income and Expenditure Budget approved by Shareholders' General Assembly;., according to Note no. 8388/26.02.2025.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

6. As regards **item 6 in the agenda, item 6 of the draft Decision**, namely: approve establishing the date of **April 25, 2025** as the registration date of the shareholders on whom the effects of the SOGA Decision will be reflected.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

7. As regards **item 7 in the agenda, item 7 of the draft Decision**, namely: approve empowering the chairperson of the meeting, \_\_\_\_\_, to sign the Decision of the Shareholders' Ordinary General Assembly, as well as the necessary documents regarding the registration and publication of the SOGA Decision, according to the legal provisions. The assembly chairperson may empower other persons to fulfill the formalities of publicity and registration of the SOGA Decision.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **April 01, 2025, 10:00 h** for the first convocation, namely by **April 02, 2025, 10:00 h** for the second convocation to the address - Transelectrica, Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building; the representative will attend the shareholders' general assembly with the second copy, and the third one will remain with the represented shareholder.

Date when the power of attorney was granted: \_\_\_\_\_

Name and surname: \_\_\_\_\_

(Name and surname of the natural person shareholder or of the legal representative of the natural person shareholder, clearly marked using capital letters)

Signature: \_\_\_\_\_

(Signature of the natural person shareholder or the signature and stamp of the legal representative of the legal person shareholder)