

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

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

Report date: **8 November 2024**

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

Headquarters: **9 Grigore Alexandrescu Street, 1st District, Bucharest, Romania**

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

Fiscal Code: **RO 13267221**

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

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

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

Significant events to be reported:

The resolution of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. ("Electrica" or the "Company") of 8 November 2024

Electrica hereby informs that, on 8 November 2024, the **Extraordinary General Meeting of Shareholders (EGMS) of Electrica** took place at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, "*Radu Zane*" conference room, starting at 10:00 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 11 October 2024, set as reference date, in person or by representative, the quorum met being **87.9981** of the total voting rights, respectively of the share capital of the Company.

The meeting was chaired by Mr. Adrian Lotrean, Member of the Board of Directors of Electrica.

Within the **EGMS**, Electrica's shareholders **approved all the items of the agenda** with the majority of the votes held by the present or validly represented shareholders, respectively:

1. The approval of the ceiling of up to EUR 500,000,000 for a bond issue or several subsequent issues of green bonds or sustainable linked bonds, or a mix thereof, of Societatea Energetice Electrica S.A. (ELSA) for the period 2025-2026, which may be denominated in both RON and other currencies and may be issued on the Romanian or international capital market on the basis of a flexible structure, with a fixed or variable interest rate (including the possibility of including a step-up or step-down mechanism for Bonds whose terms and conditions will be correlated with ELSA's sustainability objectives). The bonds will be noninative, non-convertible, non-guaranteed, in dematerialized form by registration in the account, will be part of the same class of securities and may be issued for a maximum maturity of up to 10 years and will be sold through the Offer for Sale addressed to investors from the capital market, through a financial investment services company / credit institution / intermediation syndicate/ entities of their nature authorized in member or non-member states to provide investment services and activities (the "Intermediary"), according to the applicable local, European or international capital market legislation and will be admitted to trading on a regulated market.
2. Mandating of the Board of Directors of ELSA to take all measures, in the name and on behalf of ELSA, in accordance with the main terms and conditions approved by the EGMS according to item 1, in order to initiate, carry out and complete the bond issuance operations within the ceiling of EUR 500,000,000, including by, but not limited to, the following:
 - a) establishing the value limits of each bond issue;
 - b) establishing the currency and maturity of each bond issue;
 - c) negotiating and approving bond issue prospectuses or the Final Terms (in case of a Programme of issuance with a base prospectus) and any other issuance conditions;
 - d) establishing in detail the parameters of the offers, as a result of the proposals of the Intermediary, including the territoriality of the offers;

- e) approving the final terms of each of the individual tranches of Bonds to be established by decision of the Board of Directors on the occasion of each issue, in compliance with the legal provisions applicable on the date of each such issue, these terms resulting from the market prospecting process and as a result of the bookrunning process;
- f) establishing the effective subscription period and the subscription procedure;
- g) signing all the documents necessary for the initiation and development of Offers for the Sale of Bonds, including the hiring of consultants, legal or other domains, specialized in the local, European or international capital market legislation as well as any other document necessary for the admission to trading of the bonds, their registration in any necessary register and any other acts or documents necessary for the realization and completion of the bond issues even if they are not mentioned in this decision;
- h) the signing, through his representative, of any other acts or documents, even if they are not mentioned in this decision, but which are necessary in order to fulfill the above purposes for the proper fulfillment of the present decision.

The Board of Directors may delegate to the executive management of ELSA the undertaking of certain or all of the operational activities required to implement the operations of bond issuance above mentioned on item 1.

3. Approval of the conclusion of a syndicated credit facility in amount of RON 3,100,000,000 and the establishment of related guarantees, from a consortium of commercial banks, with ELSA, Electrica Furnizare ("EFSA") and Distributie Energie Electrica Romania S.A. ("DEER") as Borrowers, ELSA being also guarantor for EFSA and DEER. The facility will have as guarantees the movable mortgage over the bank accounts opened by the Borrowers at the financing banks (and/or other types of guarantees) and additionally, ELSA will issue corporate guarantees (and/or other types of guarantees) in favor of the financing banks for the facilities contracted by EFSA and DEER.
4. Approval of the empowerment of ELSA's Board of Directors to take, in the name and on behalf of ELSA, all the necessary measures to initiate, carry out and complete the operation referred to in item 3, including but not limited to the following:
 - a) to approve the individual financing transactions (conclusion of loans - within the limits of the approved value ceilings, and guarantees, including guarantee limits) that will be contracted by ELSA within the syndicated credit facility, as well as the individual guarantee transactions by ELSA for DEER and EFSA, within the facility;
 - b) to represent it with full powers in front of banks, financial institutions, affiliates and any third parties;
 - c) to negotiate and accept the clauses of contracts with the arrangers (including the arrangers' designation), credit facilities to be concluded with banks, including guarantees, which shall include, but not be limited to, the type, level of costs and fees, types of costs/amounts covered by guarantees, the duration of contracts with arrangers, credit contracts and guarantees, obligations, prohibitions and liabilities, cases of default, early repayment, right to have dividends distributed/received;
 - d) to negotiate and accept the type, form and conditions of guarantees;
 - e) to sign the documents regarding the mandate of the Arrangers, as well as any other documents related to the operation from item 3;
 - f) to complete any other legal activity that it considers necessary for the above-mentioned purpose.

The Board of Directors will be able to sub-delegate to the executive management of ELSA the execution of all/some operational activities in order to implement the operations mentioned in item 3 (with the exception of those indicated in letter a).

The above mandate, including the possibility of sub-delegation, is granted also for any other amendments to the contracts - within the limits of the value ceilings approved for credit, and guarantees related to the operation from item 3, including but not limited to the purpose, type, use, modification of the duration of contracts and/or established guarantees.

5. The empowerment of the ELSA's Board of Directors to grant the mandate to ELSA's representative in the GMS of DEER and EFSA subsidiaries, considering ELSA's capacity as a shareholder of DEER and EFSA, for expressing the vote regarding the credits that will be contracted within the syndicated facility from item 3 and the related guarantees.
6. Approval of the mandate granted to the representative of ELSA, considering the capacity of ELSA as a shareholder of the company New Trend Energy S.R.L. ("NTE"), to adopt and sign the Sole Shareholder' Resolution of NTE to express a favorable vote ("for") regarding the approval of the investment project undertaken by NTE, "Construction of a photovoltaic park, electrical transformation station, land fencing, and connection to the National Energy System (SEN) - Satu Mare 3", with a total investment value of up to EUR 38,000,000, excluding VAT, and the approval of the initiation and implementation of the investment.
7. The approval of the mandate of ELSA's Board of Directors to grant a voting mandate for the adoption of the Sole Shareholder's Resolution of NTE regarding the execution of the EPC (Engineering, procurement

the Sole Shareholder's Resolution of NTE regarding the execution of the EPC (Engineering, procurement and construction) contract, as well as any other contracts necessary for the completion of the investment mentioned in the previous item, within the investment value limit of up to EUR 38,000,000, excluding VAT.

8. Approval, considering the capacity of ELSA as a shareholder of the company NTE, of the mandate granted to the representative of ELSA to adopt and to sign the Sole Shareholder's Resolution of NTE, to express a favorable vote ("for") for the empowerment of the members of the Board of Directors of NTE, individually, and not jointly, with the possibility of sub-delegating, in order to fulfil the formalities imposed by the applicable legislation in order to register the Sole Shareholder's Resolution of NTE, with the Trade Register Office.
9. Approval of the mandate granted to the representative of ELSA, considering the capacity of Electrica as a shareholder of the company Foton Power Energy S.R.L. ("FPE"), to adopt and sign the Sole Shareholder's Resolution of FPE to express a favorable vote ("for") regarding the approval of the investment project undertaken by FPE, "Construction of a photovoltaic park, electrical transformation station, land fencing, and connection to the National Energy System (SEN) + Installation of electricity storage capacity - in Cefa commune, Bihor County", with a total investment value of up to EUR 49,500,000, excluding VAT, and the approval of the initiation and implementation of the investment.
10. The approval of the mandate of ELSA's Board of Directors to grant a voting mandate for the adoption of the Sole Shareholder's Resolution of FPE regarding the execution of the EPC (Engineering, procurement and construction) contract, as well as any other contracts necessary for the completion of the investment mentioned in the previous item, within the investment value limit of up to EUR 49,500,000, excluding VAT.
11. Approval, considering the capacity of ELSA as a shareholder of the company FPE, of the mandate granted to the representative of ELSA to adopt and to sign the Sole Shareholder's Resolution of FPE, to express a favorable vote ("for") for the empowerment of the members of the Board of Directors of FPE, individually, and not jointly, with the possibility of sub-delegating, in order to fulfil the formalities imposed by the applicable legislation in order to register the Sole Shareholder's Resolution of FPE, with the Trade Register Office.
12. Empowering the Chairperson of the Meeting, the meeting secretary and the technical secretary to sign together the EGMS resolution and to perform individually, and not together, any act or formality required by law for the registration of the EGMS resolution with the Trade Register Office attached to the Bucharest Tribunal, as well as for the publication of the EGMS resolution according to the law

**EGMS Chairman,
Member of the Board of Directors,
Adrian Lotrean**

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