

<p style="text-align: center;">NOTA</p> <p>privind limitele generale ale remuneratiilor pentru Directorii cu contract de mandat ai Electrica SA</p>	<p style="text-align: center;">NOTE</p> <p>relative to the corresponding compensation principles for the Executive Managers (mandate agreement) of Electrica SA</p>
<p>1. Limitele generale ale remuneratiei pentru Directorul General al Electrica SA:</p> <p>Remuneratia Directorului General al Electrica SA va fi compusa din (a) remuneratie lunara fixa, (b) o remuneratie variabila anuala in functie de atingerea obiectivelor de performanta, si (c) un pachet de optiuni pe actiuni virtuale (denumite in continuare "OAVT"), dupa cum urmeaza:</p>	<p>1. The general remuneration limits for Electrica SA General Manager:</p> <p>The remuneration of the General Manager of Electrica SA will be comprised of (a) a fixed monthly remuneration, (b) a variable yearly remuneration or remuneration element or variable compensation depending on the achievement of the performance objectives and (c) a package of options of virtual shares (herein "OAVT"), as follows:</p>
<p>1.a. Limitele generale privind remuneratia lunara fixa a Directorului General:</p> <p>Remuneratia lunara fixa a Directorului General va fi cuprinsa intre 7.000 si 10.000 EUR brut.</p> <p>Suma finala se va stabili de catre Consiliul de Administratie ulterior aprobarii acestor limite generale de catre urmatoarea Adunare Generala Actionarilor.</p>	<p>1.a. General limits referring to the General Manager's fixed monthly remuneration:</p> <p>The fixed monthly remuneration of the General Manager will be between 7,000 and 10,000 EUR gross.</p> <p>The final amount will be decided by the Board of Directors after these general limits will be approved by the next General Meeting of Shareholders.</p>
<p>1.b. Limitele generale privind remuneratia variabila anuala a Directorului General in functie de atingerea obiectivelor de performanta:</p> <p>Remuneratia variabila anuala a Directorului General va fi cuprinsa intre 30% si 50% din remuneratia anuala fixa.</p> <p>Procentul final se va stabili de catre Consiliul de Administratie ulterior aprobarii acestor limite generale de catre urmatoarea Adunare Generala Actionarilor.</p> <p>Acordarea remuneratiei variabile anuale (in tot sau in parte) va depinde de atingerea de catre Directorul General, in tot sau in parte, a obiectivelor de performanta pe anul respectiv, care vor fi fost stabilite de Consiliul de Administratie.</p> <p>La inceputul fiecarui an, Consiliul de Administratie va stabili obiectivele de</p>	<p>1.b. General limits referring to the General Manager's variable yearly compensation depending on the achievement of the performance objectives:</p> <p>The variable yearly compensation of the General Manager will be between 30% and 50% of the fixed yearly remuneration.</p> <p>The final percentage will be decided by the Board of Directors after these general limits will be approved by the next General Meeting of Shareholders.</p> <p>The attribution of the variable yearly compensation (in whole or in part) will depend on the achievement by the General Manager in whole or in part, of the performance objectives for the respective year, that the Board will have defined.</p> <p>Based on the recommendation of the Nomination and Remuneration Committee,</p>

<p>performanta ale Directorului General pentru acel an, pe baza recomandarii Comitetului de Nominalizare si remunerare.</p> <p>La sfarsitul fiecarui an, Consiliul de Administratie va evalua indeplinirea obiectivelor de performanta pentru anul respectiv de catre Directorul General si va decide cu privire la suma finala care va fi platita Directorului General.</p> <p>Remuneratia variabila anuala se va plati dupa aprobarea rezultatelor financiare ale companiei pentru anul anterior de catre Adunare Generala Actionarilor.</p>	<p>the Board of Directors of Electrica S.A. will define at the beginning of each year the General Manager's annual performance objectives for the respective year.</p> <p>At the end of each year, the Board of Directors will review the General Manager's achievement of the performance objectives for the respective year and will decide on the final amount to be paid to the General Manager.</p> <p>The amount of the variable yearly compensation will be paid after the approval by the GMS of the Company financial results for the previous year.</p>
<p>1.c. Limitele generale privind pachetul de OAVT acordat Directorului General:</p> <p>Directorul General va primi la inceputul mandatului un pachet de OAVT. Valoarea pachetului de OAVT va fi cuprinsa intre 150% si 200% din remuneratia anuala fixa.</p> <p>Pachetul de OAVT consta intr-un numar de actiuni virtuale Electrica SA care, prin pretul lor mediu ponderat de tranzactionare pe piata BVB in ultimele 3 luni anterior momentului acordarii, au o valoare insumata egala cu valoarea procentului din remuneratia anuala fixa decisa (intre 150% si 200%).</p> <p>Directorul General are dreptul sa incaseze valoarea pachetului OAVT numai la sfarsitul mandatului conform contractului de mandat.</p> <p>Valoarea pachetului de OAVT la momentul platii se va ajusta cu (1) pretul mediu al actiunilor Electrica SA pe piata BVB in luna de incasare a pachetului, si (2) atingerea obiectivelor de performanta pe termen lung (obiective de performanta ale mandatului).</p> <p>La inceputul mandatului Directorului General, Consiliul de Administratie va stabili</p>	<p>1.c. General limits regarding the OAVT package offered to the General Manager:</p> <p>The General Manager will receive at the beginning of the term an OAVT package.</p> <p>The value of the OAVT package will be between 150% and 200% of the fixed yearly remuneration.</p> <p>The OAVT package consists of a number of Electrica SA virtual shares which, considering their weighted average trading price on the BVB market during the last 3 months prior to being awarded, have a total value equal to the value of the decided percentage over the fixed yearly remuneration (between 150% and 200%).</p> <p>The General Manager is entitled to cash in the value of the OAVT package only at the end of the term according to the mandate agreement.</p> <p>The value of the OAVT package at the time of payment will be adjusted taking into account (1) the average price of Electrica SA shares on the BVB market during the month of the package cash in and (2) the achievement of the long-term performance objectives (the performance objectives of the term).</p> <p>At the start of the General Manager's term, the Board of Directors will set his long-term</p>

<p>obiective de performanta pe termen lung (pe durata mandatului) pentru acesta.</p> <p>Obiectivele de performanta pe termen lung vor fi aceleasi pentru toti Directorii Executivi ai companiei si vor fi stabilite de Consiliul de Administratie pe baza recomandarilor Comitetului de Nominalizare si Remunerare.</p> <p>La sfarsitul mandatului, Consiliul de Administratie va evalua indeplinirea obiectivelor de performanta pe termen lung de catre Directorul General (obiective de performanta ale mandatului) si va ajusta valoarea finala a pachetului OAVT platita acestuia.</p>	<p>performance objectives for the term.</p> <p>The long-term performance objectives will be the same for all Executive Managers of the company and will be set by the Board based on the recommendation of the Nomination and Remuneration Committee.</p> <p>At the end of the term, the Board of directors will evaluate the achievement of the long-term performance objectives by the General Manager (performance objectives of the term) and will adjust the final value of the OAVT package paid to the Manager.</p>
<p>2. Limitele generale ale remuneratiilor pentru Directorii Executivi Electrica SA (numiti prin mandat de catre Consiliul de Administratie)</p> <p>Remuneratia Directorilor Executivi Electrica SA numiti prin mandat de catre Consiliul de Administratie va fi compusa din (a) un remuneratie lunara fixa, (b) o remuneratie variabila anuala, in functie de atingerea obiectivelor de performanta si (c) un pachet de optiuni pe actiuni virtuale (denumite in continuare "OAVT", dupa cum urmeaza:</p>	<p>2. The general remuneration limits for Electrica SA Executive Managers (appointed by mandate by the Board of Directors)</p> <p>The remuneration of Electrica SA's Executive Managers appointed by mandate by the Board of Directors will be comprised of (a) a fixed monthly remuneration, (b) a variable yearly compensation depending on the achievement of the performance objectives and (c) a package of options of virtual shares (herein "OAVT"), as follows:</p>
<p>2.a. Limitele generale privind remuneratia lunara fixa a unui Director Executiv (numit prin mandat de catre Consiliul de Administratie):</p> <p>Remuneratia lunara fixa a unui Director Executiv va fi cuprinsa intre 5.500 si 9.000 EUR brut.</p> <p>Suma finala se va stabili de catre Consiliul de Administratie, ulterior, pentru fiecare Director Executiv numit prin mandat de catre Consiliul de Administratie.</p>	<p>2.a. General limits referring to the Executive Manager's fixed monthly remuneration (appointed by mandate by the Board of Directors):</p> <p>The fixed monthly remuneration of an Executive Manager will be between 5,500 and 9,000 EUR gross.</p> <p>The final amount will be decided by the Board of Directors afterwards for each Executive Manager appointed by mandate by the Board of Directors.</p>

<p>2.b. Limitele generale privind remuneratia variabila anuala a Directorilor Executivi in functie de atingerea obiectivelor de performanta:</p> <p>Remuneratia variabila anuala a unui Director Executiv va fi cuprinsa intre 15% si 40% din remuneratia anuala fixa.</p> <p>Procentul final pentru fiecare Director Executiv cu mandat de la Consiliul de Administratie se va stabili de catre Consiliul de Administratie ulterior.</p> <p>Acordarea remuneratiei variabile anuale (sau a unei parti din acesta) va depinde de atingerea obiectivelor de performanta pe anul respectiv.</p> <p>Consiliul de Administratie al Electrica SA va stabili la inceputul fiecarui an din mandatul Directorului Executiv obiectivele de performanta anuale ale acestuia.</p> <p>La sfarsitul fiecarui an, Consiliul de Administratie va evalua indeplinirea obiectivelor de performanta pentru anul respectiv de catre Directorul Executiv si va ajusta suma finala platita acestuia.</p> <p>Remuneratia variabila anuala se va plati dupa aprobarea rezultatelor financiare ale companiei de catre AGA, pentru anul de performanta anterior.</p>	<p>2.b. General limits referring to the Executive Managers' variable yearly compensation depending on the achievement of the performance objectives:</p> <p>The variable yearly compensation of an Executive Manager will be between 15% and 40% of the fixed yearly remuneration.</p> <p>The final percentage for each Executive Manager mandated by the Board of Directors will be decided by the Board of Directors afterwards.</p> <p>The attribution of the variable yearly compensation (or part of it) will depend on the achievement of the performance objectives for the respective year by each Executive Manager.</p> <p>Electrica SA Board of Directors will set up at the beginning of each year of the Executive Manager's term the annual performance objectives for the respective year.</p> <p>At the end of each year, the Board of Directors will review the Executive Manager's achievement of the performance objectives for the respective year and will amend the final amount paid to the Executive Manager.</p> <p>The amount of the variable yearly compensation will be paid after the approval by the GMS of the company financial results, for the previous performance year.</p>
<p>2.c. Limitele generale privind pachetul de OAVT acordat unui Director Executiv Electrica SA:</p> <p>Fiecare Director Executiv cu mandat de la Consiliul de Administratie va primi la inceputul mandatului un pachet de OAVT.</p> <p>Valoarea pachetului de OAVT va fi cuprinsa intre 60% si 160% din remuneratia anuala fixa.</p>	<p>2.c. General limits regarding the OAVT package offered to the Electrica SA Executive Manager:</p> <p>Each BoD mandated Executive Manager will receive at the beginning of the term an OAVT package.</p> <p>The value of the OAVT package will be between 60% and 160% of the fixed yearly remuneration.</p>

Pachetul de OAVT consta intr-un numar de actiuni virtuale Electrica SA care, prin pretul lor mediu ponderat de tranzactionare pe piata BVB in ultimele 3 luni anterior momentului acordarii, au o valoare insumata egala cu valoarea procentului din remuneratia anuala fixa decisa (intre 60% si 160%).

Directorul Executiv cu mandat de la Consiliul de Administratie are dreptul sa incaseze valoarea pachetului OAVT numai la sfarsitul mandatului conform contractului de mandat.

Valoarea pachetului de OAVT la momentul incasarii se va ajusta cu (1) pretul mediu al actiunilor Electrica SA pe piata BVB in luna de incasare a pachetului, si (2) atingerea obiectivelor de performanta pe termen lung (obiective de performanta ale mandatului).

La inceputul mandatului Directorului Executiv cu mandat de la Consiliul de Administratie, Consiliul de Administratie va stabili obiective de performanta pe termen lung (pe durata mandatului) pentru acesta.

Obiectivele de performanta pe termen lung vor fi aceleasi pentru toti Directorii Executivi ai companiei, inclusiv Directorul General.

La sfarsitul mandatului, Consiliul de Administratie va evalua indeplinirea obiectivelor de performanta pe termen lung de catre Directorul Executiv cu mandat de la Consiliul de Administratie (obiective de performanta ale mandatului) si va ajusta valoarea finala a pachetului OAVT platita acestuia.

The OAVT package consists of a number of Electrica SA virtual shares which, considering their weighted average trading price on the BVB market during the last 3 months prior to award, have a total value equal to the value of the decided percentage over the fixed yearly remuneration (between 60% and 160%).

The Executive Manager mandated by the BoD is entitled to cash in the value of the OAVT package only at the end of the term according to the mandate agreement.

The value of the OAVT package at the cash in moment will be adjusted with (1) the average price of Electrica SA shares on the BVB market during the month of the package cash in and (2) the achievement of the long-term performance objectives (the performance objectives of the term).

At the beginning of the mandate of the Executive Manager mandated by the BoD, the Board of Directors will set up long-term performance objectives (for the duration of the term) for the Executive Manager.

The long-term performance objectives will be the same for all Executive Managers of the company, including the General Manager.

At the end of the term, the Board of directors will review the achievement of the long-term performance objectives by the Executive Manager mandated by the BoD (performance objectives of the term) and will adjust the final value of the OAVT package paid out to the Manager.