

<p style="text-align: center;"><b>EXTRAS DIN HOTARAREA</b></p> <p style="text-align: center;"><b>CONSILIULUI DE ADMINISTRATIE AL</b>  <b>“SOCIETATEA ENERGETICA ELECTRICA S.A.”</b></p> <p style="text-align: center;"><b>NR. 4 DIN DATA DE 4 MARTIE 2021</b></p> <p>Consiliul de Administratie (CA) al “Societatea Energetica Electrica S.A” (Societatea), s-a intrunit in mod corespunzator la data de 4 martie 2021, ora 16:24 EET la sediul Electrica Furnizare S.A. din Bucuresti, Soseaua Stefan cel Mare, nr. 1A, sector 1, in conformitate cu prevederile statutare si legale.</p> <p>.....</p> <p>Dupa ce au fost furnizate toate documentele relevante referitoare la punctele de pe ordinea de zi, analizand materialele aferente acestora,</p>	<p style="text-align: center;"><b>EXCERPT OF THE DECISION</b></p> <p style="text-align: center;"><b>OF THE BOARD OF DIRECTORS OF</b>  <b>“SOCIETATEA ENERGETICA ELECTRICA S.A.”</b></p> <p style="text-align: center;"><b>NO. 4 DATED MARCH 4<sup>th</sup>, 2021</b></p> <p>The Board of Directors (BoD or Board) of “Societatea Energetica Electrica S.A.” (the Company), duly gathered on March 4<sup>th</sup> 2021 at 16:24 hrs EET, at Electrica Furnizare S.A. located in Bucharest, Soseaua Stefan cel Mare, no. 1A, district 1, in accordance with the statutory and legal provisions.</p> <p>.....</p> <p>After having been supplied with all the relevant documents regarding the items on the agenda of the meeting and after having analyzed them,</p>
<p style="text-align: center;"><b>CONSILIUL DE ADMINISTRATIE A HOTARAT:</b></p>	<p style="text-align: center;"><b>THE BOARD DECIDED:</b></p>
<p>.....</p>	<p>.....</p>
<p><b>3. Finantari la nivelul Grupului (nota nr. 9900/1346/25.02.2021).</b></p> <p>La recomandarea Comitetului de Audit si Risc, CA a avizat si supune aprobarii Adunarii Generale Extraordinare a Actionarilor (AGEA) SE Electrica SA („Electrica” sau „ELSA”), urmatoarele:</p> <ol style="list-style-type: none"> <li><b>1. Aprobarea garantarii de catre ELSA a creditului la termen, in suma de pana la 210.000.000 EUR sau echivalent in RON, pe care Distributie Energie Electrica Romania S.A. (DEER) il va contracta de la Banca Europeana de Investitii (BEI) pentru finantarea planului de investitii aferent perioadei 2021-2023, valoarea garantiei furnizate de ELSA fiind de maximum 252.000.000 EUR sau echivalent in RON, in conditiile prevazute in nota de fundamentare. Imprumutul de la BEI (care se poate semna intr-unul sau mai multe contracte) care va fi contractat de Distributie Energie Electrica Romania S.A., va fi garantat de ELSA printr-o garantie autonoma la prima cerere, valabila pana la indeplinirea in intregime a obligatiilor rezultate din contract/garantie.</b></li> <li><b>2. Aprobarea mandatarii Consiliului de Administratie al ELSA pentru a lua, in numele si pe seama ELSA, in limita plafoanelor aprobate, toate masurile necesare in vederea initierii,</b></li> </ol>	<p><b>3. Financing within the Group (note no. 9900/1346/25.02.2021).</b></p> <p>Following the Audit and Risk Committee’s recommendation, the BoD endorsed and submits for the approval of the Extraordinary General Meeting of Shareholders (EGMS) SE Electrica S.A. („Electrica” or „ELSA”), the following:</p> <ol style="list-style-type: none"> <li><b>1. The approval of the guarantee to be issued by ELSA for the term loan in the amount of up to EUR 210,000,000 or the equivalent in RON that the company Distributie Energie Electrica Romania S.A. (DEER) will contract from the European Investment Bank (EIB) to finance the investment plan related to the period 2021-2023, the value of the guarantee provided by ELSA being maximum EUR 252,000,000 or equivalent in RON, subject to the conditions provided for in the Substantiation Note. The loan from EIB (which can be signed in one or several agreements) to be contracted by Distributie Energie Electrica Romania S.A., will be guaranteed by ELSA through an independent first call guarantee, valid until the full fulfilment of the obligations arising from the agreement/guarantee.</b></li> <li><b>2. Approval to empower the Board of Directors of ELSA to take, in the name and on behalf of ELSA, within the limit of the approved ceilings, all the required measures in order to initiate,</b></li> </ol>

<p><b>derularii si finalizarii operatiunii de garantare mentionate la punctul 1.</b></p> <p>Consiliul de Administratie va putea subdelega catre conducerea executiva a ELSA realizarea unor activitati operationale in vederea implementarii operatiunilor mentionate la punctul 1.</p> <p><b>3. Contractarea de catre ELSA a unui credit-punte in suma de pana la 750.000.000 RON</b> cu caracter neangajant de la un consortiu format din bancile Erste Bank si Raiffeisen Bank insotit de o scrisoare de angajament pentru aranjarea unei emisiuni de obligatiuni (conditionat de obtinerea aprobarilor corporative necesare) pentru a finanta oportunitatile de crestere anorganica, in conditiile prevazute in Nota de fundamentare. Imprumutul va avea ca singura garantie ipoteca mobiliara pe conturile deschise de ELSA la BCR si Raiffeisen Bank, si va fi constituita pentru o valoare maxima de 825.000.000 RON.</p> <p><b>4. Aprobarea mandatarii Consiliului de Administratie al ELSA pentru a lua, in numele si pe seama ELSA, in limita plafoanelor aprobate, toate masurile necesare in vederea initierii, derularii si finalizarii operatiunii mentionate la punctul 3.</b></p> <p>Mandatul de mai sus este acordat inclusiv pentru orice alte modificari ale contractelor bancare, ale contractelor de finantare si/sau ale contractelor de garantie/garantiilor aferente, in limita plafoanelor aprobate, incluzand si nelimitandu-se la scopul, tipul, utilizarea, modificarea duratei creditului si a garantiilor constituite.</p> <p>Consiliul de Administratie va putea subdelega catre conducerea executiva a ELSA realizarea unor activitati operationale in vederea implementarii operatiunilor mentionate la punctul 3.</p>	<p><b>carry out and complete the guarantee operation referred to in item 1.</b></p> <p>The Board of Directors will be able to subdelegate to the executive management of ELSA the fulfillment of certain activities in order to implement the operations referred to in item 1.</p> <p><b>3. Approval of contracting by ELSA of an uncommitted bridge loan in the amount of up to RON 750,000,000</b> from a consortium consisting of the banks Erste Bank and Raiffeisen Bank, together with an engagement letter for arranging a bond issuance (conditional upon obtaining the necessary corporate approvals) to finance the inorganic growth opportunities, under the conditions provided in Substantiation Note. The loan will have as single guarantee a movable mortgage on accounts opened by ELSA with BCR and Raiffeisen Bank and will be constituted for a maximum value of RON 825,000,000.</p> <p><b>4. Approval to empower the Board of Directors of ELSA to take, in the name and on behalf of ELSA, within the limit of the approved ceilings, all the required measures in order to initiate, carry out and complete the operation referred to in item 3.</b></p> <p>The above mandate is granted including for any other amendments to bank agreements, financing agreements and/or related collateral arrangements/guarantees, within the limit of the approved ceilings, including but not limited to the purpose, type, use, change of duration of the constituted guarantees.</p> <p>The Board of Directors will be able to subdelegate to the executive management of ELSA the fulfillment of certain operational activities in order to implement the operations referred to in item 3.</p>
<p>.....</p>	<p>.....</p>
<p style="text-align: center;"><b>Secretariat CA / Secretary of the BoD,</b></p> <p style="text-align: center;">Catalina Nedelcu</p>	