

Avizat / Endorsed
CEO
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NOTA/ NOTE

AUTOR / AUTHOR	Numar /Number	9900/1574/04.03.2021		
	Entitate / Entity	Directia Financiara/Finance Division		
1.Referitor la/ Referring to	Repartizarea profitului net aferent exercitiului financiar incheiat la data de 31 decembrie 2020 pentru Societatea Energetica Electrica S.A. (Electrica SA)/ Net profit distribution for the financial year ended as at 31 December 2020 for Societatea Energetica Electrica S.A. (Electrica SA)			
2. Pentru / For		Aprobare / Approval	Avizare / Endorsement	Informare / Information
	AGA/ GMS	X		

<p>3. Hotararea propusa:</p> <p>1. Aprobarea de catre Adunarea Generala a Actionarilor Electrica SA a propunerii de repartizare a profitului net aferent exercitiului financiar incheiat la data de 31 decembrie 2020 pentru Societatea Energetica Electrica S.A..</p>	<p>3. Proposed resolution draft</p> <p>1. Approval by the General Meeting of Shareholders of Electrica SA of the proposal of the net profit distribution for the financial year ended as at 31 December 2020 for Societatea Energetica Electrica S.A..</p>
<p>4. Baza legala :</p> <ul style="list-style-type: none"> - Legea societatilor nr. 31/1990 republicata, cu modificarile si completarile ulterioare; - Legea contabilitatii nr. 82/1991 republicata, cu modificarile si completarile ulterioare; - Legea nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata; - Actul constitutiv al Electrica SA; - Ordinul Ministrului Finantelor Publice nr. 2844/2016 pentru aprobarea Reglementarilor contabile conforme cu Standardele Internationale de Raportare Financiara, aplicabile societatilor ale caror valori mobiliare sunt admise la tranzactionare pe o piata reglementata. 	<p>4. Legal background:</p> <ul style="list-style-type: none"> - Law on companies no. 31/1990 republished, with subsequent amendments; - Accounting law no. 82/1991 republished, with subsequent amendments; - Law no. 24/2017 on issuers of financial instruments and market operations; - Electrica's Articles of Association; - Order of the Ministry of Public Finance no. 2844/2016 on the approval of the accounting regulations compliance with the International Financial Reporting Standards, applicable to entities listed on a regulated market.

5. Continut

Se propune spre aprobare AGA *Repartizarea rezultatului financiar net* aferent anului 2020 astfel:

Destinatia	Suma (RON)
Profitul net al exercitiului financiar incheiat la 31.12.2020* (a)	298.378.536
Rezerva legala (5% din profitul brut) (b)	14.935.950
Profit net distribuibil la dividende dupa repartizarea la rezerva legala (c) = (a) – (b)	283.442.586
Alte rezerve (d)	35.568.893
Dividende de distribuit actionarilor (e)=(c) - (d)	247.873.693

*) *din situatiile financiare individuale anuale auditate pentru exercitiul financiar incheiat la 31.12.2020*

Sumele repartizate la rezerva legala au fost determinate in baza prevederilor art. 183 din legea 31/1990: *“din profitul societatii se va prelua, in fiecare an, cel putin 5% pentru formarea fondului de rezerva, pana ce acesta va atinge minimum a cincea parte din capitalul social”*. Astfel, alocarea la rezerva legala este in cuantum de 14.935.950 RON.

Astfel, profitul net distribuibil la dividende este in suma de 283.442.586 RON (profit net in cuantum de 298.378.536 RON minus repartizarea la rezerva legala in cuantum 14.935.950 RON).

Din profitul distribuibil la dividende, o suma de **247.873.693 RON este propusa a fi distribuita la dividende**, ceea ce este echivalentul unei rate de distributie a profitului distribuibil la dividende de 87,5%.

Dupa distributia profitului la rezerva legala si dividende, portiunea nedistribuita din profitul net este in suma de 35.568.893 RON. Aceasta suma se propune a fi distribuita la “Alte rezerve”, astfel incat profitul net sa fie distribuit in intregime.

Numarul de actiuni care vor avea drept sa primeasca dividende este de **339.553.004** actiuni, determinat ca diferenta intre numarul total de actiuni existent la data autorizarii spre emitere a situatiilor financiare (4 Martie 2021), 346.443.597 actiuni, din care s-a sczut numarul de actiuni detinute de Electrica SA (actiuni de trezorerie), respectiv 6.890.593 actiuni, acestea din urma nefiind indreptatite sa primeasca dividende.

5. Content

Distribution of the profit for the financial year 2020 is being proposed for GMS approval, as follows:

Destination	Amount (RON)
Net profit for the financial year ended as of 31.12.2020* (a)	298,378,536
Legal reserves (5% from pre-tax profit) (b)	14,935,950
Net distributable profit after legal reserves appropriation (c) = (a) – (b)	283,442,586
Other reserves (d)	35,568,893
Dividends to be distributed to shareholders (e)=(c) - (d)	247,873,693

*) *from the separate audited financial statements for the year ended as of 31.12.2020*

The amounts allocated to legal reserves are determined in accordance with the provisions of art. 183 of Law 31/1990: *“at least 5% of the company’s profit shall be set aside to the reserve fund, until the reserve fund will reach at least one fifth of the share capital”*. Thus, the allocation to the legal reserves is RON 14,935,950.

Thus, the net profit distributable to dividends is in amount of RON 283,442,586 (net profit in total amount of RON 298,378,536 less the allocation to legal reserves in amount of RON 14,935,950).

Out of the distributable profit, an amount of **RON 247,873,693 is proposed to be distributed to dividends**, which is equivalent to a payout ratio from distributable profit of 87.5%.

After the distribution of profit to legal reserves and dividends, the undistributed portion of the net profit is RON 35,568,893. This amount is proposed to be distributed to “Other reserves”, so that the entire net profit is distributed.

The number of shares that shall be entitled to dividends is **339,553,004** shares, determined as difference between the total number of shares existing on the date of authorization for publication of the financial statements (4 March 2021) of 346,443,597 shares, which was reduced by the number of shares held by Electrica SA (treasury shares), namely 6,890,593 shares, the latter not being entitled to receive dividends.

Astfel, **dividendul brut pe actiune** determinat cu 4 zecimale dupa virgula (rotunjit) este de **0,73 RON/actiune** (**247.873.693 RON** impartit la 339.553.004 actiuni indreptatite sa primeasca dividende).

Actionarii carora li se cuvin dividendele sunt cei identificati in Registrul Actionarilor (gestionat de “Depozitarul Central” SA) Electrica SA, la **data de inregistrare stabilita de catre AGA, respectiv 3 Iunie 2021.**

Termenul de plata a dividendelor

Luand in considerare prevederile art. 67 alin. 2. din Legea nr. 31/1990, propunem AGA sa aprobe ca **data de incepere a platii dividendelor pentru exercitiul financiar 2020 data de 25 Iunie 2021.**

Modalitatea de plata

Plata dividendelor va fi efectuata in RON numai catre actionarii inregistrati in Registrul Actionarilor (gestionat de “Depozitarul Central” SA) la data de inregistrare stabilita de catre AGA, respectiv **3 Iunie 2021.**

Plata dividendelor se va face prin intermediul Depozitarului Central S.A. si printr-un Agent de plata ce va fi selectat conform prevederilor legale in vigoare.

Impozitul pe dividende va fi retinut din dividendul brut si virat de Electrica SA in conformitate cu prevederile legale in vigoare.

Informatii detaliate cu privire la plata dividendelor vor fi disponibile pe pagina de internet a Electrica SA cu cel putin 30 zile inainte de data platii.

Thus, the **gross dividend per share** set with four decimals (rounded) is **RON/share 0.73** (**RON 247,873,693** divided by 339,553,004 shares entitled to dividends).

Shareholders entitled to receive dividends are mentioned in the Shareholders Registry (managed by “Depozitarul Central” SA) of Electrica SA on the **registration date established by the General Meeting of Shareholders, i.e. June 3rd, 2021.**

Deadline for payment of dividends

Taking into consideration the provisions of article 67 paragraph 2. of Law no. 31/1990, we propose to the General Meeting of Shareholders to approve the **date of June 25th, 2021, as the starting date of payment of dividends for the year 2020.**

Method of payment

The payment of dividends shall be made in RON, only to the shareholders registered in the Shareholders Registry (managed by “Depozitarul Central” SA) on the registration date established by the General Meeting of Shareholders, i.e. **June 3rd, 2021.**

The payment of dividends shall be made through Depozitarul Central SA and a Payment Agent selected according with legal provisions.

The tax on dividend shall be retained and paid by Electrica SA from the gross dividend in accordance with the applicable legal provisions.

Detailed information regarding dividend payment shall be made available of Electrica SA website at least 30 days before payment date.

Mihai DARIE
Director Financiar/ CFO

Oana CRISTESCU
Director Contabilitate, Raportare si Taxe/
Head of Accounting, Reporting and Tax