

**Endorsed
 CEO
 Georgeta Corina Popescu**

NOTA/ NOTE				
AUTOR / AUTHOR	Numar /Number Entitate / Entity	9900/1573/04.03.2021 Directia Financiara/ Finance Division		
1.Referitor la/ Referring to	Descarcarea de gestiune a administratorilor pentru exercitiul financiar 2020/ Discharge of liability of the Directors for the financial year 2020			
2. Pentru/ For	AGA/ GMS	Aprobare / Approval X	Avizare / Endorsement	Informare / Information
3. Hotararea propusa 1. Aprobarea de catre Adunarea Generala Ordinara a Actionarilor Electrica SA a descarcarii de gestiune a administratorilor Electrica SA in functie pentru exercitiul financiar 2020.	3. Proposed resolution draft 1. Approval by the Ordinary General Meeting of Shareholders of Electrica SA of discharge of liability for the directors (members of BoD) in charge for the year ended 31 December 2020.			
4. Baza legala Art. 111 alin (2) lit. d) din Legea Societatilor nr. 31/1990, republicata, cu modificarile si completarile ulterioare, coroborate cu art. 14 alin. (3) lit. f) din Actul Constitutiv.	4. Legal background Art. 111 paragraph (2) letter d) of the Companies Law no. 31/1990 with subsequent amendments in conjunction with art. 14 paragraph (3) let. f) of the Articles of Incorporation.			
5. Continut Pe parcursul anului 2020, componenta Consiliului de Administratie a suferit mai multe modificari, dupa cum urmeaza: <ul style="list-style-type: none"> • La inceputul anului, Consiliul de Administratie era compus din urmatorii membri: dl. Valentin Radu – Presedinte, dna. Ramona Ungur, dl. Dragos Andrei, dl. Radu Florescu, dl. Bogdan Iliescu si dl. Gicu Iorga. • In data de 29 aprilie 2020, actionarii ELSA l-au ales pe dl. Iulian Cristian Bosoanca pentru ocuparea pozitiei vacante, in urma renuntarii la mandat a administratorului neindependent dl. Nicolae Havrilet; • In data de 17 iulie 2020, in urma demisiei inaintata de dl. Valentin Radu din calitatea de Presedinte CA, membrii Consiliului l-au ales pe dl. Iulian Cristian Bosoanca in calitate de Presedinte CA incepand cu data de 18 iulie 2020 si pana la data de 31 decembrie 2020. 	5. Content During 2020, the composition of the Board of Directors has undergone several changes, as follows: <ul style="list-style-type: none"> • At the beginning of the year, the Board of Directors consisted of the following members: Mr. Valentin Radu – Chair, Mrs. Ramona Ungur, Mr. Dragos Andrei, Mr. Radu Florescu, Mr. Bogdan Iliescu and Mr. Gicu Iorga; • On 29 April 2020, ELSA shareholders elected Mr. Iulian Cristian Bosoanca to occupy the vacant position created after the resignation of the non-independent administrator Mr. Nicolae Havrilet; • On 17 July 2020, following the resignation of Mr. Valentin Radu as Chair of the BoD, members of the Board elected Mr. Iulian Cristian Bosoanca as Chair of the BoD starting with 18 July 2020 and until 31 December 2020. 			

<ul style="list-style-type: none"> • La finalul anului 2020, precum si la data intocmirii acestei note, membrii CA erau urmatorii: dl. Iulian Cristian Bosoanca – Presedinte, dna. Ramona Ungur, dl. Dragos Andrei, dl. Radu Florescu, dl. Bogdan Iliescu, dl. Gicu Iorga si dl. Valentin Radu. <p>Informatii cu privire la componenta Consiliului de Administratie in cursul anului 2020, inclusiv modificarile survenite in aceasta perioada sunt prezentate pe larg in cadrul Raportului administratorilor pentru anul 2020 – Grupul Electrica.</p> <p>In baza aprobarii situatiilor financiare anuale auditate si a Raportului anual al administratorilor prezentat de Consiliul de administratie, supunem aprobarii Adunarii Generale a Actionarilor Electrica SA descarcarea de gestiune a administratorilor in functie in cursul exercitiului financiar 2020.</p>	<ul style="list-style-type: none"> • At the end of 2020, as well as at the date of issuance of this note, the members of the BoD were the following: Mr. Iulian Cristian Bosoanca – Chair, Mrs. Ramona Ungur, Mr. Dragos Andrei, Mr. Radu Florescu, Mr. Bogdan Iliescu, Mr. Gicu Iorga and Mr. Valentin Radu. <p>Information related to the Board of Directors composition during 2020, along with changes occurred in the same period are presented in detail in the Directors’ Report for the year 2020 – Electrica Group.</p> <p>Based on the approval of the annual audited financial statements and of the Annual Directors’ Report, the discharge of liability of Electrica SA Directors during the financial year 2020 is submitted for the General Meeting of Shareholders’ approval.</p>
<p>Mihai DARIE</p> <p>Director Financiar/ CFO</p>	
<p>Oana CRISTESCU</p> <p>Director Contabilitate, Raportare si Taxe/ Head of Accounting, Reporting and Tax</p>	