

*/On the letterhead of the Ministry of Energy/*

**MINISTER'S CABINET**

*No. 11340/VDP/22.03.2021*

**To: Societatea Energetica ELECTRICA S.A.**

**Mr. Cristian BOSOANCA, Chairman of the Board of Directors**

**Attention to: Ms. Georgeta-Corina POPESCU, CEO**

**With regards to:**

- Convening the Ordinary General Meeting of Shareholders for the date of 28 April 2021 (first calling), respectively 29 April 2021 (second calling);
- Provisions of art. 117<sup>1</sup> para. (1) and art. 111 para. (2) of the Companies Law No. 31/1990, as republished, as further amended and supplemented, corroborated with the provisions of art. 84 para (1) and art. 92 para. (3) and para. (5) of Law No. 24/2017 on issuers of financial instruments and market operations and art. 14 and art. 18 para. (7) and para. (8) of the Company's Articles of Association;
- Provisions of art. 164, art. 165, art. 187 and art. 189 of Regulation no. 5/2018 on issuers of financial instruments and market operations;

**The Ministry of Energy, on behalf of the Romanian State, as shareholder of Societatea Energetica Electrica SA with a number of 169,046,299 shares held in this company, representing 48.7948% of the total share capital, hereby requests the Board of Directors of Societatea Energetica Electrica SA, introducing the following items on the agenda of the Ordinary General Meeting of Shareholders, convened for the date of 28/29 April 2021:**

1. *Election of the members of the Board of Directors of Societatea Energetica ELECTRICA SA by applying the cumulative voting method.*
2. *Establishment of the mandate's duration for the directors elected by applying the cumulative voting method for a period of 4 (four) years;*
3. *Empowerment of the representative of the shareholder the Ministry of Energy to sign, on behalf of the Company, the mandate agreements concluded with the members of the Board of Directors.*

**OGMS draft resolution:**

1. It is approved the election of the following members of the Board of Directors by applying the cumulative voting method:  
Mr./Mrs....., cumulative votes.....  
Mr./Mrs....., cumulative votes.....  
Mr./Mrs....., cumulative votes.....  
Mr./Mrs....., cumulative votes.....  
Mr./Mrs....., cumulative votes.....  
Mr./Mrs....., cumulative votes.....  
Mr./Mrs....., cumulative votes.....

Are deemed to have been revoked the following members of the Board of Directors: [●].

These members have not been reconfirmed by applying the cumulative voting method, and therefore their mandate has terminated at the date of this OGMS, according to the provisions of art. 167 para. (3) of the Financial Supervisory Authority Regulation No. 5/2018.

2. The OGMS approves the establishment of the mandate's duration for the directors elected by applying the cumulative voting method, for a period of 4 (four) years.
3. The OGMS approves the empowerment of the representative of the Ministry of Energy to sign, on behalf of the Company, the mandate agreements concluded with the members of the Board of Directors.

Yours respectfully,

**Virgil Daniel POPESCU,**

**MINISTER OF ENERGY**

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