

**To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets  
Financial Supervision Authority - General Directorate Supervision - Issuers Division**

Current report according to the provisions of Law 297/2004, Regulation 1/2006 of the CNVM and the BSE Code

Date of the report: **13 November 2017**

Name of Issuer Company: **National Power Grid Co. Transelectrica SA, company managed by two-tier system**

Headquarters: Bucharest 1, Blvd. Magheru no. 33

Working location: Bucharest 3, Str. Olteni no. 2-4

Phone / fax numbers: 4021 3035 611 / 4021 3035 610

Single registration code: 13328043

LEI code: 254900OLXCOUQC90M036

Number in the Commercial Register: J40/8060/2000

Share capital subscribed and paid: 733,031,420 RON

Regulated market where the issued securities are transacted: Bucharest Stock Exchange

**COMMUNIQUÉ REGARDING THE MODE OF PAYMENT FOR DIVIDENDS distributed** in accordance with articles II and III from OUG 29/2017

In accordance with the decision of the Shareholders' General Ordinary Assembly of 16 October 2017, CNTEE Transelectrica SA (TEL) transmits the procedure for dividends payment from the sums existing in the 31.12.2016 balance of "Other reserves" and "Retained earnings" accounts in accordance with articles II & III from OUG 29/2017. Consequently dividends will be paid beginning with **22 November 2017** (payment date) to the shareholders registered on **1 November 2017** in the Company's Shareholder Register, **ex-date being 31 October 2017, by means of the Central Depository SA (CD) and of BRD – Group Société Générale (BRD)**.

The value of the **gross dividend** is of **2.33 Lei/share**.

The tax will be withheld, declared and paid to the state budget by Transelectrica in accordance with applicable legal provisions, and shareholders will collect their net dividends.

Dividends will be paid **by means of the Central Depository** as follows:

- In case of shareholders whose interests are represented by Participants (Custodian Banks or Brokers) to the compensation-settlement system and to the Central Depository's register - directly in the accounts opened with the Participants';
- In case of shareholders acting in their own name - by **BRD, payment agent** designated by TEL, which has concluded a contract with TEL and with the CD.
- In case of shareholders recorded in the Central Depository's ledgers in section I of the Register, namely natural/legal persons/other entities that are not represented by the Participant, but are holders of accounts opened with the BRD, and have not chosen before payment date for dividends payment in another account notified to the Central Depository / CNTEE Transelectrica SA, dividends will be automatically paid on payment date by bank transfer into their current accounts from BRD, if their ID data are updated and identical in both entities, BRD and the CD.

Payment procedure for dividends and the forms (Pay orders) are found on the site [www.transelectrica.ro](http://www.transelectrica.ro) in section **Investor Relations / Shares / Dividends**.

**Payment procedure:**

**A. Payment by bank transfer into the Participants' accounts**

In case of natural or legal persons or other entities that hold shares on the **registration date** in the Shareholder Register of TEL into accounts opened with the Participants, dividends will be automatically paid on the **date when payment begins (22 November 2017)** by means of the CD into the Participants' accounts.

In case of non-resident shareholders, natural or legal persons / other entities, the Participants will submit to the CNTEE Transelectrica SA in view of a good taxation rate:

*LANGUAGE DISCLAIMER: This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.*

- **Fiscal residence certificate** issued by the fiscal authority of the respective state for the year when dividends are paid, **original or authenticated copy**;
- **Certified translation in Romanian** of the fiscal residence certificate in the **original**.

In case of non-resident shareholders having accounts opened with the Participants, the latest by which they can submit the fiscal residence documentation with a view to get a better taxation rate is **15.11.2017**. In case such documentation is transmitted after 15.11.2017, TEL will pay the difference resulting from the application of provisions included in the Agreements avoiding double taxation, after the date when payment begins.

In case of non-resident retirement funds the following documents should be submitted:

- **Fiscal residence certificate** in the **original or authenticated copy**;
- **Authenticated translation** in Romanian;
- **Affidavit** of the legal representative of the fund managing company certifying that the authorisation of the fund managing company is valid on the payment date, if it represents retirement funds as they are defined in the legislation of the EU member state or in one of the AELS states and, if available, information on the official site of the regulatory authority in the country of origin where the statutes of the retirement fund can be verified.

In case of investment funds with no legal personality TEL is requesting the Participants/Investment Administration Companies/FDI to transmit by **15.11.2017** an affidavit signed by the legal representative/ person mandated to represent the investment fund without legal personality, which should include the following information:

- The type of the open/closed investment fund;
- The absence of legal personality;
- The fund ID data (single identification/registration code), as mentioned in the Shareholder Register of TEL kept by the CD and the full name of the investment fund;
- The registration number in the Register of Financial Instruments and Investments.

In case of resident pension funds the Participants (Custodian Bank or Broker) having retirement funds in their portfolio as clients will transmit to TEL their list, accompanied by legal documents certifying their capacity of retirement funds in order to benefit of tax exemption according to Law 227/2015 on the Fiscal Code with later amendments and additions.

## **B. Payment by bank transfer**

The natural or legal persons that have no account opened with the Participants will send to TEL the following documents, as the case may be:

### **1. Natural person with fiscal residence in Romania**

- Demand form available on the site [www.transelectrica.ro](http://www.transelectrica.ro) / Investor Relations / Shares / Dividends
- Copy of ID documents with legible PNC (ID bulletin/card, passport)
- Document certifying the bank account, also stating the IBAN code and the holder
- In case the **shareholder's name is changed** (by marriage, divorce, administrative change), the copy of the document showing the name change should be also submitted

### **2. Legal person with fiscal residence in Romania**

- Demand form available on the site [www.transelectrica.ro](http://www.transelectrica.ro) / Investor Relations / Shares / Dividends
- Copy of the documents issued by the Commercial Register:
  - Registration certificate providing the fiscal registration code
  - Ascertaining certificate valid on the submission date providing the names of authorised persons
- Copies of ID documents of the legal representative with legible PNC (ID bulletin/card, passport)
- Document certifying the bank account, also stating the IBAN code and the holder

### **3. Natural / legal person with fiscal residence in another state than Romania**

In order to apply more favourable taxation provisions according to the Agreements avoiding double taxation concluded between Romania and the residential country of the revenue beneficiary, such shareholders will additionally transmit the following documents:

- **Fiscal residence certificate** issued by the fiscal authority of the respective state in the year when dividends are paid, in the **original or authenticated copy**, which will include the items provided in the Fiscal Code in force on the date of this communiqué;

*LANGUAGE DISCLAIMER: This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.*

- **Certified translation into Romanian** of the fiscal residence certificate, in the **original**;
- **Contact details** for possible explanations on the fiscal residence certificate;

In order to be taken into consideration the fiscal residence documents will not be transmitted later than **15 November 2017**. In case the documentation is transmitted after 15.11.2017, TEL will pay the difference resulting from the application of provisions included in the Agreements avoiding double taxation, after the date when payment begins.

### C. **Payment by bank transfer or cash** at the **pay desks of BRD**

Natural or legal person shareholders will submit the following documents to the pay desk of the payment agent, as the case may be:

#### **Natural person with fiscal residence in Romania:**

1. **In person:** he/she will come in person with the original ID document (bulletin/ID card, passport), mentioning the personal numerical code (PNC)
2. **By proxy** that will submit:
  - Special power of attorney authenticated by the notary, which includes the mandate to collect the distributed amounts, issued no more than 3 previous years before the date when the payment is made, except when the mandate has got validity term greater than 3 years and is valid on the payment date + 1 photocopy certified to be compliant with the original (the photocopy will be kept by the Payment agent);
  - ID document of the proxy with the personal numerical code (PNC) inscribed (original + photocopy).
3. **Person under 14 ani, by means of his/her guardian/parent,** will submit:
  - Birth certificate of the shareholder in the original (with the PNC), original + copy
  - The juridical deed instituting the guardianship in case of the guardian who is not one of the parents - original + copy;
  - ID document of the guardian/parent in the original (ID bulletin/card, passport) - original + copy;
4. **In case of natural persons with trusteeship instituted,** they will submit:
  - ID document of the shareholder, which should specify the PNC (original + copy)
  - Juridical deed instituting the trusteeship (original + copy)
  - Trustee's ID document (original + copy);

#### **Natural person with fiscal residence in another state than Romania** will submit:

- Document identifying the shareholder, containing data which should correspond with those found in the Payment agent's registers received from the Central Depository;

#### **Legal person with fiscal residence in Romania** will submit:

- Registration certificate of the legal person / entity into the Commercial Register / other equivalent document which should certify the registration of the legal person / entity with the competent authority + 1 photocopy that will be kept by the Payment agent
- ID document of the legal representative or of the mandatee, as the case may be
- Ascertaining certificate from the Commercial Register / equivalent document issued by the competent authority not older than 3 months, which should mention the company's legal representative + 1 photocopy that will be kept by the Payment agent;
- Notary power of attorney in the original or legalised copy (the power of attorney will be retained by the Payment agent), if need be.

#### **Legal person shareholders will be paid only by means of bank transfer.**

In case of bank transfer payments to other banks than BRD, the above mentioned documents will be added the statement of account certified by the bank where dividends transfer is requested at or a proving document issued by the bank showing the holder of the fore-mentioned bank account. The account holder can be only the shareholder or his/her proxy, as the case may be.

All BRD units distribute Transelectrica (TEL) dividends. The distribution network can be found at: [www.brd.ro/agentii-si-atm-uri](http://www.brd.ro/agentii-si-atm-uri).

**LANGUAGE DISCLAIMER:** This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.

**NOTE:**

1. Documents will be transmitted to CNTEE TRANSELECTRICA SA by one of the following three modes:
  - By post: str. Olteni 2-4, Bucharest 3, code 030786, mentioning "To the attention of the Shareholders Liaising Department from the Corporative Governance, Investor Relations and Representation Division".
  - By e-mail: [relatii.investitori@transelectrica.ro](mailto:relatii.investitori@transelectrica.ro)
  - By fax: 021 3035610, mentioning "To the attention of the Shareholders Liaising Department from the Corporative Governance, Investor Relations and Representation Division".
2. No net dividends will be paid at the pay desk in the following circumstances:
  - To shareholders whose PNC from the documents submitted at the pay desk does not correspond with that recorded in the Payment agent's registers, received from the Central Depository. They will be referred to the Central Depository.
  - To heirs based on inheritance certificates. They will be referred to the Central Depository.
3. In case of deceased shareholders dividends will be paid only when the Central Depository will have registered the shares transfer to the heirs (upon their request based on documents), and the Payment agent will receive notification from the Central Depository to update the data in accordance with the share transfer from the deceased shareholder to his/her successors.
4. Documents submitted in foreign languages should be accompanied by the certified Romanian translation in the original.
5. Shareholders with fiscal residence in other states than Romania that want a more favourable taxation rate according to the provisions of the Agreements avoiding double taxation in conjunction with the applicable fiscal legislation will submit the fore-mentioned documentation to the TEL. Payment will be made when the taxation rate has been established.
6. **Beginning with the 2014 dividends payment by the Central Depository, all the shareholders that are not represented by Participants have the possibility to collect any amount of money by bank transfer into a bank account regardless of the issuer of the amounts of money, which is valid also for future distributions until otherwise provided. To benefit of such mode of payment shareholders are kindly asked to address directly the Central Depository to the phone numbers 021.408.58.56 or 021.408.59.23 and / or the e-mail: [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro).**
7. The obligation to pay the net dividends owed to the TEL shareholders from the sums existing in the 31.12.2016 balance of "Other reserves" and "Retained earnings" accounts according to articles II & III from OUG 29/2017 **is subject to the write-off general provisions, being written off beginning with 23 November 2020, namely within 3 (three) years from payment beginning date, which is 22 November 2017.**
8. The fees charged by the BRD and by the Central Depository for dividends payment in LEI are borne by TEL.
9. TEL is not responsible for the failure to apply a better fiscal treatment specified in this document, in case the required documentation and / or explanations have not been submitted by the set dates.
10. In case of joint owners payments will be processed provided all co-owners show at the desk, in person or by legal and/or conventional representative.
11. **TEL reserves the right to request additional documents with respect to dividends payment in view of identifying the shareholders.**

**Should you require any additional information:**

- E-mail: [relatii.investitori@transelectrica.ro](mailto:relatii.investitori@transelectrica.ro)
- Phone: 021-303.59.48

**Georgeta – Corina POPESCU**

**Executive Director General  
Directorate Chairwoman**

*LANGUAGE DISCLAIMER: This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.*