

**SPECIAL POWER OF ATTORNEY**  
**Shareholders' general extraordinary assembly <sup>1</sup>**

I the undersigned: \_\_\_\_\_,  
(Name and surname of the natural person shareholder or of the legal representative of the legal person shareholder)  
legal representative of \_\_\_\_\_,

(To be filled in only for the legal person shareholder, using the full name and the fiscal registration code. The capacity of legal representative is proved using the documents provided in Regulation 5/2018 of the ASF on the issuers of financial instruments and market operations, namely ascertaining certificate issued by the trade register submitted in the original or copy true to the original, issued by some competent authority from the state where the shareholder is legally registered, which certifies the capacity of legal representative. Documents certifying the legal representative capacity will be issued 3 months at the most before the publication date of the convening notice for the shareholders' general assembly)

PNC \_\_\_\_\_, holder of the ID paper / passport series \_\_\_\_\_, no. \_\_\_\_\_, holder of a number of \_\_\_\_\_ shares issued by the NPG Co. Transelectrica SA, registered with the Office of the National Register under no. J40/8060/2000, Single Registration Code 13328043, representing \_\_\_\_\_ % of the total number of shares issued by the NPG Co. Transelectrica SA conferring me a number of \_\_\_\_\_ voting rights in the Shareholders' general assembly representing \_\_\_\_\_ % from the total 73,303,142 shares / voting rights issued by Transelectrica SA

hereby appoint \_\_\_\_\_,  
(Name and surname / denomination of the representative the special power of attorney is given to)  
domiciled in / with offices in \_\_\_\_\_,  
(Address / Office of the representative selected by the securities holder)

PNC \_\_\_\_\_, holder of ID paper / passport series \_\_\_\_\_, no. \_\_\_\_\_  
(for natural person representatives),  
Single Registration Code \_\_\_\_\_  
(for legal person representatives)

as my representative in the **Shareholders' General Extraordinary Assembly** of the National Power Grid Co. Transelectrica SA that will be held on **18 january 2019, 12:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, namely on **21 january 2019, 12:00 h**, second convocation in case the first cannot be held, in order to exercise the voting right associated to the shares held by me and recorded in the Shareholders' register on the reference date **08 january 2019**, as follows:

1. As regards **item 1 in the agenda**, item 1 of the draft Decision, namely: *is approved issuance by the Company of a corporate guarantee letter in favor of ING Bank N.V. Amsterdam for a period of one year, for the amount of 27,392,412.79 lei, for the securing of the Loan Agreement 08164/14.04.2008, in which the company for transmission grid maintenance services SMART - SA, a subsidiary of the Company, has the capacity of debtor and ING Bank N.V. Amsterdam is a creditor, provided that real estate securities are constituted in favour of the Company; securities that fully cover the value of the corporate guarantee letter.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

2. As regards **item 2 in the agenda**, item 2 of the draft Decision, namely: *is approved participation of the Company's in the share capital increase of the company for transmission grid maintenance services SMART - SA, a subsidiary of the Company, with a cash contribution of 27,000,000 lei.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

3. As regards **item 3 in the agenda**, item 3 of the draft Decision, namely: *approving 08 february 2019 to be set as registration date for the shareholders that will be touched by the effects of the Decision taken by the Shareholders' general extraordinary assembly.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

<sup>1</sup> The content is in accordance with the provisions of Regulation 5/2018 of the ASF on the issuers of financial instruments and market operations.

4. As regards **item 4 in the agenda**, item 4 of the draft Decision, namely: *the assembly chairperson \_\_\_\_\_, is mandated to sign the decision of the Shareholders' general extraordinary assembly and the documents necessary to register and publish such Decision of the Shareholders' general extraordinary assembly according to legal provisions, including the Articles of association's updated format.. \_\_\_\_\_ can mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders' general extraordinary assembly.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **18 January 2019, 12:00 h** for the first convocation, namely by **21 January 2019, 12:00 h** for the second convocation to the address - Transelectrica, Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building; the representative will attend the shareholders' general assembly with the second copy, and the third one will remain with the represented shareholder.

Date when the power of attorney was granted: \_\_\_\_\_

Name and surname: \_\_\_\_\_

(Name and surname of the natural person shareholder or of the legal representative of the natural person shareholder, clearly marked using capital letters)

Signature: \_\_\_\_\_

(Signature of the natural person shareholder or the signature and stamp of the legal representative of the legal person shareholder)