

D R A F T

DECISION No. ____ Of the Shareholders' General Extraordinary Assembly of the National Power Grid Company Transelectrica SA of 18/21 January 2019

The Shareholders' general ordinary assembly of the National Power Grid Company Transelectrica SA, managed under two-tier system, established and acting in accordance with the Romanian legislation, registered with the National Office of the Trade Register from Bucharest Tribunal under no. J40/8060/2000, fiscal code 13328043, having its headquarters in Bucharest City 1, Blvd. General Gheorghe Magheru 33, share capital subscribed and paid of 733,031,420 Lei, divided into 73,303,142 nominative ordinary dematerialised shares of 10 Lei nominal value each, having assembled on **18/21 January 2019, 12:00 h**,

Attended by shareholders representing _____% of the share capital and _____% of the total voting rights,

In accordance with the provisions of Company law 31/1990, republished, with later amendments and additions, of Law 297/2004 on the capital market, with later amendments and additions, of Law 24/2017 on the issuers of financial instruments and market operations, of ASF Regulation 5/2018 on the issuers of financial instruments and market operations, issues the following

DECISION:

With respect to the agenda items under nos. 1, 2, 3 and 4 as follows:

1. Regarding item 1 on the agenda with the vote "for" of the shareholders representing _____% of the total valid casted vote, 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.

2. Regarding item 2 on the agenda with the vote “for” of the shareholders representing _____% of **the total valid casted vote**, 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.

3. Regarding **item 3 in the agenda, 08 february2019** is approved as set **registration date** of the shareholders that will be touched by the effects of the decision taken by the Shareholders’ general extraordinary assembly **with the “for” vote of shareholders representing _____% from the total number of validly cast votes.**

4. Regarding **item 4 in the agenda, with the “for” vote of shareholders representing _____% from the total number of validly cast votes** 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 also mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders’ general extraordinary assembly.

ASSEMBLY CHAIRPERSON

Technical Secretary,