

SPECIAL POWER OF ATTORNEY

Shareholders' general ordinary assembly¹

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 ASF Regulation 5/2018 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 Ordinary Assembly** of the National Power Grid Co. Transelectrica SA that will be held on **24 april 2019, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **25 april 2019, 10:00 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 **12 april 2019**, as follows:

1. As regards **item 4 in the agenda**, item 1 of the draft Decision, namely: *it is approved the Stand-alone financial statements of the National Power Grid Company Transelectrica SA for the 2018 financial exercise according to address no 14195/20.03.2019.*

For _____ Against _____ Abstention _____

2. As regards **item 5 in the agenda**, item 2 of the draft Decision, namely: *it is approved Consolidated financial statements of the National Power Grid Company Transelectrica SA for the 2018 financial exercise according to address no 14201/20.03.2019.*

For _____ Against _____ Abstention _____

3. As regards **item 6 in the agenda**, item 3 of the draft Decision, namely: *it is approved to constitute reserves associated to revenues obtained from the allocation of transmission capacity on the interconnection lines from the surplus obtained from revaluation reserves non-taxable and taxable when changing their destination in accordance with the letter no 13897/20.03.2019.*

For _____ Against _____ Abstention _____

4. As regards **item 7 in the agenda**, item 4 of the draft Decision, namely: *it is approved the profit allocation after the deduction of the income tax on 31 December 2018, amounting to 81.303.373 lei, with the legal destinations:*

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

<i>Destination</i>	<i>Amount (lei)</i>
<i>Accounting profit remaining after deducting income tax on 31 December 2018</i>	<i>81.303.373</i>
<i>Allocating accounting profit on the following destinations:</i>	
<i>Legal reserve (5%)</i>	<i>4.780.602</i>
<i>Other reserves representing tax concessions provided by law - exemption from the payment of reinvested profit tax</i>	<i>53.127.283</i>
<i>Other allocations provided by the law - revenues of 2018 from the allocation of the interconnection capacity (net of income tax and legal reserve) - partially, within the net profit margin</i>	<i>23.395.488</i>
<i>Unallocated profit</i>	<i>-</i>

For _____ Against _____ Abstention _____

5. As regards **item 8 in the agenda**, item 5 of the draft Decision, namely: *it is approved the discharging of the liability of Directorate and Supervisory Board members for the 2018 financial year.*

For _____ Against _____ Abstention _____

6. As regards **item 14 in the agenda**, item 6 of the draft Decision, namely: *deferring the discussion about approving the Supervisory Board's profile.*

For _____ Against _____ Abstention _____

7. As regards **item 15 in the agenda**, item 7 of the draft Decision, namely: *deferring the discussion about approving the candidates' profile for the position of Supervisory Board member.*

For _____ Against _____ Abstention _____

8. As regards **item 16 in the agenda**, item 8 of the draft Decision, namely: *approving 16 may 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 ordinary assembly.*

For _____ Against _____ Abstention _____

9. As regards **item 17 in the agenda**, item 9 of the draft Decision, namely: *the assembly chairperson _____, is mandated to sign the decision of the Shareholders' general ordinary assembly and the documents necessary to register and publish such Decision of the Shareholders' general ordinary assembly according to legal provisions. _____ can mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders' general ordinary assembly.*

For _____ Against _____ Abstention _____

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **24 april 2019, 10:00 h** for the first convocation, namely by **25 april 2019, 10:00 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)