

D R A F T

DECISION No. ____
Of the Shareholders' General Ordinary Assembly of the
National Power Grid Company Transelectrica SA
of 24/25 april 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 **24/25 april 2019, 10:00 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 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. 4, 5, 6, 7, 8, 14, 15, 16 and 17 as follows:

1. Regarding **item 4 on the agenda with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.
2. Regarding **item 5 on the agenda with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.
3. Regarding **item 6 on the agenda with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.

4. Regarding **item 7 on the agenda with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, 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:**

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

5. Regarding **item 8 on the agenda with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, it is approved the discharging of the liability of Directorate and Supervisory Board members for the 2018 financial year.

6. As regards **item 14 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, deferring the discussion about approving the Supervisory Board’s profile.

7. As regards **item 15 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, deferring the discussion about approving the candidates’ profile for the position of Supervisory Board member.

8. Regarding **item 16 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving **16 may 2019** to be set as **registration date** for the shareholders who will be touched by the effects of the Decision taken by the Shareholders’ general ordinary assembly.

9. Regarding **item 17 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, empowering the assembly chairperson, _____, to sign the Decision of the Shareholders’ general ordinary assembly and the documents necessary for registration and publication of 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.

ASSEMBLY CHAIRPERSON

Technical Secretary,