

D R A F T

DECISION No. ____
Of the Shareholders' General Extraordinary Assembly of the
National Power Grid Company Transelectrica SA
of 06/08 may 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 **06/08 may 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. 1.1, 1.2, 2 and 3 as follows:

1.1 Regarding item 1 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 24,000,000 lei, according to Note 16866/04.04.2019

or depending on the outcome of the vote

1.2 Regarding item 1 on the agenda with the vote “for” of the shareholders representing _____% **of the total valid casted vote**, the postponement of the discussion of the subject regarding the participation of the Company in the increase of the share capital of the Company for Maintenance Services to the Electricity Transmission Grid Smart SA, subsidiary of the Company,

with a cash contribution of maximum 24,000,000 lei is approved. (proposal of the Romanian State shareholder¹)

2. Regarding **item 2 in the agenda, 23 may 2019** 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.**

3. Regarding **item 3 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,

¹ From the letter 1985/16.04.2019 (registered under no. 18424/16.04.2019) from the Ministry of Economy - Department for Privatisation and Administration of State Participations. This specification is valid any time this draft AGEA decisions refers to the “proposal of the Romanian State shareholder”