

D R A F T

DECISION No. ____
Of the Shareholders' General Ordinary Assembly of the
National Power Grid Company Transelectrica SA
of 13/14 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 **13/14 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. 1,2, 4, 5, 8 and 9 as follows:

1. Regarding **item 1 on the agenda with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, it is approved The Investment Programme for the financial year 2019 and the estimations for 2020 and 2021 in accordance with the Letter no 14843/01.04.2019.
2. Regarding **item 2 on the agenda with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, it is approved the Income and Expense Budget of the National Power Grid Company Transelectrica S.A. for the year 2019 and the estimations for 2020 and 2021 in accordance with the Letter no 17417/09.04.2019.
3. As regards **item 4 in the agenda, with the "for" vote of shareholders representing _____% of the total number of validly cast votes**, it is approved the remuneration of the temporary members of the Supervisory Board as the one approved by the decision of the A.G.O.A no 3/05.03.2018.

4. As regards **item 5 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, it is approved the structure of the mandate contract as the one approved by the decision of the General Shareholders Assembly no 5/29.03.2018 and will include the amendments of article 5 decided by AGOA Decision no 12/28.09.2018 and the Ministry of Economy’s representative in the General Assembly of Shareholders is authorized to sign the structure of the addendum of the Board of Supervisors’ provisional member.

5. Regarding **item 8 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving **30 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.

6. Regarding **item 9 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,

D R A F T

DECISION No. ____
Of the Shareholders' General Ordinary Assembly of the
National Power Grid Company Transelectrica SA
of 13/14 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 **13/14 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. 6, 7, 8 and 9 as follows:

1.1. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, appointing Mr. Adrian MITROI as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 30 May 2019.

1.2. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, appointing Mr. Alin-Sorin MITRICA as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 30 May 2019.

1.3. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, appointing Mr. Constantin DUMITRU as provisional

member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 30 May 2019.

1.4. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, appointing Mrs. Virginia Mihaela TOADER as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 30 May 2019.

1.5. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, appointing Mrs. Mihaela CONSTANTINOVICI as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 30 May 2019.

1.6. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, appointing Mr. Mircea Gheorghe Dumitru COȘEA as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 30 May 2019.

1.7. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, appointing Mr. Florin-Radu CIOCĂNELEA as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 30 May 2019.

2. As regards **item 7 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, setting the term of the provisional members’ mandate to four months, beginning with 30 May 2019.

3. Regarding **item 8 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving **30 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.

4. Regarding **item 9 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,