

SPECIAL POWER OF ATTORNEY
Shareholders' general extraordinary assembly ¹

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 Regulation 5/2018 of the ASF 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 Extraordinary Assembly** of the National Power Grid Co. Transelectrica SA that will be held on **06 may 2019, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **08 may 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 **25 april 2019**, as follows:

1. As regards **item 1 in the agenda**, item 1.1 of the draft Decision, namely: *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.*

For _____ Against _____ Abstention _____

or depending on the outcome of the vote,

2. As regards **item 1 in the agenda**, item 1.2 of the draft Decision, namely: *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 shareholder²)

For _____ Against _____ Abstention _____

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

² 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"

3. As regards **item 2 in the agenda**, item 2 of the draft Decision, namely: *approving 23 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 extraordinary assembly.*

For _____ Against _____ Abstention _____

4. As regards **item 3 in the agenda**, item 3 of the draft Decision, namely: *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 mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders' general extraordinary assembly.*

For _____ Against _____ Abstention _____

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **06 may 2019, 10:00 h** for the first convocation, namely by **08 may 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)