

This form (filled in and signed by the natural person shareholder and accompanied by the copy of his/her ID paper signed true to the original by the holder of the ID paper / filled in and signed by the legal representative of the legal person shareholder, accompanied by the official document certifying his/her legal representative capacity; the legal representative capacity is proved with the documents provided in Regulation of ASF no 5/2018, namely ascertaining certificate issued by the commercial register, submitted in the original or copy true to the original, or any other document in the original or copy as per the original issued by the competent authority of the state in which 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) should arrive in the original, by post or courier services, by **19 august 2019, 10:00 h**, for the first convocation, namely by **20 august 2019, 10:00 h**, for the second convocation, to the following address- Transelectrica, Bucharest 3, str. Olteni no. 2-4, 'PLATINUM Centre' building.

NOTE: Credit institutions providing custody services mandated by the shareholder to participate and vote in the shareholders' general assembly should provide special power of attorney elaborated according to Regulation of ASF no 5/2018, signed by the respective shareholder, accompanied by the affidavit of the credit institution mandated by the shareholder, which should specify it provides custody services for the respective shareholder and that the guidelines in the special power of attorney are identical with the guidelines of the SWIFT message received by the credit institution to vote in the name of such shareholder. The special power of attorney and the affidavit, both in the original and signed and even stamped, as the case may be, will be submitted to the following address- Transelectrica, Bucharest 3, str. Olteni no. 2-4, 'PLATINUM Centre' building.

**CORRESPONDENCE VOTING FORM**  
**for the Shareholders' General Extraordinary Assembly of the**  
**National Power Grid Company Transelectrica SA**  
**convened for 19/20 august 2019**

I the undersigned \_\_\_\_\_, domiciled in \_\_\_\_\_

\_\_\_\_\_, identified with the ID paper \_\_\_\_\_ series \_\_\_\_\_ no. \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, personal numeric code \_\_\_\_\_, holder of \_\_\_\_\_ shares issued by the NPG Co. Transelectrica SA, registered under no. J40/8060/2000 with the Office of the Commercial Register Bucharest, Single Registration Code (SRC) 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 the NPG Co. Transelectrica SA

Or

The subscribed \_\_\_\_\_, with offices in \_\_\_\_\_, identified by the number of registration in the Commercial Register \_\_\_\_\_, fiscal code \_\_\_\_\_ holder of \_\_\_\_\_ shares issued by the NPG Co. Transelectrica SA, registered under no. J40/8060/2000 with the Office of the Commercial Register Bucharest, SRC 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 the NPG Co. Transelectrica SA, legally represented<sup>1</sup> by \_\_\_\_\_, in his/her capacity of \_\_\_\_\_, holder of ID paper series \_\_\_\_\_ number \_\_\_\_\_, according to Regulation of ASF no 5/2018, Hereby do exercise my correspondence voting right on the items included in the agenda of the Shareholders' General Extraordinary Assembly of the NPG Co. Transelectrica SA to be held on **19 august 2019, 10:00 h**,

<sup>1</sup> The capacity of legal representative is proven using the documents provided in Regulation of ASF no 5/2018, namely ascertaining certificate issued by the commercial register, submitted in the original or copy true to the original, or any other document in the original or copy true to the original issued by the competent authority of the state in which the shareholder is legally registered, certifying its

first convocation, in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, namely on **20 august 2019, 10:00 h**, second convocation in case the first one cannot be held, as follows:

<b>SHAREHOLDERS' GENERAL EXTRAORDINARY ASSEMBLY</b>													
<b>Item in the agenda</b>	<b>Vote</b> (to be filled in <i>for, against or abstention</i> )												
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTION</b>										
<p><b>Item 1 in the agenda</b>, item 1 of the draft Decision, namely: <i>is approved the share capital increase of National Power Grid Company Transelectrica SA, following SGEA Decision 16/21.12.2018, by issuing new shares, without issue premium and by respecting the preference right of the existing shareholders at the registration date, with a maximum value of 20,248,262 lei, out of which 11,883,300 lei represents the value of 17 lands established by the expert, for which the Company has received property right ascertaining certificates, under the following conditions:</i></p> <p>(i) <i>new shares will be offered for subscription at nominal value, namely 10 lei/share, without issue premium.</i></p> <p>(ii) <i>the period in which shares may be subscribed in the exercise of the preference right will be one month from the date set in the prospectus and will begin on a date subsequent to the registration date related to the share capital increase and the SGEA decision publication date.</i></p> <p>(iii) <i>the subscription rate of 0.027623 determined by the ratio between the maximum number of new shares issued to exercise the preference right and the total number of shares held by the shareholders in the existing capital.</i></p> <p>(iv) <i>each shareholder registered at the registration date may subscribe for each share held 0.027623 new issued shares.</i></p> <p>(v) <i>the number of new issued shares that may be subscribed under the preference rights is calculated by multiplying the Subscription Rate by the number of shares held at the registration date and the result, if not an integer, is rounded down to the nearest integer.</i></p> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;"><i>Example for other shareholders</i></th> <th style="text-align: left;"><i>New shares</i></th> </tr> </thead> <tbody> <tr> <td><i>1 share</i></td> <td><i>0,027623</i></td> </tr> <tr> <td><i>10 shares</i></td> <td><i>0,276226</i></td> </tr> <tr> <td><i>100 shares</i></td> <td><i>2,762264</i></td> </tr> <tr> <td><i>1000 shares</i></td> <td><i>27,622639</i></td> </tr> </tbody> </table> <p>(vi) <i>after the expiry of the time-limit on the exercise of the preference right, all unsubscribed shares will be canceled.</i></p>	<i>Example for other shareholders</i>	<i>New shares</i>	<i>1 share</i>	<i>0,027623</i>	<i>10 shares</i>	<i>0,276226</i>	<i>100 shares</i>	<i>2,762264</i>	<i>1000 shares</i>	<i>27,622639</i>			
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**SHAREHOLDERS' GENERAL EXTRAORDINARY ASSEMBLY**

Item in the agenda	Vote (to be filled in <i>for, against or abstention</i> )		
	FOR	AGAINST	ABSTENTION
<p><b>Item 2 in the agenda</b>, item 2 of the draft Decision, namely: <i>is approved delegation of powers to the Company's Directorate pursuant to article 114 (1) of Company Law 31/1990 and art. 85 (2) of Law 24/2017 of the power to decide, in compliance with the conditions approved by SGEA, on the share capital increase for a period of 3 years, including, but not limited to:</i></p> <ul style="list-style-type: none"> <li>- <i>contracting the services of an authorised intermediary for issuing the prospectus;</i></li> <li>- <i>drawing up and submitting the prospectus proportional to the offer for approval to the Financial Supervisory Authority;</i></li> <li>- <i>initiating and running the public offer addressed to existing shareholders at the registration date;</i></li> <li>- <i>approving the term and conditions for exercising the preference right of the existing shareholders, proportional to the number of shares held at the registration date, in order to keep the share held by each shareholder prior to the share capital increase;</i></li> <li>- <i>approving the procedure for subscribing the new shares issued within the framework of the share capital increase;</i></li> <li>- <i>establishing the exact value with which the share capital is increased; issuing the new shares;</i></li> <li>- <i>validating the results of the subscription of new shares at the end of the preference rights' period of exercise, cancelling the shares issued but unsubscribed in the share capital increase procedure and the increasing the share capital;</i></li> <li>- <i>modifying the Company's Articles of Association corresponding to the share capital increase, namely art. 7 - Share capital, as well as approving its updated form.</i></li> </ul>			
<p><b>Item 3 in the agenda</b>, item 3 of the draft Decision, namely: <i>is approved establishing 05.09.2019 as the shareholders' registration date to which the effects of SGEA Decision will apply, with former dates 04.09.2019 and payment date, namely the calendar day for the share lending, 06.09.2019.</i></p>			
<p><b>Item 4 in the agenda</b>, item 4 of the draft Decision, namely: <i>mandating the chairperson, _____, 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.</i></p>			

The shareholder fully assumes his/her liability to accurately fill in and safely transmit this correspondence voting form.

Date \_\_\_\_\_

Name and surname of the natural person shareholder or of the legal representative of the legal person shareholder  
(Clearly, using capital letter)

2

3

\_\_\_\_\_  
(Signature)

<sup>2</sup> The position of the legal representative will be mentioned in case of legal person shareholder.

<sup>3</sup> The valid stamp will be also applied in case of natural person.