

**SPECIAL POWER OF ATTORNEY**  
**Shareholders' general extraordinary assembly<sup>1</sup>**

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 **11 october 2019, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, namely on **14 october 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 **27.09.2019**, as follows:

1. As regards **item 1 in the agenda**, item 1.1<sup>2</sup> of the draft Decision, namely: *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) *new shares will be offered for subscription at nominal value, namely 10 lei/share, without issue premium.*

(ii) *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.*

(iii) *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.*

(iv) *each shareholder registered at the registration date may subscribe for each share held 0.027623 new issued shares.*

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

<sup>2</sup> The "for" vote can be granted either to point 1.1 or point 1.2.

(v) 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>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>

(vi) after the expiry of the time-limit on the exercise of the preference right, all unsubscribed shares will be canceled.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

2. As regards **item 1 in the agenda**, item 1.2<sup>3</sup> of the draft Decision, namely: *is approved the increase by contribution in kind of the Romanian State through the Ministry of Economy of the share capital of the National Power Grid Company Transelectrica SA, (subsequent to AGEA Decision 16/21.12.2018), by issuing new shares without share premium and observing the preference right of shareholders existent on the registration date, by maximum 20,248,262 Lei for the 17 lands presented in the Annex - lands to this order, whereby the Company has obtained ownership certificates for and by cash contribution of the other shareholders under their exercise of the preference right according to the assessment report elaborated for such lands under the following terms:*

- *New shares will be offered for subscription at their nominal value, namely 10 Lei / share, without share premium.*
- *The subscription period for shares under the preference right exercise will be of one month from the prospectus date and will begin on a date after the registration day associated to the share capital increase and after the publication date of the decision made by the shareholders' general extraordinary assembly.*
- *The subscription rate is determined by the ratio between the maximum number of new shares issued for the preference right exercise and the total number of shares held by shareholders from the existing capital.*
- *Each shareholder recorded on the registration date can subscribed newly issued shares at each share held under the terms set in the previous item.*
- *The owed number of newly issued shares that can be subscribed according to the preference rights held is calculated by multiplying the Subscription rate with the number of shares held on the registration date, and if the result is not a whole number it will be rounded downwardly, up to the closest whole number”:*

***Example with respect to the maximum value:***

<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>

**(the proposal of the shareholder the Romanian state)**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

3. As regards **item 2 in the agenda**, item 2.1<sup>4</sup> of the draft Decision, namely: *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:*

- *contracting the services of an authorised intermediary for issuing the prospectus;*
- *drawing up and submitting the prospectus proportional to the offer for approval to the Financial Supervisory Authority;*
- *initiating and running the public offer addressed to existing shareholders at the registration date;*

\_\_\_\_\_

<sup>3</sup> The "for" vote can be granted either to point 1.1 or point 1.2.

<sup>4</sup> The "for" vote can be granted either to point 2.1 or point 2.2.

- 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;
- approving the procedure for subscribing the new shares issued within the framework of the share capital increase;
- establishing the exact value with which the share capital is increased; issuing the new shares;
- 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;
- 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.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. As regards **item 2 in the agenda**, item 2.2<sup>5</sup> of the draft Decision, namely: *is approved the delegation to the Company's Directorate of the competence to increase the share capital of CNTEE Transelectrica SA, for 3 years, while observing the incident legal provisions and the terms approved by the Shareholders' general extraordinary assembly including but without limitation the following:*

- *Selecting and contracting the services of an ASF-certified agent in order to issue the prospectus while observing the provisions of Law 98/2016 on public procurements; approving the intermediation contract and any other document necessary for transaction admission of shares and of deposit certificates as well as their registration in any necessary register, and any other documents required with a view to finalise the share capital increase, even if they are not provided in this decision;*
- *Coordinating the submission of documents for the share capital increase;*
- *Drawing up the proportionate offer prospectus and submitting it for approval of the Financial Supervision Authority;*
- *Initiating and conducting the public offer addressed to existing shareholders on the registration date;*
- *Approving the terms and conditions for the preference right exercise of existing shareholders, in proportion to the number of shares held on the registration date, in view of maintaining each shareholder's share held before the share capital increase;*
- *Approving the subscription procedure for new shares issued under the share capital increase;*
- *Establishing the accurate value of the share capital increase; issuing the new shares;*
- *Validating the results of new share subscription upon the end of the period when preference rights were exercised; cancelling the shares issued but unsubscribed by means of the share capital increase procedure and actual increase of the share capital;*
- *Amending the Company's Articles of Association according to the share capital increase, namely article 7 Share capital, and approving its updated form;*
- *Signing by its representative any other documents and taking any necessary measure in order to apply this decision (including without limitation the approval and signing of the Company's updated articles of association, which should mirror its amendment according to the approval) and registering the share capital increase with the Trade Register Office from Bucharest Tribunal and with other relevant authorities.*

*(the proposal of the shareholder the Romanian state)*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

5. As regards **item 5 in the agenda**, item 3 of the draft Decision, namely: *is approved establishing 30.10.2019 as the shareholders' registration date to which the effects of SGEA Decision will apply, with former dates 29.10.2019 and payment date, namely the calendar day for the share lending, 31.10.2019.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

6. As regards **item 6 in the agenda**, item 4 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 **11 october 2019, 10:00 h** for the first convocation, namely by **14 october 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: \_\_\_\_\_

<sup>5</sup> The "for" vote can be granted either to point 2.1 or point 2.2.

(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)