

**To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets
Financial Supervision Authority - General Directorate Supervision - Issuers Division**

Date of the report: **October 23, 2019**

Name of Issuer Company: **CNTEE TRANSELECTRICA SA, company managed under Two-tier System**

Headquarters: Bucharest 1, Blvd. Magheru no. 33

Working location: Bucharest 3, Str. Olteni no. 2-4

Phone / fax numbers: 4021 3035 611 / 4021 3035 610

Single registration code: 13328043

LEI Code: 254900OLXCOUQC90M036

Number in the Commercial Register: J40/8060/2000

Share capital subscribed and paid: 733,031,420 Lei

Regulated market where the issued securities are transacted: Bucharest Stock Exchange

CONVENING THE SHAREHOLDERS' GENERAL EXTRAORDINARY ASSEMBLY

The Directorate of the National Power Grid Company Transelectrica SA, managed under two-tier system, seated in Blvd. General Gheorghe Magheru no. 33, Bucharest 1, registered with the Office of the Commercial Register under no. J40/8060/2000, single (fiscal) registration code 13328043, (the 'Company'), having assembled on **23.10.2019**, are convening, 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 and of the Company's Articles of association, the Shareholders' general extraordinary assembly on **26.11.2019, 12:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders that are recorded in the Company's Shareholder Register at the end of **15.11.2019** (reference date), having the following

AGENDA:

1. Approval by the Shareholders' General Extraordinary Assembly of the share capital increase of National Power Grid Company Transelectrica SA, following SGEA Decision 16/21.12.2018, by issuing up to a maximum 2,024,826 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.

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- (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.

Example for other shareholders	New shares
1 share	0,027623
10 shares	0,276226
100 shares	2,762264
1000 shares	27,622639

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

2. 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;
 - 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.
3. Information about the procurements of products, services and work amounting above 5,000,000 Euro on the date of 17.10.2019;
4. Establishing **18.12.2019** as the shareholders' **registration date** to which the effects of SGEA Decision will apply, with **former dates 17.12.2019** and **payment date**, namely the calendar day for the share lending, **19.12.2019**;

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5. Mandating the assembly chairman to sign the decision of the Shareholders' general extraordinary assembly, the documents necessary for the registration and publication of such decision of the Shareholders' general extraordinary assembly according to legal provisions.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general extraordinary assembly will be held on **27.11.2019, 12:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, having the same agenda.

On the convened date, the Company's share capital is 733,031,420 lei and consists of 73,303,142 nominative dematerialised shares of 10 Lei nominal value, each share providing the right to one vote in the Shareholders' general extraordinary assembly.

The draft decision of the Shareholders' general extraordinary assembly and the reunion materials (documents or information regarding the items in the agenda) are available beginning with **25.10.2019** in electronic format, both in Romanian and in English on the Company's website (www.transelectrica.ro), page Investor relations/AGA and can be also obtained from: PLATINUM Centre, str. Olteni no. 2-4, Bucharest 3 on week-days, **08:00 - 15:00 h**.

Each shareholder has the right to ask questions about the items on the General assembly's agenda, to which answers will be posted on the Company's website. Questions can be submitted in writing, either by mail or courier service (at: Bucharest 3, Str. Olteni no. 2-4, PLATINUM Centre Building) or by electronic means (e-mail: irina.racanel@transelectrica.ro or fax: 021.303.56.10) to the attention of Mrs. Irina Racanel.

Shareholders representing individually or jointly at least 5% of the share capital are entitled:

– to introduce items in the agenda of the general assembly, provided each item is accompanied by justification or by draft decision proposed to be passed by the General assembly, within 15 days at the most from the publication date of the convening notice, namely **08.11.2019**;

– to submit draft decisions for the items included or proposed to be included in the agenda of the general assembly, within 15 days at the most from the publication date of the convening notice, namely **08.11.2019**.

The rights provided above can be exercised only in writing and the shareholders will forward the request no later than **08.11.2019**, either by post or courier services (at the following address: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic communication (e-mail: irina.racanel@transelectrica.ro or by fax to the number: +4021.303.56.10) to the attention of Mrs. Irina Racanel.

Shareholders enlisted on the reference date in the Company's Shareholders' register, notified by the Central Depository, that directly or indirectly hold participation of at least 5% from the Company's share capital are compelled to fill in and submit a liability statement according to the provisions of article 34 para 2 from the *Electricity and natural gas law 123/2012, with later amendments and additions*, of article 17 para 8 and of article 39 from the Company's Articles of association. Such statement will be accompanied by the summary of account positions to date / the statement of account showing the portfolio of shares held by it to the economic operators carrying out power generation or supply activities, issued by the Participant / Central Depository. The template pattern of the statement form will be posted both in Romanian and in English on the Company's site together with the correspondence voting forms and the special powers of attorneys. This form can be also obtained from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, 08:00 - 15:00 h. The responsibility of the statements in terms of compliance with applicable legal and statutory provisions devolves exclusively on each shareholder individually (article 326 of the Criminal Code approved by Law 286/2009 with later amendments and additions). The statement together with the statement of account / summary of account positions to date will be filled in, signed by the shareholder and submitted in the original to the Company before the reunion of the Shareholders' general assembly.

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The capacity of shareholder as well as, in case of legal person shareholders or of entities without legal personality, the capacity of legal representative is ascertained according to the list of shareholders on the reference/registration date received by the Company from the Central Depository or, as the case may be, for different reference/registration dates according to the following documents that the shareholder submits to the issuer, issued by the central depository or by the participants defined that provide custody services:

- a) The statement of account showing the capacity of shareholder and the number of shares held;
- b) The documents certifying the registration of the information about the legal representative with the central depository / the respective participants.

Documents certifying the capacity of legal representative issued in a foreign language, other than English, will be accompanied by translation made by certified translator into Romanian or English. There is no need to legalise or apostille the documents certifying the capacity of shareholder's legal representative. To identify the natural person shareholder, or as the case may be the legal representative of the legal person shareholder or entity without legal personality asking questions, proposing candidates, making proposals that add the agenda or submitting draft decisions, he/she will attach copies of the documents certifying his/her identity to such request.

Only shareholders registered on the reference date **15.11.2019** can attend and vote, in person or by proxy.

The participation by proxy is possible using a special power of attorney, according to the form provided by the Company, or a general mandate complying with the provisions of article 92 from Law 24/2017 on the issuers of financial instruments and market operations, as per the terms of articles 200-207 from Regulation 5/2018 on the issuers of financial instruments and market operations.

The special power of attorney form both in Romanian and English will be also available in electronic format on the Company's website (www.transelectrica.ro), page Investor relations/AGA beginning with **25.10.2019**.

The special power of attorney in the original or the general mandate (a copy that should mention the conformity with the original and bear the representative's signature), either in Romanian or in English will be submitted at Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, to the kind attention of Mrs. Irina Racanel, or will be transmitted bearing the extended electronic signature according to the provisions of Law 455/2001 of the electronic signature by e-mail to: irina.racanel@transelectrica.ro. The special power of attorney will be handed in a closed envelope marked "Special power of attorney – for the AGEA Secretariat **26/27.11.2019**" by **26.11.2019, 12:00 h** for the first convocation, and namely by **27.11.2019, 12:00 h** for the second convocation.

Shareholders registered on the reference date can vote by correspondence before the Shareholders' general extraordinary assembly using the correspondence voting form made available both in Romanian and in English beginning with **25.10.2019**, on the Company's website (www.transelectrica.ro), page Investor Relations/AGA. The vote by correspondence can be cast by a representative only in case he/she has received from the represented shareholder a special/general power of attorney that is submitted to the Company as specified above.

Correspondence voting forms either in Romanian or in English that have been filled in and signed by shareholders and are accompanied by a copy of the ID document of the natural person shareholder or, as the case may be, a copy of the ID document of the legal person shareholder's representative, will have to get in the original by post or courier service, in closed envelope marked "Special power of attorney – for the

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AGEA Secretariat **26/27.11.2019**” by **26.11.2019, 12:00 h** for the first convocation, and namely by **27.11.2019, 12:00 h** for the second convocation.

In case the initial convening notice is subsequently added new agenda items the Company will publish such convening addition according to legal provisions and will make available the updated additional assembly materials, the draft decision, the correspondence voting form and the form of the special power of attorney by **14.11.2019**, which is previous to the reference date.

Additional information can be obtained from the phone number +40722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

Claudia – Gina ANASTASE

**Executive Director General
Directorate Chairperson**

Andreea - Georgiana FLOREA

Directorate Member

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