

D R A F T

DECISION No. ____
Of the Shareholders' General Extraordinary Assembly of the
National Power Grid Company Transelectrica SA
of 05/06 march 2020

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 **05/06 march 2020, 12:00 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, 3 and 4 as follows:

1. Regarding item 1 on the agenda with the vote "for" of the shareholders representing _____% of the total valid casted vote, is approved the amendment of article 7 para (2) point 1 from the Articles of association by replacing the wording "Romanian State through the Ministry of Economy" with the phrase "Romanian State through the Secretariat General of the Government" as established:

Art. 7 para. (2) point 1. Transelectrica's share capital is owned as follows and it has the following structure:

1. The Romanian State through the General Secretariat of the Government, holding a number of 43,020,309 shares, having a total nominal value of 430,203,090 lei and representing 58,6882% of the share capital. The Romanian State's contribution is represented by cash contribution amounting to 430,039,130 lei and by in-kind contribution, amounting to 163,960 lei.

2. Regarding **item 2 on the agenda** with the vote “for” of the shareholders representing _____% of the total valid casted vote, is approved the participation of the National Power Grid Company Transelectrica SA to establishing the regional coordination centre for operational security that will serve the coordinated calculation regions of cross-border transmission capacities SEE (Bulgaria, Greece, and Romania) and GRIT (Greece, Italy) in Greece in Salonica by the Company’s participation to the share capital of a dedicated entity to be established in juridical terms as joint-stock company, and to mandate the Company’s Directorate to take the required decisions and conclude the necessary juridical deeds.

3. Regarding **item 3 in the agenda** with the vote “for” of the shareholders representing _____% of the total valid casted vote is approved establishing the date of **March 27, 2020** as the registration date of the shareholders who will be touched by the effects of the Shareholders General Extraordinary Assembly’s Decision.

4. Regarding **item 4 in the agenda, with the “for” vote of shareholders representing _____% from the total number of validly cast votes** 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 also mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders’ general extraordinary assembly.

ASSEMBLY CHAIRPERSON

Technical Secretary,