

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

Current report according to the provisions of Law no 24/2017, ASF Regulation 5/2018 and the BVB Code

Date of the report: **April 24, 2020**

Name of the Issuer Company: National Power Grid Co. Transelectrica SA, managed under two tier system

Headquarters: Bucharest 1, Blvd. Magheru no. 33

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

Phone/fax number: 4021 3035 611/4021 3035610

Single Registration Code: 13328043

LEI Code: 254900OLXCOUQC90M036

Number in the Commercial Register: J40/8060/2000

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

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 **24.04.2020**, 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 **May 28, 2020, 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 **18.05.2020** (reference date), having the following

AGENDA:

1. Approving the share capital increase in principle of CNTEE Transelectrica SA with the in-kind contribution represented by the value of 17 lands for which the Company obtained the certificates of entitlement to the right of property. Submitting the appointment proposal to the Commercial Register Office of the Bucharest Tribunal of JPA Audit și Consultanță SRL in the capacity of chartered ANEVAR valuator for the assessment under the law of the in-kind contribution which is subject to the share capital increase;
2. **The approval of the following amendments to the Articles of association following the reorganisation of the Company:**

2.1 The title of Art. 3 is modified, the new wording being: **"Article 3 The Company's headquarters. Subsidiaries. Secondary offices."**

2.2 Para. (3) of Art. 3 is amended, the new wording being: "(3) Transelectrica has subsidiaries organised as joint-stock companies, namely the Power Market Operator Co. Opcom - SA, the Company for Maintenance Services in the Electricity Transmission Grid Smart - SA, the Company for Personnel Training in the Energy Sector FORMENERG - SA, the Company for Telecommunication and Information

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Technology Services in Electricity Transmission Grids TELETRANS - SA, the Trading Company Subsidiary Institute of Energy Research and Modernisation ICEMENERG - SA Bucharest, Company Subsidiary ICEMENERG-SERVICE - S.A. Bucharest, as well as secondary offices without legal personality, for transmission and dispatcher activities, provided in Annex no. 1 to this Articles of association."

2.3 Para. (4) of Art. 3 is amended, the new wording being: "(4) The Company may establish other secondary offices as well, without legal personality, located in other localities in the country or abroad, which will be organised as branches, territorial units, representative offices, agencies, working locations or other such units without legal personality, in accordance with the law. "

2.4 Letter f) of para. (3) of Art. 21 is amended, the new wording being: "(f) establishing or closing secondary offices of the Company, in the country or abroad, (branches, territorial units, representative offices, agencies, agencies or other such units without legal personality)."

2.5 Letter (i) of Art. 25 is amended, the new wording being: "(i) approves with the agreement of the Supervisory Board the establishment or closure of secondary offices (branches, territorial units, representative offices, agencies or other such units without legal personality)."

2.6 Para. (3) of Art. 26 is amended, the new wording being: "(3) The managers of the branches, territorial units or other secondary offices of the Company shall not have the capacity to represent the Company in commercial transactions, unless the capacity to represent the Company has been expressly delegated by the Directorate and only within the limits of powers established by the Directorate. "

2.7 Para. 2 of Art. 30 is amended, the new wording being: "(2) The hiring and dismissal of the personnel from Transelectrica's branches or territorial units are done by the head of the secondary office within the limit of the delegation of powers granted to him/her by the Directorate."

2.8 The Title of Annex no. 1 is modified, the new wording being: "**LIST of the territorial transmission units, the system operators and the subsidiaries of National Power Grid Company Transelectrica - SA**"

2.9 Item 1 of Annex 1 is amended, the new wording being as follows:

"1. Transelectrica Territorial transmission units"

No.	Name of Territorial transmission unit	Locality	Headquarters
1.	Bacău Territorial Transmission Unit	Bacău	41 Oituz Street
2.	Bucureşti Territorial Transmission Unit	Bucureşti	1A Ştefan cel Mare Street, district 1
3.	Cluj Territorial Transmission Unit	Cluj-Napoca	27 Memorandumului Street
4.	Craiova Territorial Transmission Unit	Craiova	5 Brestei Street
5.	Timişoara Territorial Transmission Unit	Timişoara	11 Piaţa Romanilor Street
6.	Constanţa Territorial Transmission	Constanţa	195 A Alexandru Lăpuşneanu Blvd., building LAV1, ground-floor and

	Unit		mezzanine
7.	Pitești Territorial Transmission Unit	Pitești	25 B Frații Golești Street
8.	Sibiu Territorial Transmission Unit	Sibiu	3 Corneliu Coposu Blvd.

3. Mandating the Directorate to establish the date of entry into force of the amendments to the Articles of association approved by the Shareholders' Extraordinary General Assembly for the reorganisation of the Company, within a period of 60 calendar days from the approval date;

4. Empowering the Chairman of the Company's Directorate, following the entry into force of the amendments to the Articles of association approved by the Shareholders Extraordinary General Assembly to reorganise the Company, to sign the updated Articles of association in the form provided by the law;

5. Establishing the date of **June 23, 2020** as the registration date of the shareholders who will be touched by the effects of the Shareholders General Extraordinary Assembly's Decision;

6. The empowerment of the sitting president to sign the Decision of the Shareholders General Extraordinary Assembly, as well as the necessary documents regarding the registration and publication of the Shareholders' General Extraordinary Assembly's Decision, according to the legal provisions.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general extraordinary assembly will be held on **29.05.2020, 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 **24.04.2020** 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 **11.05.2020**;

- 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 **11.05.2020**.

The rights provided above can be exercised only in writing and the shareholders will forward the request no later than **11.05.2020**, 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.

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 **18.05.2020** 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 **24.04.2020**.

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 **28/29.05.2020**" by **28.05.2020, 12:00 h** for the first convocation, and namely by **29.05.2020, 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 **24.04.2020**, 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 AGEA Secretariat **28/29.05.2020**" by **28.05.2020, 12:00 h** for the first convocation, and namely by **29.05.2020, 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 **15.05.2020**, 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.

Cătălin NIȚU

**Executive Director General
Directorate Chairman**

Ionuț-Bogdan GRECIA

Directorate Member