



SECRETARIATUL GENERAL AL GUVERNULUI

TO:

National Power Grid Company Transelectrica SA

Concerning:

Shareholders' Ordinary General Assembly of National Power Grid Company Transelectrica SA, summoned for September 28/29, 2020.

Taking into account the provisions of art. 11 para. (5) of GEO no. 68/2019 on the establishment of measures within the central public administration and for the modification and addition of certain norms, published in the Official Gazette of Romania, Part I, no. 898/06.11.2019, according to which the exercise of the rights and the fulfillment of the obligations arising from the status of State shareholder at the National Power Grid Company Transelectrica SA is carried out by the General Secretariat of the Government,

Taking into account the provisions of art. 92 of Law no. 24/2017 on the issuers of financial instruments and market operations, with later amendments and additions, corroborated with the provisions of art. 117¹ of Company Law no. 31/1990, republished, with later amendments and additions,

Considering the topics included on the agenda of the Shareholders' Ordinary General Assembly from September 28/29, 2020, and the fact that the mandates of NPG TRANSELECTRICA SA Supervisory Board provisional members will run until September 29, 2020,

Given GSG Address no. 20/15058 /A.T. of 10.07.2020 and SGA Decision no.8/31.07.2020, as well as NPG TRANSELECTRICA SA Address no. 36713/11.09.2020,

Considering the provisions of art. 29 of GEO no. 109/2011 on the corporate governance of public enterprises, with later amendments and additions,

I. The General Secretariat of the Government makes the following proposals regarding the candidates for the positions of Supervisory Board members:

- Adrian Goicea, based in Bucharest, economist;
- Luiza Popescu, based in Bucharest, engineer;
- Oleg Burlacu, based in Bucharest, lawyer;
- Valentin Jean Comănescu, based in Bucharest, economist;
- Mihaela Popescu, based in Bucharest, economist;

- Ciprian Constantin Dumitru, based in Bucharest, lawyer;
- Mircea Staicu, based in Bucharest, political science graduate.

the solemn declarations related to the applications can be found in the annex.

I. The General Secretariat of the Government requests you, under art. 92 para. (3) of Law no. 24/2017 on the issuers of financial instruments and market operations, corroborated with the provisions of art. 117¹ of Company Law no. 31/1990, republished, with later amendments and additions, **to supplement the agenda of the Shareholders' Ordinary General Assembly, summoned for September 28/29, 2020**, with the following item:

„1^1. Establishing the mandate duration for the NPG Transelectrica SA Supervisory Board members.”

additional item for which we send you the following draft resolution:

- "Regarding item **1^1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the Shareholders' general assembly establishes, by reference to art. 18 para. (5) of the Articles of association, a duration of 4 (four) years, starting with September 30, 2020, for the mandate of the members of the NPG Transelectrica SA Supervisory Board, appointed considering GEO no. 109/2011 on the corporate governance of public enterprises, with later amendments and additions, by Decision no.____/28/29.09.2020."

II. The General Secretariat of the Government sends you under art. 92 para. (3) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, **the draft resolutions related to agenda items 1, 2 and 3**, as follows:

- "1.1. Regarding item **1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the appointment of..... as Supervisory Board member is approved, starting with September 30, 2020.
- 1.2. Regarding item **1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the appointment of..... as Supervisory Board member is approved, starting with September 30, 2020.
- 1.3. Regarding item **1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the appointment of..... as Supervisory Board member is approved, starting with September 30, 2020.
- 1.4. Regarding item **1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the appointment of..... as Supervisory Board member is approved, starting with September 30, 2020.
- 1.5. Regarding item **1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the appointment of..... as Supervisory Board member is approved, starting with September 30, 2020.
- 1.6. Regarding item **1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the appointment of..... as Supervisory Board member is approved, starting with September 30, 2020.
- 1.7. Regarding item **1** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the appointment of..... as Supervisory Board member is approved, starting with September 30, 2020."
- "Regarding item **2** on the agenda, with the 'for' vote of the shareholders representing _____% of the total valid votes cast, the Supervisory Board members' remuneration is established as being calculated according to art. 37 para. (2) of GEO no. 109/2011 on

the corporate governance of public enterprises, with later amendments and additions, respectively 13,976 lei gross.”

- "Regarding item **3** on the agenda, with the “for” vote of the shareholders representing _____% of the total valid votes cast, the form of the mandate contract to be concluded with the Supervisory Board members is approved as the one proposed by the Romanian State shareholder through the General Secretariat of the Government according to address _____ / _____, annex to this decision, and the representative of the General Secretariat of the Government in the Shareholders’ General Assembly is empowered to sign on behalf of the Company the mandate contracts with the persons appointed as Supervisory Board members.”

The form of the mandate contract proposed by the Romanian State shareholder through the General Secretariat of the Government is attached hereto.

In light of the above-mentioned, we ask you to take all the necessary steps to make available to the shareholders the necessary documents to take decisions, according to what has been requested and submitted, following the publication procedure in accordance with the regulations in force on the capital market.

SECRETARY GENERAL OF THE GOVERNMENT
ANTONEL TĂNASE