

SPECIAL POWER OF ATTORNEY

Shareholders' general ordinary assembly¹

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 ASF Regulation 5/2018 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 Ordinary Assembly** of the National Power Grid Co. Transelectrica SA that will be held on **22 june 2021, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **23 june 2021, 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 **11 june 2021**, as follows:

1. As regards **item 4 in the agenda**, item 1 of the draft Decision, namely: *there are approved the Stand-alone financial statements of National Power Grid Company Transelectrica SA for the financial year 2020, according to Note no. 12082/19.03.2021.*

For _____ Against _____ Abstention _____

2. As regards **item 4.1 in the agenda**, item 2 of the draft Decision, namely: *there are approved the Stand-alone financial statements of National Power Grid Company Transelectrica SA for the financial year 2020, remade according to the majority shareholder's request, the Romanian State, represented by the Secretariat General of Government.*

For _____ Against _____ Abstention _____

3. As regards **item 5 in the agenda**, item 3 of the draft Decision, namely: *there are approved the Consolidated financial statements of National Power Grid Company Transelectrica SA for the financial year 2020, according to Note no. 12413/19.03.2021.*

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

For _____ Against _____ Abstention _____

4. As regards **item 5.1 in the agenda**, item 4 of the draft Decision, namely: *there are approved the Consolidated financial statements of National Power Grid Company Transelectrica SA for the financial year 2020, remade according to the majority shareholder's request, the Romanian State, represented by the Secretariat General of Government.*

For _____ Against _____ Abstention _____

5. As regards **item 6 in the agenda**, item 5 of the draft Decision, namely: *it is approved distribution to legal destinations of the net accounting profit left after income tax on 31 December 2020, according to Note no. 508/19.05.2021.*

For _____ Against _____ Abstention _____

6. As regards **item 6.1 in the agenda**, item 6 of the draft Decision, namely: *it is approved distribution to legal destinations of the net accounting profit left after income tax on 31 December 2020, as follows:*

Distribution of accounting profit, 2020

No.	Destination	Sum (Lei)
1	Accounting profit remaining after income tax deduction on 31 December 2020	144,956,820
	<i>Distribution of accounting profit to the following destinations:</i>	
a	<i>Legal reserve (5%)</i>	<i>8,736,611</i>
b	<i>Other reserves representing fiscal facilities – tax payment exemption for reinvested profit</i>	<i>52,079,305</i>
c	<i>Other law-provided distributions - revenues achieved in 2020 from the allocation of interconnection capacity (net of income tax and legal reserve)</i>	<i>40,202,063</i>
2	Profit remaining to be distributed (1 – a – b – c)	43,938,841
d	<i>Employees' participation to profit (provision expense in 2020)</i>	<i>3,917,500</i>
e	<i>Dividends owed to shareholders</i>	<i>43,248,854</i>
f	<i>Other reserves constituted as one's financing sources</i>	<i>689,987</i>
g	<i>Profit not distributed</i>	<i>-</i>
3	Total distributions (a + b + c + e + f)	144,956,820

at the request of the majority shareholder, the Romanian State, represented by the General Secretariat of the Government.

For _____ Against _____ Abstention _____

7. As regards **item 7 in the agenda**, item 7 of the draft Decision, namely: *it is approved the distribution of dividends from **recorded profit as of 31.12.2020**, with a gross dividend of **0,534 lei/share**, according to Note no. 749/20.05.2021.*

For _____ Against _____ Abstention _____

8. As regards **item 7.1 in the agenda**, item 8 of the draft Decision, namely: *it is approved the distribution of dividends from the profit registered on 31.12.2020, with gross dividend at 0.59 Lei/share at the request of the majority shareholder, the Romanian State, represented by the General Secretariat of the Government.*

For _____ Against _____ Abstention _____

9. As regards **item 8 in the agenda**, item 9 of the draft Decision, namely: *it is approved the distribution of dividends **from the retained earnings on balance as of 31.12.2020**, with a gross dividend of **0.28 lei/share**, according to Note no. 801/20.05.2021.*

For _____ Against _____ Abstention _____

10. As regards **item 9 in the agenda**, item 10 of the draft Decision, namely: *it is approved the release of liability for the Directorate and Supervisory Board members for the financial year 2020.*

For _____ Against _____ Abstention _____

11. As regards **item 10 in the agenda**, item 11 of the draft Decision, namely: *the date of July 19, 2021 is set as an 'ex date', a calendar day since which Transelectrica's shares, subject to the Decision of the Shareholders' General Ordinary Assembly, are traded without the rights deriving from that Decision.*

For _____ Against _____ Abstention _____

12. As regards **item 11 in the agenda**, item 12 of the draft Decision, namely: *the date of July 20, 2021 is set as as the registration date of the shareholders to which the effects of the Shareholders' General Ordinary Assembly's Decision apply.*

For _____ Against _____ Abstention _____

13. As regards **item 12 in the agenda**, item 13 of the draft Decision, namely: *the date of August 09, 2021 is set as the "payment date" of the dividends distributed from recorded profit as of 31.12.2020 and of the dividends distributed from retained earnings on balance as of 31.12.2020.*

For _____ Against _____ Abstention _____

14. As regards **item 13 in the agenda**, item 14 of the draft Decision, namely: *the assembly chairperson _____, is mandated to sign the decision of the Shareholders' general ordinary assembly and the documents necessary to register and publish such Decision of the Shareholders' general ordinary assembly according to legal provisions. _____ can mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders' general ordinary assembly.*

For _____ Against _____ Abstention _____

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **22 june 2021, 10:00 h** for the first convocation, namely by **23 june 2021, 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: _____

(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)

SPECIAL POWER OF ATTORNEY

Shareholders' general ordinary assembly¹

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 ASF Regulation 5/2018 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 Ordinary Assembly** of the National Power Grid Co. Transelectrica SA that will be held on **22 june 2021, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **23 june 2021, 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 **11 june 2021**, as follows:

1. As regards **item 14 in the agenda***, item 1.1 of the draft Decision, namely: *it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:*

➤ *Adrian GOICEA.*

For _____ Against _____ Abstention _____

2. As regards **item 14 in the agenda***, item 1.2 of the draft Decision, namely: *it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:*

➤ *Luiza POPESCU.*

For _____ Against _____ Abstention _____

3. As regards **item 14 in the agenda***, item 1.3 of the draft Decision, namely: *it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:*

➤ *Jean-Valentin COMANESCU.*

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

For _____ Against _____ Abstention _____

4. As regards **item 14 in the agenda***, item 1.4 of the draft Decision, namely: *it is approved the recall of Supervisory Board members of CNTEE Tranelectrica SA, namely:*

➤ *Oleg BURLACU.*

For _____ Against _____ Abstention _____

5. As regards **item 14 in the agenda***, item 1.5 of the draft Decision, namely: *it is approved the recall of Supervisory Board members of CNTEE Tranelectrica SA, namely:*

➤ *Mircea Cristian STAICU.*

For _____ Against _____ Abstention _____

6. As regards **item 14 in the agenda***, item 1.6 of the draft Decision, namely: *it is approved the recall of Supervisory Board members of CNTEE Tranelectrica SA, namely:*

➤ *Mihaela POPESCU.*

For _____ Against _____ Abstention _____

7. As regards **item 14 in the agenda***, item 1.7 of the draft Decision, namely: *it is approved the recall of Supervisory Board members of CNTEE Tranelectrica SA, namely:*

➤ *Ciprian Constantin DUMITRU.*

For _____ Against _____ Abstention _____

8. As regards **item 15 in the agenda***, item 2.1 of the draft Decision, namely: *it is approved the appointment of Dogaru – Tulică Adina – Loredana as provisional Supervisory Board members with mandate term of 4 months, beginning with 23 June until 22 October 2021.*

For _____ Against _____ Abstention _____

9. As regards **item 15 in the agenda***, item 2.2 of the draft Decision, namely: *it is approved the appointment of Popescu Mihaela as provisional Supervisory Board members with mandate term of 4 months, beginning with 23 June until 22 October 2021.*

For _____ Against _____ Abstention _____

10. As regards **item 15 in the agenda***, item 2.3 of the draft Decision, namely: *it is approved the appointment of Morariu Marius Vasile as provisional Supervisory Board members with mandate term of 4 months, beginning with 23 June until 22 October 2021.*

For _____ Against _____ Abstention _____

11. As regards **item 15 in the agenda***, item 2.4 of the draft Decision, namely: *it is approved the appointment of Năstasă Claudiu Constantin as provisional Supervisory Board members with mandate term of 4 months, beginning with 23 June until 22 October 2021.*

For _____ Against _____ Abstention _____

12. As regards **item 15 in the agenda***, item 2.5 of the draft Decision, namely: *it is approved the appointment of Blăjan Adrian Nicolae as provisional Supervisory Board members with mandate term of 4 months, beginning with 23 June until 22 October 2021.*

For _____ Against _____ Abstention _____

13. As regards **item 16 in the agenda**, item 3 of the draft Decision, namely: *it is approved the form of the mandate contract to be concluded with the provisional Supervisory Board members and mandating the representative of the Secretariat General of Government in the Shareholders' General Ordinary Assembly to sign the mandate contracts with the persons appointed as provisional Supervisory Board members, on behalf of the Company.*

For _____ Against _____ Abstention _____

14. As regards **item 11 in the agenda**, item 4 of the draft Decision, namely: *the date of **July 20, 2021** is set as as the registration date of the shareholders to which the effects of the Shareholders' General Ordinary Assembly's Decision apply.*

For _____ Against _____ Abstention _____

15. As regards **item 13 in the agenda**, item 5 of the draft Decision, namely: *the assembly chairperson _____, is mandated to sign the decision of the Shareholders' general ordinary assembly and the documents necessary to register and publish such Decision of the Shareholders' general ordinary assembly according to legal provisions. _____ can mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders' general ordinary assembly.*

For _____ Against _____ Abstention _____

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **22 june 2021, 10:00 h** for the first convocation, namely by **23 june 2021, 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.

Attention to the vote on items 14 and 15 on the agenda

*** - the secret vote is compulsory**

Date when the power of attorney was granted: _____

Name and surname: _____

(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)