



Transelectrica®
Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
Transelectrica SA - Punct de lucru: Str. Olteni, nr. 2-4, C.P. 030786, București
România, Număr înregistrare Oficiul Registrului Comerțului J40/8060/2000,
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Capital subscris și vărsat: 733.031.420 Lei www.transelectrica.ro

D R A F T

DECISION No. ____

Of the Shareholders' General Ordinary Assembly of the National Power Grid Company Transelectrica SA of 22/23 june 2021

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 **22/23 june 2021, 10:00 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 with later amendments and additions, 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. 4, 4.1, 5, 5.1, 6, 6.1, 7, 7.1, 8, 9, 10, 11, 12 and 13 as follows:

- 1. Regarding item 4 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.
- 2. Regarding item 4.1 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.
- 3. Regarding item 5 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.

4. Regarding **item 5.1 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, 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.

5. Regarding **item 6 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, 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.

6. Regarding **item 6.1 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, 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	Legal reserve (5%)	8,736,611
b	Other reserves representing fiscal facilities – tax payment exemption for reinvested profit	52,079,305
c	Other law-provided distributions - revenues achieved in 2020 from the allocation of interconnection capacity (net of income tax and legal reserve)	40,202,063
2	<i>Profit remaining to be distributed (1 – a – b – c)</i>	43,938,841
d	Employees’ participation to profit (provision expense in 2020)	3,917,500
e	Dividends owed to shareholders	43,248,854
f	Other reserves constituted as one’s financing sources	689,987
g	Profit not distributed	-
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.

7. Regarding **item 7 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, it is approved the distribution of dividends

from **recorded profit as of 31.12.2020** with gross dividend at 0.534 Lei/share, according to Note no. 749/20.05.2021.

8. Regarding item 7.1 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

9. Regarding item 8 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

10. Regarding item 9 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, it is approved the release of liability for the Directorate and Supervisory Board members for the financial year 2020.

11. Regarding item 10 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

12. Regarding item 11 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, the date of **July 20, 2021** is set as the registration date of the shareholders to which the effects of the Shareholders’ General Ordinary Assembly’s Decision apply.

13. Regarding item 12 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

14. Regarding item 13 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, the assembly chairperson, _____, is empowered to to sign the Decision of the Shareholders’ General Ordinary Assembly and the documents necessary for the registration and publication of 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.

ASSEMBLY CHAIRPERSON

Technical Secretary,



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D R A F T

DECISION No. ____ Of the Shareholders' General Ordinary Assembly of the National Power Grid Company Transelectrica SA of 22/23 june 2021

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 **22/23 june 2021, 10:00 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 with later amendments and additions, of ASF Regulation 5/2018 on the issuers of financial instruments and market operations, issues the following

D E C I S I O N :

with respect to the agenda items under nos. 11, 13, 14, 15 and 16 as follows:

1.1. Regarding item 14 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote, it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:

➤ Adrian GOICEA.

1.2. Regarding item 14 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote, it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:

➤ Luiza POPESCU.

1.3. Regarding item 14 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote, it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:

➤ Jean-Valentin COMANESCU.

1.4. Regarding item 14 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:

➤ Oleg BURLACU.

1.5. Regarding item 14 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:

➤ Mircea Cristian STAICU.

1.6. Regarding item 14 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:

➤ Mihaela POPESCU.

1.7. Regarding item 14 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, it is approved the recall of Supervisory Board members of CNTEE Transelectrica SA, namely:

➤ Ciprian Constantin DUMITRU.

2.1. Regarding item 15 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

2.2. Regarding item 15 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

2.3. Regarding item 15 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

2.4. Regarding item 15 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

2.5. Regarding item 15 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

3. Regarding item 16 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

4. Regarding item 11 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, the date of **July 20, 2021** is set as the registration date of the shareholders to which the effects of the Shareholders’ General Ordinary Assembly’s Decision apply.

5. Regarding item 13 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, the assembly chairperson, _____, is empowered to to sign the Decision of the Shareholders’ General Ordinary Assembly and the documents necessary for the registration and publication of 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.

ASSEMBLY CHAIRPERSON

Technical Secretary,