



Societate Administrată în Sistem Dualist

The National Power Grid Company Transelectrica
2-4 Olteni Street Bucharest, District 3, 030786, Romania
Trade Register Number J40/8060/2000, Single Registration Code 13328043
Phone +4021 303 56 11, Fax +4021 303 56 10
Share capital subscribed and paid: 733.031.420 Lei
www.transelectrica.ro

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

Date of the report: **June 08, 2021**

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

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: 2549000LXCOUQC90M036

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

COMPLETING THE CONVENING NOTICE FOR THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY (according to the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019)

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), with the unanimous agreement of its members, taking into account the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019, holder of 43.020.309 shares representing 58,6882% of the Company's share capital, expressed in letter no 13583/04.06.2021, in accordance with article 117¹ of the Company law 31/1990, republished, with later amendments and additions, of art. 92 alin 3 Law 24/2017 on the issuers of financial instruments and market operations with later amendments and additions, of art. 189 ASF Regulation 5/2018 on the issuers of financial instruments and market operations, are adding the agenda of the Shareholders' general ordinary assembly that will take place on **22.06.2021, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, initially published in Romania's Official Gazette, Part IV, no. 2035/21.05.2021 and in "Jurnalul național" Daily 21.05.2021, with the following items:

"4.1. Approving the stand-alone financial statements of CNTEE 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;

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5.1. Approving the consolidated financial statements of CNTEE 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;

6.1. Approving the accounting profit distribution remaining after income tax deduction on 31.12.2020, 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	Profit remaining to be distributed (1 – a – b – c)	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

7.1. Approving the distribution of dividends from the profit registered on 31.12.2020, with gross dividend at 0.59 Lei/share;

14. Recalling the members of the Supervisory Board of CNTEE Transelectrica SA;

15. Appointing 5 provisional Supervisory Board members with mandate term of maximum 4 months, with possible mandate extension by 2 more months until completing the selection procedure;

16. Approving the form of the mandate contracts for the 5 provisional members to be appointed in the Supervisory Board of CNTEE Transelectrica SA, with the fixed indemnification of the remuneration and mandating a representative of the higher public authority to sign the mandate contract.”

Thus the ordinary reunion convened on **22.06.2021, 10:00 h** Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders recorded in the Company's Shareholder Register at the end of **11.06.2021** will have the following

AGENDA:

- 1.** Presentation of the Annual Report regarding the economic and financial activity of National Power Grid Company Transelectrica SA, according to the provisions of Law 24/2017 regarding the issuers of financial instruments and market operations and of Regulation 5/2018 issued by the Financial Supervisory Authority for the financial year ended on December 31, 2020;
- 2.** Presentation of the Half-Yearly Report of National Power Grid Company Transelectrica SA's Supervisory Board on the management activity for July-December 2020;
- 3.** Presentation of the Financial Audit Reports on the stand-alone and consolidated annual financial statements, concluded by Transelectrica on December 31, 2020;
- 4.** Approval of the Stand-alone Financial Statements of Transelectrica for the financial year 2020;
 - 4.1. Approving the stand-alone financial statements of CNTEE 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.** Approval of the Consolidated Financial Statements of Transelectrica for the financial year 2020;
 - 5.1. Approving the consolidated financial statements of CNTEE 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;*
- 6.** Approval of the profit allocation after the deduction of the income tax as of December 31, 2020;
 - 6.1. Approving the accounting profit distribution remaining after income tax deduction on 31.12.2020, 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>	40,202,063
2	<i>Profit remaining to be distributed (1 – a – b – c)</i>	43,938,841
d	<i>Employees' participation to profit (provision expense in 2020)</i>	3,917,500
e	<i>Dividends owed to shareholders</i>	43,248,854
f	<i>Other reserves constituted as one's financing sources</i>	689,987
g	<i>Profit not distributed</i>	-
3	<i>Total distributions (a + b + c + e + f)</i>	144,956,820

7. Approval of the distribution of dividends from **recorded profit as of 31.12.2020**, with a gross dividend of **0.534 lei/share**;

7.1. Approving the distribution of dividends from the profit registered on 31.12.2020, with gross dividend at 0.59 Lei/share;

8. Approval of the distribution of dividends **from the retained earnings on balance as of 31.12.2020**, with a **gross dividend of 0.28 lei/share**;

9. Discharge of the Directorate and Supervisory Board members for the financial year 2020;

10. Setting the date of **July 19, 2021** 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;

11. Setting the date of **July 20, 2021** as the registration date of the shareholders to which the effects of the Shareholders' General Ordinary Assembly's Decision apply;

12. Setting the date of **August 09, 2021** 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;

13. Empowering the Chairman of the Meeting to sign the Decision of the Shareholders' General Ordinary Assembly, the necessary documents regarding the registration and publication of the Decision of the SGOA at the Trade Register Office from Bucharest Tribunal;

14. *Recalling the members of the Supervisory Board of CNTEE Transelectrica SA.;*

15. *Appointing 5 provisional Supervisory Board members with mandate term of maximum 4 months, with possible mandate extension by 2 more months until completing the selection procedure;*

16. *Approving the form of the mandate contracts for the 5 provisional members to be appointed in the Supervisory Board of CNTEE Transelectrica SA, with the fixed indemnification of the remuneration and mandating a representative of the higher public authority to sign the mandate contract.*

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general ordinary assembly will be held on **23.06.2021, 10:00 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 ordinary assembly.

Following the completion of the agenda and the receipt of draft decisions from the shareholders, the draft Decision of the Ordinary General Meeting of Shareholders and other materials meeting documents (documents or information regarding the issues on the agenda) are available starting with **10.06.2021**, in electronic format, both in Romanian and in English, on the Company's website (www.transelectrica.ro), Investor Relations / GMS page and can be obtained at: "PLATINUM Center", str. Olteni no. 2 - 4, sector 3, Bucharest, on weekdays, between 08.00– 15.00. Until the date specified above, shareholders may also make proposals regarding candidates for the positions of directors.

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: +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 Depositary, 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 40 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 Depositary. The model of 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). Such 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 elaborated 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, 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 **11.06.2021** 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 with later amendments and additions, 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 **10.06.2021**.

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 on the electronic signature by e-mail to: irina.racanel@transelectrica.ro. The special power of attorney will be submitted in a closed envelope marked "Special power of attorney – for the AGOA Secretariat **22/23.06.2021**" by **22.06.2021, 09:00 h** for the first convocation, namely by **23.06.2021, 09:00 h**, for the second convocation.

Shareholders registered on the reference date can vote by correspondence before the Shareholders' general ordinary assembly using the correspondence voting form made available both in Romanian and in English beginning with **10.06.2021** 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 shareholder

he/she represents 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 **AGOA** Secretariat **AGOA 22/23.06.2021**", by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **22.06.2021, 09:00 h** for the first convocation, namely by **23.06.2021, 09:00 h** for the second convocation.

Additional information can be obtained from the phone number +40 722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

Cătălin NIȚU

**Executive Director General
Directorate Chairman**

Ovidiu ANGHEL

Directorate Member