

SPECIAL POWER OF ATTORNEY

Shareholders' ordinary general 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 quality of shareholder, as well as, in the case of shareholders legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference date, received by the Company from the central depository).

PNC _____, domiciled in (full address) _____

holder of the ID paper/passport series _____, no. _____, holder of a number of _____ shares issued by 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 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' Ordinary General Assembly** of National Power Grid Co. Transelectrica SA that will be held on **August 18, 2022, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **August 19, 2022, 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 **August 05, 2022**, as follows:

1. As regards **item 1 in the agenda, item 1 of the draft Decision**, namely: the appointment of Mr. ATANASIU Teodor, as a provisional Supervisory Board member, with a term of office of four months, starting with August 22, 2022 and until December 21, 2022.

For _____ Against _____ Abstention _____

2. As regards **item 1 in the agenda, item 2 of the draft Decision**, namely: the appointment of Mr. DASCĂL Cătălin-Andrei, as a provisional Supervisory Board member, with a term of office of four months, starting with August 22, 2022 and until December 21, 2022.

For _____ Against _____ Abstention _____

3. As regards **item 1 in the agenda, item 3 of the draft Decision**, namely: the appointment of Mr. ORLANDEA Virgil Dumitru, as a provisional Supervisory Board member, with a term of office of four months, starting with August 22, 2022 and until December 21, 2022.

For _____ Against _____ Abstention _____

4. As regards **item 1 in the agenda, item 4 of the draft Decision**, namely: the appointment of Mr. PĂUN Costin-Mihai, as a provisional Supervisory Board member, with a term of office of four months, starting with August 22, 2022 and until December 21, 2022.

¹ The content is in accordance with the provisions of FSA Regulation 5/2018 on issuers of financial instruments and market operations, with later amendments and additions.

For _____ Against _____ Abstention _____

5. As regards *item 1 in the agenda, item 5 of the draft Decision*, namely: the appointment of Mr. STERP VINGĂRZAN Gheorghe, as a provisional Supervisory Board member, with a term of office of four months, starting with August 22, 2022 and until December 21, 2022.

For _____ Against _____ Abstention _____

6. As regards *item 1 in the agenda, item 6 of the draft Decision*, namely: the appointment of Mr. VASILESCU Alexandru-Cristian, as a provisional Supervisory Board member, with a term of office of four months, starting with August 22, 2022 and until December 21, 2022.

For _____ Against _____ Abstention _____

7. As regards *item 1 in the agenda, item 7 of the draft Decision*, namely: the appointment of Mrs. ZEZEANU Luminița, as a provisional Supervisory Board member, with a term of office of four months, starting with August 22, 2022 and until December 21, 2022.

For _____ Against _____ Abstention _____

8. As regards *item 10 in the agenda, item 24 of the draft Decision*, namely: establishing the date of **September 05, 2022** as the registration date of the shareholders on whom the effects of the SOGA Decision will be reflected.

For _____ Against _____ Abstention _____

9. As regards *item 11 in the agenda, item 25 of the draft Decision*, namely: empowering the chairperson of the meeting, _____, to sign the Decision of the Shareholders' Ordinary General Assembly, as well as the necessary documents regarding the registration and publication of the SOGA Decision, according to the legal provisions. The assembly chairperson may empower other persons to fulfill the formalities of publicity and registration of the SOGA Decision.

For _____ Against _____ Abstention _____

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **August 18, 2022, 10:00 h** for the first convocation, namely by **August 19, 2022, 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)

Pay attention with respect to the vote on item 1 in the agenda:

- ***the secret vote is compulsory***

****Regarding the exercise of voting on points 1 and 4 of the agenda, by referring to the provisions of art. 18 paragraph (2) of the Constitutive Act, the Company requests the shareholders to take into account that the total number of member positions in the Supervisory Board is seven.***

SPECIAL POWER OF ATTORNEY

Shareholders' ordinary general 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 quality of shareholder, as well as, in the case of shareholders legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference date, received by the Company from the central depository).

PNC _____, domiciled in (full address) _____

holder of the ID paper/passport series _____, no. _____, holder of a number of _____ shares issued by 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 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' Ordinary General Assembly** of National Power Grid Co. Transelectrica SA that will be held on **August 18, 2022, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **August 19, 2022, 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 **August 05, 2022**, as follows:

1. As regards **item 2 in the agenda, item 8 of the draft Decision**, namely: *the establishment of the fixed allowance of the Company's Supervisory Board members, in the amount of 17,926 lei gross/month.*

For _____ Against _____ Abstention _____

2. As regards **item 3 in the agenda, item 9 of the draft Decision**, namely: *the form of the mandate contract to be concluded with the provisional Supervisory Board members as the one conforming to the mandate contract model submitted through the address of the Secretariat General of Government no 20/21589/MN/22.07.2022 and the representative of the Secretariat General of Government in the SOGA is empowered to sign on the Company's behalf the mandate contracts with the persons appointed as provisional Supervisory Board members.*

For _____ Against _____ Abstention _____

¹ The content is in accordance with the provisions of FSA Regulation 5/2018 on issuers of financial instruments and market operations, with later amendments and additions.

3. As regards **item 4 in the agenda, item 10 of the draft Decision**, namely: the extension of the term of office of Mr. DASCĂL Cătălin-Andrei, provisional member of NPG Co. Transelectrica S.A. Supervisory Board, by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.

For _____ Against _____ Abstention _____

4. As regards **item 4 in the agenda, item 11 of the draft Decision**, namely: the extension of the term of office of Mrs. BALACCIU Oana-Cristina, provisional member of NPG Co. Transelectrica S.A. Supervisory Board, by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.

For _____ Against _____ Abstention _____

5. As regards **item 4 in the agenda, item 12 of the draft Decision**, namely: the extension of the term of office of Mr. BLĂJAN Adrian Nicolae, provisional member of NPG Co. Transelectrica S.A. Supervisory Board, by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.

For _____ Against _____ Abstention _____

6. As regards **item 4 in the agenda, item 13 of the draft Decision**, namely: the extension of the term of office of Mr. DUMITRIU Victor Florin, provisional member of NPG Co. Transelectrica S.A. Supervisory Board, by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.

For _____ Against _____ Abstention _____

7. As regards **item 4 in the agenda, item 14 of the draft Decision**, namely: the extension of the term of office of Mr. ORLANDEA Virgil Dumitru, provisional member of NPG Co. Transelectrica S.A. Supervisory Board, by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.

For _____ Against _____ Abstention _____

8. As regards **item 4 in the agenda, item 15 of the draft Decision**, namely: the extension of the term of office of Mr. PĂUN Costin-Mihai, provisional member of NPG Co. Transelectrica S.A. Supervisory Board, by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.

For _____ Against _____ Abstention _____

9. As regards **item 4 in the agenda, item 16 of the draft Decision**, namely: the extension of the term of office of Mr. VASILESCU Alexandru-Cristian, provisional member of NPG Co. Transelectrica S.A. Supervisory Board, by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.

For _____ Against _____ Abstention _____

10. As regards **item 5 in the agenda, item 17 of the draft Decision**, namely: approval of the form of the addendum to the mandate contracts, extending the term of office of the provisional Supervisory Board members by two months, in accordance with the model submitted through the address of the General Secretariat of the Government no. 20/20122/MN/08.07.2022 (registered with Transelectrica under no. 32762/08.07.2022).

For _____ Against _____ Abstention _____

11. As regards **item 7 in the agenda, item 18 of the draft Decision**, namely: the modification of the mandate contract form approved according to SOGA Decision no. 3/18.04.2022 (item 3 of the decision), the "Contract" and the corresponding amendment of the mandate contracts by concluding an addendum, respectively the amendment of item 10 of the Annex to the Contract, the new wording being as follows: "10. He/She is not criminally convicted, has no criminal record for committing a crime of corruption or an act related to non-compliance with the regime of prohibitions, incompatibilities, conflict of interest or declaration of assets, misappropriation of funds, tax evasion, acts related to the exercise of Supervisory Board membership, or for any other deeds provided by the criminal law;".

For _____ Against _____ Abstention _____

12. As regards **item 7 in the agenda, item 19 of the draft Decision**, namely: the modification of the form of the mandate contract approved according to SOGA Decision no. 3/18.04.2022 (item 3 of the decision), the "Contract" and the corresponding amendment of the mandate contracts by concluding an addendum, respectively the amendment of letter (g) of clause 5.2 of the Contract, the new wording being the following : "(g) to reimburse to the TRUSTEE the equivalent value of the expenses incurred in the interest of the company, on the basis of supporting documents, in accordance with the law and internal rules of the Company. In order to remove any doubt regarding the participation of the Trustee in the meeting of the Supervisory Board, in the case of the Trustee whose domicile/permanent residence is located at a distance of more than 60 km from Bucharest or, as the case may be, from the meeting's location, the Grantor shall reimburse to the Trustee, at his request, the accommodation costs for a number of days equal to that of the days of the respective meeting;".

For _____ Against _____ Abstention _____

- 13.** As regards **item 7 in the agenda, item 20 of the draft Decision**, namely: the modification of the form of the mandate contract approved according to SOGA Decision no. 3/18.04.2022 (item 3 of the decision), the “Contract” and the corresponding amendment of the mandate contracts by concluding an addendum, respectively the elimination of clause 3.1.2 of the Contract.

For _____ Against _____ Abstention _____

- 14.** As regards **item 8 in the agenda, item 21 of the draft Decision**, namely: the update of the fixed allowance of the members of the Company’s Supervisory Board as being twice the average for the last 12 months of the average gross monthly earnings for category 35 communicated by the National Institute of Statistics prior to appointment, according to legal provisions, respectively its modification from 13,976 lei to 17,926 lei and the corresponding modification of the mandate contracts by concluding an addendum.

For _____ Against _____ Abstention _____

- 15.** As regards **item 6 in the agenda, item 22 of the draft Decision**, namely: empowering the representative of the majority shareholder, the General Secretariat of the Government, Mr./Mrs. _____, to sign, on behalf of the company, the addenda to the mandate contracts of the provisional members Supervisory Board of NPG Co. Transelectrica S.A. .

For _____ Against _____ Abstention _____

- 16.** As regards **item 9 in the agenda, item 23 of the draft Decision**, namely: formulating and submitting the requests for summons against the former members of the Supervisory Board mentioned in the Decision of the Romanian Court of Audit no. 15/2020.

For _____ Against _____ Abstention _____

- 17.** As regards **item 10 in the agenda, item 24 of the draft Decision**, namely: establishing the date of **September 05, 2022** as the registration date of the shareholders on whom the effects of the SOGA Decision will be reflected.

For _____ Against _____ Abstention _____

- 18.** As regards **item 11 in the agenda, item 25 of the draft Decision**, namely: empowering the chairperson of the meeting, _____, to sign the Decision of the Shareholders’ Ordinary General Assembly, as well as the necessary documents regarding the registration and publication of the SOGA Decision, according to the legal provisions. The assembly chairperson may empower other persons to fulfill the formalities of publicity and registration of the SOGA Decision.

For _____ Against _____ Abstention _____

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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)

***Regarding the exercise of voting on points 1 and 4 of the agenda, by referring to the provisions of art. 18 paragraph (2) of the Constitutive Act, the Company requests the shareholders to take into account that the total number of member positions in the Supervisory Board is seven.**