

**DRAFT**

**DECISION NO. \_\_\_\_**  
**of the Shareholders' Ordinary General Assembly of**  
**National Power Grid Company Transelectrica S.A.**  
**of August 18/19, 2022**

The Shareholders' ordinary general assembly of National Power Grid Company Transelectrica S.A., 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 3, 2-4 Olteni Street, "PLATINUM Center" building, 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 **August 18/19, 2022, 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 no. 31/1990, republished, with later amendments and additions, of Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, with later amendments and additions, of Law no. 24/2017 on issuers of financial instruments and market operations, republished and of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, with later amendments and additions, issues the following

**DECISION:**

With respect to the agenda items under nos. 1\*, 2, 3, 4\*, 5, 6, 7, 8, 9, 10 and 11 as follows:

1. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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.
2. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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.
3. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For**

- representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** 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.
4. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes ***For*** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** 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.
  5. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes ***For*** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** 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.
  6. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes ***For*** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** 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.
  7. Regarding item 1 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes ***For*** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** 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.
  8. Regarding item 2 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes ***For*** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** the establishment of the fixed allowance of the Company's Supervisory Board members, in the amount of 17,926 lei gross/month.
  9. Regarding item 3 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes ***For*** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** 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.
  10. Regarding item 4 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes ***For*** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes ***Against*** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes ***Abstention***, representing \_\_\_\_% of the total number of votes cast, ***approves/does not approve*** 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.

11. Regarding item 4 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** the extension of the term of office of Mrs. BALACCIU Oana-Cristina, provisional member of NPG Co. Supervisory Board Transelectrica S.A., by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.
12. Regarding item 4 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** the extension of the term of office of Mr. BLĂJAN Adrian Nicolae, provisional member of NPG Co. Supervisory Board Transelectrica S.A., by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.
13. Regarding item 4 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** the extension of the term of office of Mr. DUMITRIU Victor Florin, provisional member of NPG Co. Supervisory Board Transelectrica S.A., by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.
14. Regarding item 4 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** the extension of the term of office of Mr. ORLANDEA Virgil Dumitru, provisional member of NPG Co. Supervisory Board Transelectrica S.A., by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.
15. Regarding item 4 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** the extension of the term of office of Mr. PĂUN Costin-Mihai, provisional member of NPG Co. Supervisory Board Transelectrica S.A., by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.
16. Regarding item 4 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** the extension of the term of office of Mr. VASILESCU Alexandru-Cristian, provisional member of NPG Co. Supervisory Board Transelectrica S.A., by two months from the expiration date, starting with 22.08.2022 and until 22.10.2022.
17. Regarding item 5 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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).

18. Regarding item 7 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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;"
19. Regarding item 7 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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;"
20. Regarding item 7 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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.
21. Regarding item 8 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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.
22. Regarding item 6 on the agenda, the Shareholders' General Assembly, by \_\_\_\_ of votes **For** representing \_\_\_\_% of the total number of votes cast, by \_\_\_\_ of votes **Against** representing \_\_\_\_% of the total number of votes cast and by \_\_\_\_ of votes **Abstention**, representing \_\_\_\_% of the total number of votes cast, **approves/does not approve** 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. .

23. Regarding item 9 on the agenda, the Shareholders' General Assembly, by \_\_\_\_\_ of votes **For** representing \_\_\_\_\_% of the total number of votes cast, by \_\_\_\_\_ of votes **Against** representing \_\_\_\_\_% of the total number of votes cast and by \_\_\_\_\_ of votes **Abstention**, representing \_\_\_\_\_% of the total number of votes cast, **approves/does not approve** 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.
24. Regarding item 10 on the agenda, the Shareholders' General Assembly, by \_\_\_\_\_ of votes **For** representing \_\_\_\_\_% of the total number of votes cast, by \_\_\_\_\_ of votes **Against** representing \_\_\_\_\_% of the total number of votes cast and by \_\_\_\_\_ of votes **Abstention**, representing \_\_\_\_\_% of the total number of votes cast, **approves/does not approve** 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.
25. Regarding item 11 on the agenda, the Shareholders' General Assembly, by \_\_\_\_\_ of votes **For** representing \_\_\_\_\_% of the total number of votes cast, by \_\_\_\_\_ of votes **Against** representing \_\_\_\_\_% of the total number of votes cast and by \_\_\_\_\_ of votes **Abstention**, representing \_\_\_\_\_% of the total number of votes cast, **approves/does not approve** 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.

#### ASSEMBLY CHAIRPERSON

Technical Secretary,

*\*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.*