

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 **26 november 2019, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **27 november 2019, 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 **15 november 2019**, as follows:

1. As regards **item 1¹ in the agenda**, item 1¹.1. of the draft Decision, namely: appointing Mrs. Popescu Luiza as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA with four months' mandate term beginning with 30.11.2019 until 29.03.2020.

For _____ Against _____ Abstention _____

2. As regards **item 1¹ in the agenda**, item 1¹.2. of the draft Decision, namely: appointing Mr. Burduja Sebastian as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA with four months' mandate term beginning with 30.11.2019 until 29.03.2020.

For _____ Against _____ Abstention _____

3. As regards **item 1¹ in the agenda**, item 1¹.3. of the draft Decision, namely: appointing Mr. Badea Jean as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with four months' mandate term beginning with 30.11.2019 until 29.03.2020.

For _____ Against _____ Abstention _____

4. As regards **item 1¹ in the agenda**, item 1¹.4. of the draft Decision, namely: appointing Mr. Comănescu Jean-Valentin as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA with four months' mandate term beginning with 30.11.2019 until 29.03.2020.

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 _____

5. As regards **item 1¹ in the agenda**, item 1¹.5. of the draft Decision, namely: appointing Mr. Burlacu Oleg as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA with four months' mandate term beginning with 30.11.2019 until 29.03.2020.

For _____ Against _____ Abstention _____

6. As regards **item 1¹ in the agenda**, item 1¹.6 of the draft Decision, namely: appointing Mr. Goicea Adrian as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA with four months' mandate term beginning with 30.11.2019 until 29.03.2020.

For _____ Against _____ Abstention _____

7. As regards **item 1¹ in the agenda**, item 1¹.7 of the draft Decision, namely: appointing Mrs. Stan-Olteanu Manuela Petronela as provisional member in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with four months' mandate term beginning with 30.11.2019 until 29.03.2020.

For _____ Against _____ Abstention _____

8. As regards **item 4 in the agenda**, item 2 of the draft Decision, namely: *approving 18 december 2019 to be set as registration date for the shareholders that will be touched by the effects of the Decision taken by the Shareholders' general ordinary assembly.*

For _____ Against _____ Abstention _____

9. As regards **item 5 in the agenda**, item 3 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 **26 november 2019, 10:00 h** for the first convocation, namely by **27 november 2019, 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.

- **Pay attention with respect to the vote on item 1¹ in 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)

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)

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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 **26 november 2019, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **27 november 2019, 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 **15 november 2019**, as follows:

1. As regards **item 2 in the agenda**, item 1 of the draft Decision, namely: *the remuneration of Supervisory Board members as being calculated according to article 8 of OUG 109/2011, approved with amendments and additions by LG 111/2016, with amendments, namely 13976 Lei, gross.*

For _____ Against _____ Abstention _____

2. As regards **item 3 in the agenda**, item 2 of the draft Decision, namely: *the form of the mandate contract to be concluded with the provisional Supervisory Board members as being the one approved by AGOA Decision 5/29.03.2018 as amended by AGOA Decision 12/28.09.2018 and the Governmental Secretariat General's representative in the Shareholders' General Assembly to sign on behalf of the Company the mandate contracts with the persons appointed as provisional Supervisory Board members.*

For _____ Against _____ Abstention _____

3. As regards **item 4 in the agenda**, item 3 of the draft Decision, namely: *approving 18 december 2019 to be set as registration date for the shareholders that will be touched by the effects of the Decision taken by the Shareholders' general ordinary assembly.*

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 in the agenda**, item 4 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 _____

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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)