

D R A F T

DECISION No. ____
Of the Shareholders' General Ordinary Assembly of the
National Power Grid Company Transelectrica SA
of 26/27 november 2019

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 **26/27 november 2019, 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 297/2004 on the capital market, with later amendments and additions, of Law 24/2017 on the issuers of financial instruments and market operations, 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, 4 and 5 as follows:

1¹.1. As regards **item 1¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

1¹.2. As regards **item 1¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

1¹.3. As regards **item 1¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

1¹.4. As regards **item 1¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

1¹.5. As regards **item 1¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

1¹.6. As regards **item 1¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

1¹.7. As regards **item 1¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

2. As regards **item 4 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving **18 december 2019** to be set as **registration date** for the shareholders who will be touched by the effects of the Decision taken by the Shareholders' general ordinary assembly.

3. As regards **item 5 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, empowering the assembly chairperson, _____, to sign the Decision of the Shareholders' general ordinary assembly and the documents necessary for 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,

D R A F T

DECISION No. ____ Of the Shareholders' General Ordinary Assembly of the National Power Grid Company Transelectrica SA of 26/27 november 2019

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 **26/27 november 2019, 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 297/2004 on the capital market, with later amendments and additions, of Law 24/2017 on the issuers of financial instruments and market operations, 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. 2, 3, 4 and 5 as follows:

1. As regards **item 2 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.
2. As regards **item 3 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

3. As regards **item 4 in the agenda**, with the “*for*” vote of shareholders representing _____% of the total number of validly cast votes, approving **18 december 2019** to be set as **registration date** for the shareholders who will be touched by the effects of the Decision taken by the Shareholders’ general ordinary assembly.

4. As regards **item 5 in the agenda**, with the “*for*” vote of shareholders representing _____% of the total number of validly cast votes, empowering the assembly chairperson, _____, to sign the Decision of the Shareholders’ general ordinary assembly and the documents necessary for 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,