

# SPECIAL POWER OF ATTORNEY

## Shareholders' general extraordinary assembly <sup>1</sup>

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 Regulation 5/2018 of the ASF 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 Extraordinary Assembly** of the National Power Grid Co. Transelectrica SA that will be held on **05 march 2020, 12:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, namely on **06 march 2020, 12:00 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 **24.02.2020**, as follows:

1. As regards **item 1 in the agenda**, item 1 of the draft Decision, namely: *is approved the amendment of article 7 para (2) point 1 from the Articles of association by replacing the wording "Romanian State through the Ministry of Economy" with the phrase "Romanian State through the Secretariat General of the Government" as established:*

*Art. 7 para. (2) point 1. Transelectrica's share capital is owned as follows and it has the following structure:*

*1. The Romanian State through the General Secretariat of the Government, holding a number of 43,020,309 shares, having a total nominal value of 430,203,090 lei and representing 58,6882% of the share capital. The Romanian State's contribution is represented by cash contribution amounting to 430,039,130 lei and by in-kind contribution, amounting to 163,960 lei.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

2. As regards **item 2 in the agenda**, item 2 of the draft Decision, namely: *is approved the participation of the National Power Grid Company Transelectrica SA to establishing the regional coordination centre for operational security that will serve the coordinated calculation regions of cross-border transmission capacities SEE (Bulgaria, Greece, and Romania) and GRIT (Greece, Italy) in Greece in Salonica by the Company's participation to the share capital of a dedicated entity to be established in juridical terms as joint-stock company, and to mandate the Company's Directorate to take the required decisions and conclude the necessary juridical deeds.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

3. As regards **item 3 in the agenda**, item 3 of the draft Decision, namely: *is approved establishing the date of **March 27, 2020** as the registration date of the shareholders who will be touched by the effects of the Shareholders General Extraordinary Assembly's Decision.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

<sup>1</sup> The content is in accordance with the provisions of Regulation 5/2018 of the ASF on the issuers of financial instruments and market operations.

4. As regards **item 4 in the agenda**, item 4 of the draft Decision, namely: *the assembly chairperson \_\_\_\_\_, is mandated to sign the decision of the Shareholders' general extraordinary assembly and the documents necessary to register and publish such Decision of the Shareholders' general extraordinary assembly according to legal provisions, including the Articles of association's updated format. \_\_\_\_\_ can mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders' general extraordinary assembly.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by **05 march 2020, 12:00 h** for the first convocation, namely by **06 march 2020, 12:00 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)