

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 **05 march 2020, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, namely on **06 march 2020, 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 **24 february 2020**, as follows:

1. As regards **item 1 in the agenda**, item 1 of the draft Decision, namely: *it is establishing the Investment Programme for the financial year 2020 and the projections for 2021 and 2022 in accordance with the Letter no 3851/30.01.2020.*

For _____ Against _____ Abstention _____

2. As regards **item 2 in the agenda**, item 2 of the draft Decision, namely: *it is approved the Income and Expense Budget of the National Power Grid Company Transelectrica S.A. for the year 2020 and the estimations for 2021 and 2022 in accordance with the Letter no 3745/12.02.2020.*

For _____ Against _____ Abstention _____

3. As regards **item 3 in the agenda**, item 3 of the draft Decision, namely: *it is approved the modification of art. 5.2 letter (b) from the mandate contract form approved by SGOA Decision no. 31/26.11.2019 as follows: „(b) provide the MANDATEE with the working conditions and the necessary equipment to carry out the activity (such as a properly equipped office, conference room, work mobile phone, laptop/tablet, means of transport (car) and others), depending on the MANDATEE's needs related to his/her activity within the Supervisory Board.”.*

For _____ Against _____ Abstention _____

¹ The content is in accordance with the provisions of ASF Regulation 5/2018 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 General Secretariat of the Government's representative in the Shareholders' General Assembly is empowered to sign on behalf of the Company, applying the Assembly's decision to modify the mandate contract form, an addendum to the mandate contracts between the Company and the provisional Supervisory Board members appointed according to the SGOA Decisions no. 24, 26, 27, 28 and 29 of 26.11.2019.*

For _____ Against _____ Abstention _____

5. As regards **item 7 in the agenda**, item 5 of the draft Decision, namely: *approving cancelling Decision 9/26.09.2017 of the Shareholders' general assembly which approved launching the selection procedure for Supervisory Board members of the National Power Grid Company Transelectrica SA.*

For _____ Against _____ Abstention _____

6. As regards **item 8 in the agenda**, item 6 of the draft Decision, namely: *approving cancelling Decision 23/20.09.2019 of the Shareholders' general assembly which approved the profile of the Supervisory Board and the candidates' profiles for members positions in the Supervisory Board.*

For _____ Against _____ Abstention _____

7. As regards **item 9 in the agenda**, item 7 of the draft Decision, namely: *approving launching the selection procedure for Supervisory Board members in the National Power Grid Company Transelectrica SA, while applying the provisions of articles 29 para (5) from Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises, approved by Law 111/2016.*

For _____ Against _____ Abstention _____

8. As regards **item 10 in the agenda**, item 8 of the draft Decision, namely: *approving the Supervisory Board's profile in the attached form.*

For _____ Against _____ Abstention _____

9. As regards **item 11 in the agenda**, item 9 of the draft Decision, namely: *approving the candidates' profile for member positions in the Supervisory Board in the attached form.*

For _____ Against _____ Abstention _____

10. As regards **item 12 in the agenda**, item 10 of the draft Decision, namely: *approving 27 march 2020 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 _____

11. As regards **item 13 in the agenda**, item 11 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 **05 march 2020, 10:00 h** for the first convocation, namely by **06 march 2020, 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)

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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(for natural person representatives),

Single Registration Code _____

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1. As regards **item 5[^]1 in the agenda**, item 1.1. of the draft Decision, namely: *approving the appointment of Mr. Ciprian Constantin DUMITRU as provisional member in the Supervisory Board with mandate term beginning on the date of this Decision until 29.03.2020.*

For _____ Against _____ Abstention _____

2. As regards **item 5[^]1 in the agenda**, item 1.2. of the draft Decision, namely: *approving the appointment of Mr. Mircea Cristian STAIKU as provisional member in the Supervisory Board with mandate term beginning on the date of this Decision until 29.03.2020.*

For _____ Against _____ Abstention _____

3. As regards **item 5[^]1 in the agenda**, item 1.3. of the draft Decision, namely: *approving the appointment of Mrs. Mihaela CONSTANTINOVICI as provisional member in the Supervisory Board with mandate term beginning on the date of this Decision until 29.03.2020.*

For _____ Against _____ Abstention _____

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

4. As regards **item 6 in the agenda**, item 2 of the draft Decision, namely: *approving the form of the mandate contract to be concluded with the provisional Supervisory Board members, being that attached to this Decision. Establishing the Supervisory Board members' remuneration, being that approved by AGOA Decision 31/26.11.2019, namely 13,976 Lei gross and mandating the representative of the Secretariat General of the Government to sign on the Company's behalf the mandate contracts with the persons appointed as provisional Supervisory Board members.*

For _____ Against _____ Abstention _____

5. As regards **item 12 in the agenda**, item 3 of the draft Decision, namely: *approving 27 march 2020 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 _____

6. As regards **item 13 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)