

D R A F T

DECISION No. ____
Of the Shareholders' General Ordinary Assembly of the
National Power Grid Company Transelectrica SA
of 05/06 march 2020

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 **05/06 march 2020, 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. 1, 2, 3, 4, 7, 8, 9, 10, 11, 12 and 13 as follows:

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

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

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

4. As regards **item 4 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

5. As regards **item 7 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

6. As regards **item 8 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

7. As regards **item 9 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

8. As regards **item 10 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving the Supervisory Board’s profile in the attached form.

9. As regards **item 11 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving the candidates’ profile for member positions in the Supervisory Board in the attached form.

10. As regards **item 12 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving **27 march 2020** 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.

11. As regards **item 13 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
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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. 5[^]1, 6, 12 and 13 as follows:

1.1. As regards **item 5[^]1 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

1.2. As regards **item 5[^]1 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving the appointment of Mr. Mircea Cristian STAICU as provisional member in the Supervisory Board with mandate term beginning on the date of this Decision until 29.03.2020.

3. As regards **item 5¹ in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

2. As regards **item 6 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, 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.

3. As regards **item 12 in the agenda, with the “for” vote of shareholders representing _____% of the total number of validly cast votes**, approving **27 march 2020** 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 13 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,