

**To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets  
Financial Supervision Authority - General Directorate Supervision - Issuers Division**

Current report according to the provisions of Law no 24/2017, ASF Regulation 5/2018 and the BVB Code  
Date of the report: **February 20, 2020**  
Name of the Issuer Company: National Power Grid Co. Transelectrica SA, managed under two tier system  
Headquarters: Bucharest 1, Blvd. Magheru no. 33  
Working location: no. 2-4, Olteni Street, Bucharest 3  
Phone/fax number: 4021 3035 611/4021 3035610  
Single Registration Code: 13328043  
LEI Code: 254900OLXCOUQC90M036  
Number in the Commercial Register: J40/8060/2000  
Share capital subscribed and paid: 733,031,420 RON  
Regulated market where the issued securities are transacted: Bucharest Stock Exchange

**COMPLETING THE CONVENING NOTICE FOR THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY** (according to the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019)

The Directorate of the National Power Grid Company Transelectrica SA, managed under two-tier system, seated in Blvd. General Gheorghe Magheru no. 33, Bucharest 1, registered with the Office of the Commercial Register under no. J40/8060/2000, single (fiscal) registration code 13328043, (the Company), with the unanimous agreement of its members, taking into account the request of the Romanian State shareholder represented by the General Secretariat of the Government in accordance with article 11 alin 5 Government Emergency Ordinance no. 68/2019, holder of 43.020.309 shares representing 58,6882% of the Company's share capital, expressed in letter no 20/37901/17.02.2020 (registered under no 6895/17.02.2020), in accordance with article 117<sup>1</sup> of the Company law 31/1990, republished, with later amendments and additions, of art. 92 alin 3 Law 24/2017 on the issuers of financial instruments and market operations, of art. 189 ASF Regulation 5/2018 on the issuers of financial instruments and market operations, are adding the agenda of the Shareholders' general ordinary assembly that will take place on **05.03.2020, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, initially published in Romania's Official Gazette, Part IV, no. 413/03.02.2020 and in Romania libera Daily no. 8555/03.02.2020, with the following items:

*5<sup>th</sup> Appointing three provisional members in the Supervisory Board with mandate term until 29.03.2020.*

*7. Cancelling Decision 9/26.09.2017 of the Shareholders' General Assembly approving launching the selection procedure for Supervisory Board members in the National Power Grid Company Transelectrica SA.*

*8. Cancelling Decision 23/20.09.2019 of the Shareholders' General Assembly approving the profile of the Supervisory Board and the candidates' profiles for Supervisory Board member positions.*

LANGUAGE DISCLAIMER: This document represents the English version of the original official Romanian document filed with the Financial Supervisory Authority ASF. The English version has been created for English readers' convenience. Reasonable efforts have been made to provide an accurate translation, however, discrepancies may occur. The Romanian version of this document is the original official document. Any discrepancies or differences created in the translation are not binding. If any questions arise related to the accuracy of the information contained in the English version, please refer to the Romanian version of the document which is the official version.

*9. Launching the selection procedure for Supervisory Board members of the National Power Grid Company Transelectrica SA, while applying the provisions of article 29 para (5) of the Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises, approved with amendments and additions by Law 111/2016.*

*10. Approving the Supervisory Board's profile.*

*11. Approving the candidates' profile for Supervisory Board members.*

Thus the ordinary reunion convened on **06.03.2020, 10:00 h** Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders recorded in the Company's Shareholder Register at the end of **24.02.2020** will have the following

#### **AGENDA:**

**1.** Establishing the Investment Programme for the financial year 2020 and the projections for 2021 and 2022;

**2.** Approval of the 2020 Income and Expense Budget of National Power Grid Company Transelectrica S.A., as well as the projections for 2021 and 2022;

**3.** Approving 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.** Empowerment of the General Secretariat of the Government's representative in the Shareholders' General Assembly 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.** Appointing of two provisional Supervisory Board members, with a mandate duration until 29.03.2020;

**5^1.** *Appointing three provisional members in the Supervisory Board with mandate term until 29.03.2020.*

**6.** Approving the form of the mandate contract to be concluded with the appointed Supervisory Board members and establishing their remuneration, as well as the empowerment of the person who will sign the mandate contracts with the new Supervisory Board members on behalf of the Company.

**7.** *Cancelling Decision 9/26.09.2017 of the Shareholders' General Assembly approving launching the selection procedure for Supervisory Board members in the National Power Grid Company Transelectrica SA.*

**8.** *Cancelling Decision 23/20.09.2019 of the Shareholders' General Assembly approving the profile of the Supervisory Board and the candidates' profile for Supervisory Board member positions.*

**9.** *Launching the selection procedure for Supervisory Board members of the National Power Grid Company Transelectrica SA, while applying the provisions of article 29 para (5) of the Governmental*

*Emergency Ordinance 109/2011 on the corporate governance of public enterprises, approved with amendments and additions by Law 111/2016.*

10. *Approving the Supervisory Board's profile.*
11. *Approving the candidates' profile for Supervisory Board members.*
12. 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 Ordinary Assembly's Decision;
13. The empowerment of the sitting president to sign the Decision of the Shareholders General Ordinary Assembly, as well as the necessary documents regarding the registration and publication of the Shareholders' General Ordinary Assembly's Decision, according to the legal provisions.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general ordinary assembly will be held on **06.03.2020, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, having the same agenda.

On the convened date, the Company's share capital is 733,031,420 lei and consists of 73,303,142 nominative dematerialised shares of 10 Lei nominal value, each share providing the right to one vote in the Shareholders' general ordinary assembly.

Regarding point 5 on the agenda of the Shareholders' Ordinary General Assembly, convened on 05.03.2020, 10:00 h, as completed above, through reporting to expiration term, on 17.02.2020 of sending proposals by the shareholders for candidates of the Supervisory Board Members positions and taking into consideration that on that date the Company did not receive proposals regarding the candidates for Supervisory Board Members positions, we mention that the conditions for a decision are not met at this point within the Shareholders' Ordinary General Assembly.

After completing the agenda and receiving from shareholders some draft decisions, the draft Decision of the Shareholders' general ordinary assembly and reunion materials (documents or information about the agenda items) are available beginning with **21.02.2020**, in electronic format, both in Romanian and in English on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor Relations/AGA and can also be procured from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, **08:00 - 15:00 h**.

Each shareholder has the right to ask questions about the items on the General Assembly's agenda, to which answers will be posted on the Company's website. Questions can be submitted in writing, either by mail or courier service (at: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic means (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or fax: +4021.303.56.10) to the attention of Mrs Irina Racanel.

Shareholders enlisted on the reference date in the Company's Shareholders' register, notified by the Central Depository, that directly or indirectly hold participation of at least 5% from the Company's share capital are compelled to fill in and submit a liability statement according to the provisions of article 34 para 2 from the Electricity and natural gas law 123/2012, with later amendments and additions, of article 17 para 8 and of article 40 from the Company's Articles of association. Such statement will be accompanied by the summary of account positions to date / the statement of account showing the portfolio of shares held by it to the economic operators carrying out power generation or supply activities, issued by the Participant / Central Depository. The model of statement form will be posted both in Romanian and in English on the Company's site together with the correspondence voting forms and the special powers of attorneys. This form can be also obtained from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, **08:00 ÷ 15:00 h**. The responsibility of the statements in terms of compliance with applicable

legal and statutory provisions devolves exclusively on each shareholder individually (article 326 of the Criminal Code approved by Law 286/2009 with later amendments and additions). Such statement together with the statement of account / summary of account positions to date will be filled in, signed by the shareholder and submitted in the original to the Company before the reunion of the Shareholders' general assembly.

The capacity of shareholder as well as, in case of legal person shareholders or of entities without legal personality, the capacity of legal representative is ascertained according to the list of shareholders on the reference/registration date received by the Company from the Central Depository or, as the case may be, for different reference/registration dates according to the following documents that the shareholder submits to the issuer, issued by the central depository or by the participants defined that provide custody services:

- a) The statement of account showing the capacity of shareholder and the number of shares held;
- b) The documents certifying the registration of the information about the legal representative with the central depository / the respective participants.

Documents certifying the capacity of legal representative elaborated in a foreign language, other than English, will be accompanied by translation made by certified translator into Romanian or English. There is no need to legalise or apostille the documents certifying the capacity of shareholder's legal representative. To identify the natural person shareholder, or as the case may be the legal representative of the legal person shareholder or entity without legal personality asking questions, proposing candidates, making proposals that add the agenda or submitting draft decisions, he/she will attach copies of the documents certifying his/her identity to such request.

Only shareholders registered on the reference date **24.02.2020** can attend and vote in person or by proxy.

The participation by proxy is possible using a special power of attorney, according to the form provided by the Company, or a general mandate complying with the provisions of article 92 from Law 24/2017 on the issuers of financial instruments and market operations, as per the terms of articles 200-207 from Regulation 5/2018 on the issuers of financial instruments and market operations.

The special power of attorney form both in Romanian and English will be also available in electronic format on the Company's website [www.transelectrica.ro](http://www.transelectrica.ro), page Investor Relations/AGA beginning with **21.02.2020**.

The special power of attorney in the original or the general mandate (a copy that should mention the conformity with the original and bear the representative's signature), either in Romanian or in English will be submitted at Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, to the kind attention of Mrs. Irina Racanel, or will be transmitted bearing the extended electronic signature according to the provisions of Law 455/2001 on the electronic signature by e-mail to: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro). The special power of attorney will be submitted in a closed envelope marked "Special power of attorney – for the AGOA Secretariat **05/06.03.2020**" by **05.03.2020, 10:00 h** for the first convocation, namely by **06.03.2020, 10:00 h**, for the second convocation.

Shareholders registered on the reference date can vote by correspondence before the Shareholders' general ordinary assembly using the correspondence voting form made available both in Romanian and in English beginning with **21.02.2020** on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor relations/AGA. The vote by correspondence can be cast by a representative only in case he/she has received from the shareholder he/she represents a special/general power of attorney that is submitted to the Company as specified above.

Correspondence voting forms either in Romanian or in English that have been filled in and signed by shareholders and are accompanied by a copy of the ID document of the natural person shareholder or, as the case may be, a copy of the ID document of the legal person shareholder's representative, will have to get in the original by post or courier service, in closed envelope marked "Special power of attorney – for the **AGOA Secretariat AGOA 05/06.03.2020**", by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **05.03.2020, 10:00 h** for the first convocation, namely by **06.03.2020, 10:00 h** for the second convocation.

Additional information can be obtained from the phone number +40 722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

**Cătălin NIȚU**

**Executive Director General  
Directorate Chairman**

**Ionuț-Bogdan GRECIA**

**Directorate Member**