



To the:

National Power Grid Company Transelectrica SA

Request to add the agenda of the Shareholders' general ordinary agenda of the National Power Grid Company Transelectrica SA and convening for 05.03.2020/06.03.2020:

Taking into account the provisions of article 11 para (5) from OUG 68/2019 establishing certain measures in the public central administration and amending and adding certain norms, published in Romania's Official Gazette, Part I, no. 898/06.11.2019, according to which the Secretariat General of the Government exercises the rights and performs the obligations ensuing from the state shareholder capacity with the National Power Grid Company Transelectrica SA,

Taking into account the provisions of article 92 of Law 24/2017 on the issuers of financial instruments and market operations, corroborated with the provisions of article 117¹ of the Company Law 31/1990, republished, with later amendments and additions,

Taking into account on 26.09.2017 the Shareholders' general assembly of the National Power Grid Company Transelectrica SA, having assembled for ordinary reunion took Decision 9/26.09.2017 approving *"launching the selection procedure for Supervisory Board members in the Supervisory Board of the National Power Grid Company Transelectrica SA, while applying the provisions of article 29 para (3) and para (5) from the Governmental Emergency Ordinance 109/2011 on the corporative governance of public enterprises, approved with amendments and additions by Law 111/2016, namely the selection procedure is organised in the Ministry of Economy by a Selection Commission, assisted by an independent expert"*,

Taking into account that, according to article 64⁴ para (3) of OUG 109/2011 on the corporative governance of public enterprises, with later amendments and additions, the selection procedure for Supervisory Board members is completed within 150 days at the most from procedure launch, namely on 26.09.2017, date when AGA Decision 9/2017 was taken approving the procedure launch,

Taking into account the completion term of the selection procedure for Supervisory Board members launched by Decision 9/26.09.2017 of the Shareholder's general assembly was exceeded and a new procedure launch is necessary; and taking into account articles 34 & 36 of the Methodological Norms to apply OUG 109/2011 on the



corporate governance of public enterprises, approved by HG 722/2016, both the profile of the Supervisory Board and the candidates' profiles for member positions in the Supervisory Board are approved by the Shareholders' general assembly,

I. The Secretariat General of the Government requests as per article 92 para (3) of Law 24/2017 corroborated with the provisions of article 117¹ of the Company Law 31/1990, republished, with later amendments and additions, **adding the agenda of the Shareholders' general ordinary assembly convened on 05.03.2020 / 06.03.2020** the following items:

- 5^{^1} 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.
- 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.

With respect to the additional items no. 10 & 11 of the agenda please find hereby the proposed profile of the Supervisory Board and the candidates' profile for Supervisory Board members.

II. Concerning item **"5^{^1} Appointing three provisional members in the Supervisory Board with mandate term until 29.03.2020"**, we transmit the following draft decision: "As regards item 5^{^1} of the agenda, with the "for" vote of shareholders representing _____ of the total number of validly cast votes the appointment of _____ as provisional Supervisory Board member with mandate term from the date of this decision until 29.03.2020".

The proposals of the Secretariat General of the Government to appoint as provisional Supervisory Board members are the following:



- a) Ciprian Constantin Dumitru, jurist, Bucharest;
- b) Mircea Cristian Staicu, graduate of political science, Bucharest;
- c) Mihaela Constantinovici, economist, Bucharest.

III. The Secretariat General of the Government transmits based on article 92 para (3) of Law 24/2017 on the issuers of financial instruments and market operations, **the draft decision of item 6** in the agenda as follows:

“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 as being that attached to this decision. The remuneration of Supervisory Board members is established as being that approved under AGOA Decision 31/26.11.2019, namely 13976 Lei gross and mandating the representative of the Secretariat General of the Government in the Shareholders’ general assembly to sign on behalf of the Company the mandate contracts with the persons appointed as provisional Supervisory Board members”.

As regards 6 of the agenda we transmit the draft mandate contract to be concluded with the three provisional members that will be appointed by AGOA of 05/06 March 2020.

SECRETARY GENERAL OF THE GOVERNMENT

ANTONEL TANASE