

# SPECIAL POWER OF ATTORNEY

## Shareholders' general ordinary 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 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 **28 april 2020, 10:00 h**, first convocation in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, namely on **29 april 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 **16 april 2020**, as follows:

1. As regards **item 4 in the agenda**, item 1 of the draft Decision, namely: *there are approved the Stand-alone financial statements of National Power Grid Company Transelectrica SA for the financial year 2019, according to Note no. 11127/19.03.2020.*

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

2. As regards **item 5 in the agenda**, item 2 of the draft Decision, namely: *there are approved the Consolidated financial statements of National Power Grid Company Transelectrica SA for the financial year 2019, according to Note no. 11638/20.03.2020.*

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

3. As regards **item 6 in the agenda**, item 3 of the draft Decision, namely: *according to Note no. 11128/15.03.2020, it is approved the profit allocation after the deduction of the income tax as of 31 December 2019, amounting to 96,030,957 lei, with the following destinations:*

| Destination | Amount (lei) |
|-------------|--------------|
|-------------|--------------|

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

|  |            |
|--|------------|
| Accounting profit remaining after deducting income tax on 31 December 2019   | 96,030,957 |
| Allocating accounting profit on the following destinations:  |            |
| Legal reserve (5%)   | 5,354,023  |
| Other reserves representing tax concessions provided by law - exemption from the payment of reinvested profit tax  | 51,752,203 |
| Other allocations provided by the law - revenues of 2019 from the allocation of the interconnection capacity (net of income tax and legal reserve) - partially, within the net profit margin | 38,924,731 |
| Unallocated profit   | -          |

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

4. As regards **item 7 in the agenda**, item 4 of the draft Decision, namely: *it is approved to establish reserves related to the revenues from the transmission capacity allocation on the interconnection lines in 2019, from the excess of the non-taxable and taxable revaluation reserves upon change of the destination, in accordance with Note no. 11137/19.03.2020.*

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

5. As regards **item 8 in the agenda**, item 5 of the draft Decision, namely: *it is approved to cover the loss arising from the actuarial losses from the excess of the revaluation reserves taxable upon change of destination, according to Note no. 11141/19.03.2020.*

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

6. As regards **item 9 in the agenda**, item 6 of the draft Decision, namely: *it is approved the distribution of dividends from the retained earnings on balance as of 31.12.2019, with a gross dividend of 0.48 lei/share, according to Note no. 12179/24.03.2020.*

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

7. As regards **item 10 in the agenda**, item 7 of the draft Decision, namely: *it is approved the release of liability for the Directorate and Supervisory Board members for the financial year 2019.*

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

8. As regards **item 16 in the agenda**, item 8 of the draft Decision, namely: *the date of June 3, 2020 is set as an 'ex date', a calendar day since which Transelectrica's shares, subject to the Decision of the Shareholders' General Ordinary Assembly, are traded without the rights deriving from that Decision.*

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

9. As regards **item 17 in the agenda**, item 9 of the draft Decision, namely: *the date of June 4, 2020 is set as as the registration date of the shareholders to which the effects of the Shareholders' General Ordinary Assembly's Decision apply.*

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

10. As regards **item 18 in the agenda**, item 10 of the draft Decision, namely: *the date of June 25, 2020 is set as as the 'payment date' of the dividends distributed from the retained earnings on balance as of 31.12.2019.*

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

11. As regards **item 19 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 **28 april 2020, 10:00 h** for the first convocation, namely by **29 april 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)