



Transelectrica®
Societate Administrată în Sistem Dualist

Compania Națională de Transport al Energiei Electrice
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D R A F T

DECISION No. ____

Of the Shareholders' General Ordinary Assembly of the National Power Grid Company Transelectrica SA of 28/29 april 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 **28/29 april 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

DECISION:

with respect to the agenda items under nos. 4, 5, 6, 7, 8, 9, 10, 16, 17, 18 and 19 as follows:

- 1. Regarding item 4 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.
- 2. Regarding item 5 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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.
- 3. Regarding item 6 on the agenda, with the vote 'for' of the shareholders representing _____% of the total valid casted vote**, 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)
Accounting profit remaining after deducting income tax on 31 December 2019	96,030,957
<i>Allocating accounting profit on the following destinations:</i>	
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	-

4. Regarding item 7 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

5. Regarding item 8 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

6. Regarding item 9 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

7. Regarding item 10 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, it is approved the release of liability for the Directorate and Supervisory Board members for the financial year 2019.

8. Regarding item 16 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

9. Regarding item 17 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote, 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.

10. Regarding **item 18 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, 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.

11. Regarding **item 19 on the agenda, with the vote ‘for’ of the shareholders representing _____% of the total valid casted vote**, the assembly chairperson, _____, is empowered to to sign the Decision of the Shareholders’ General Ordinary Assembly and the documents necessary for the 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,