

Current report according to the provisions of Law 297/2004, the BSE Code and Regulation 1/2006 of the National Securities Commission

Date of the report: **February 18<sup>th</sup>, 2015**

Name of Issuer Company: **National Power Grid Co. Transelectrica SA, managed in two tier system**

Headquarters: Bucharest 1, Blvd. Magheru no. 33

Working location: Bucharest 3, Str. Olteni no. 2-4

Phone / fax numbers: 4021 3035 611 / 4021 3035 610

Single registration code: 13328043

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

## CONVENING THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY

The Directorate of the National Power Grid Company Transelectrica SA seated in Blvd. General Gheorghe Magheru no. 33, Bucharest 1, registered with the Office of the Commercial Register under no. J40/8060/2000, single registration (fiscal) code 13328043, ("Company"), having met on 18.02.2015 in accordance with the provisions of the Company Law 31/1990, republished, with later amendments and additions, of Law 297/2004 on the capital market, with later amendments and additions, of Regulations 1/2006 on issuers and operations with securities and 6/2009 on exercising certain shareholder rights in the general assemblies of companies of the National Securities Commission, and of article 15 par. (1) from the Company's Articles of association, are convening the Shareholders' general ordinary assembly **on 23 March 2015, 12:00 h**, in Hristo Botev Boulevard no. 16-18, Bucharest 3, 1<sup>st</sup> floor, Constantin Bunescu Hall, for all shareholders registered in the Company's Shareholders Register at the end **13.03.2015**, with the following

### AGENDA:

1. Approving the investment programme of the financial year 2015 and the investment expenses estimated for 2016 and 2017.
2. Approving the draft 2015 Revenue and Expense Budget of the NPG Co. Transelectrica SA and the estimations for 2016 and 2017.
3. Setting the general limits for the remunerations of Directorate and Supervisory Board members of the National Power Grid Company Transelectrica SA and setting the date when such general limits for the remunerations of Directorate and Supervisory Board members thus set are valid.
4. Setting 09.04.2015 as registration date of the shareholders who will be touched by the effects of the Shareholders' General Ordinary Assembly's decision.
5. Empowering the assembly chairman to sign the decision of the Shareholders' General Ordinary Assembly, the documents required for the registration and publication of such decision of the Shareholders' General Ordinary Assembly with the Office of the Commercial Register from Bucharest Tribunal.

In case the required quorum cannot be reached on the fore-mentioned date the Shareholders' general ordinary assembly will be held on 24 March 2015, 12:00 h, in Hristo Botev Boulevard no. 16-18, Bucharest 3,

1<sup>st</sup> floor, Constantin Bunescu Hall, having the same agenda. The proposed registration date of the shareholders who will be touched by the effects of the decision that the Shareholders' general ordinary assembly has taken, which date is to be set by the Shareholders' general ordinary assembly, is 09.04.2015.

The draft decision of the Shareholders' general ordinary assembly, the assembly documents and materials are available beginning with 19.02.2015 in electronic format on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor Relations / AGA or they can be obtained from the address Transelectrica - National Dispatch Center, Hristo Botev Boulevard no. 16-18, Bucharest 3, weekdays from 8:00 to 15:00 h.

The special power of attorney form both in Romanian and English will be available in electronic format on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)) beginning with 19.02.2015 according to article 17<sup>^</sup>2 of Regulation 6/2009 of the CNVM with later amendments and additions.

Shareholders representing individually or jointly at least 5% of the share capital are entitled:

- to introduce items in the agenda of the general assembly, provided each item is accompanied by justification or by draft decision proposed to be passed by the general assembly within 15 days at the most from the publication date of the convening notice, namely 06.03.2015, 16:00 h;

- to submit draft decisions for the items included or proposed to be included in the agenda of the general assembly within 15 days at the most from the publication date of the convening notice, namely 06.03.2015, 16:00 h;

- the rights provided above can be exercised only in writing and transmitted to the attention of Mrs Irina Racanel to fax number 021.303.5630 or e-mail address: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro).

Each shareholder is entitled to ask questions about the items in the agenda of the general assembly, which will be answered including by posting the replies on the Company's website. Questions will be transmitted in writing either by post or courier services (Transelectrica - National Dispatch Center, Hristo Botev Boulevard no. 16-18, Bucharest 3), or by electronic means (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro)).

The Company can request the documents provided in article 13<sup>^</sup>1 from Regulation 6/2009 of the CNVM with later amendments and additions with a view to identify and prove the shareholder capacity of a legal person asking questions or making proposals to add the agenda. The natural person shareholders asking questions or making proposals that add the agenda will attach to their request copies of their ID documents in order to identify themselves.

Shareholders registered on the reference date can vote by correspondence before the general assembly by using the correspondence voting form made available beginning with 19.02.2015, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor Relations / AGA.

In case the initial convening notice will be subsequently added new items in the agenda, the Company will place at the shareholders' disposal the updated correspondence voting form and special power of attorney, the assembly materials and draft decisions by 11.03.2015, which is previous to the reference date.

Correspondence voting forms both in Romanian and in English will be available also in electronic format on the Company's website. In case of legal person shareholders, their legal representative capacity is proven using the documents provided in article 11<sup>^</sup>1 from Regulation 6/2009 of the CNVM with later amendments and additions.

Correspondence voting forms either in Romanian or in English that have been filled in by shareholders and are accompanied by a copy of the ID document of the natural and legal person shareholders will have to get in the original by post or courier service to the Transelectrica - National Dispatch Center, Hristo Botev Boulevard no. 16-18, Bucharest 3 by 23.03.2015, 11:00 h, first convocation, and respectively by 24.03.2015, 11:00 h, second convocation.

In case of the special power of attorney that a shareholder grants to a credit institution providing custody services, it will be signed by the respective shareholder and will be accompanied by the liability statement of the credit institution that has received the representation mandate through the special power of attorney, of which should stand out the provisions of article 17<sup>^</sup>1 from Regulation 6/2009 of the CNVM with later amendments and additions.

Only shareholders registered on the reference date 13.03.2015 can participate and vote in person or by proxy, based on a special power of attorney according to legal provisions. The original power of attorney either in Romanian or in English should arrive by post, courier services, or by personal submission by the proxy, mandated or representative person by 23.03.2015, 11:00 h, first convocation, respectively by 24.03.2015, 11:00 h, second convocation, to the Transelectrica - National Dispatch Center, Hristo Botev Boulevard no. 16-18, Bucharest 3, or electronically signed using the extended electronic signature in accordance with the provisions of Law 455/2001 on the electronic signature, by e-mail to the following address: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro), pending sanction provided in article 125 par. (3) of the Company Law 31/1990, republished, with later amendments and additions. Additional information can be obtained at phone number +40 722 314 610.

**Ion-Toni TEAU**  
**Executive Director General**  
**Directorate Chairman**