

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

Date of the report: **March 25th, 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, having assembled on 24.03.2015 in accordance with the provisions of Law 31/1990 on companies, republished with later amendments and additions, of Law 297/2004 regarding 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 Articles of association of the National Power Grid Company Transelectrica SA, are convening the Shareholders' general ordinary assembly on **29.04.2015, 10:00 h**, in the PLATINUM Centre building, str. Olteni no. 2-4, Bucharest 3, 11th floor, Meeting room 1112, for all shareholders registered in the Company's Shareholders Register at the end of **20.04.2015**, having the following

AGENDA:

1. Approving the annual separate financial statements for the financial year 2014 of the National Power Grid Company Transelectrica SA, elaborated in accordance with Order 1286/2012 with later amendments and additions of the Ministry of Public Finance based on the reports from the Directorate and Supervisory Board and on the Financial Auditor's Report;
2. Approving the annual consolidated financial statements for the financial year 2014 of the National Power Grid Company Transelectrica SA, elaborated in accordance with Order 1286/2012 with later amendments and additions of the Ministry of Public Finance based on the reports from the Directorate and Supervisory Board and on the Financial Auditor's Report;
3. Approving the distribution of the net profit of 31 December 2014;
4. Approving the gross dividend per share for 2014;
5. Approving the annual report on the economic-financial activity of the National Power Grid Company Transelectrica SA according to the provisions of article 227 of Law 297/2004 on the capital market and of Annex 32 to Regulation 1/2006 of the CNVM for the financial year concluded on 31 December 2014;
6. Discharging the Directorate and Supervisory Board members of their administration for the financial year 2014;
7. Submitting the half-yearly report of the Supervisory Board of the National Power Grid Company Transelectrica SA with respect to the administration activities;
8. Submitting the report of the Nomination and Remuneration Committee of the Supervisory Board of the National Power Grid Company Transelectrica SA;
9. Setting 24.06.2015 as registration date of the shareholders who will be touched by the effects of the decision taken by the Shareholders' General Ordinary Assembly;
10. Setting 23.06.2015 as the "ex date", the date on which the shares of National Power Grid Company Transelectrica SA making the subject matter of the Decision of the Ordinary Shareholders' Meeting will be traded without the rights which derive from the same decision.

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11. Setting 29.06.2015 as the "payment date", the date on which the distribution of dividends for the shares owned in the share capital of National Power Grid Company Transelectrica SA, as such distribution and dividends have been set pursuant to the Decision of the Ordinary Shareholders' Meeting becomes certain;
12. Empowering the assembly chairman to sign the decision of the Shareholders' General Ordinary Assembly, the documents required for the registrations 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 **30.04.2015, 10:00h** in the PLATINUM Centre building, str. Olteni no. 2-4, Bucharest 3, 11th floor, Meeting room 1112, 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 **24.06.2015**.

The draft decision of the Shareholders' general ordinary assembly, the reunion documents and materials are available beginning with **27.03.2015** in electronic format on the Company's website (www.transelectrica.ro), page Investors relations and financial reports / AGA or they can be obtained from the following address- PLATINUM Centre, str. Olteni no. 2-4, Bucharest 3, on week-days from 8:00 to 15:00 h.

The special power of attorney both in Romanian and English will be available in electronic format on the Company's website (www.transelectrica.ro) beginning with **27.03.2015** according to the article no17² of Regulations 6/2009 of 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, respectively **09.04.2015, 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, respectively **09.04.2015, 16:00 h**;

– the rights provided above can be exercised only in writing and transmitted to the attention of Mrs. Irina Răcănel at fax no. 021.303.5610 or e-mail address 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 (PLATINUM Centre building, str. Olteni no. 2-4, 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 13¹ 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 27.03.2015, on the Company's website (www.transelectrica.ro), page Investor Relations / AGA.

In case the initial convening notice will be subsequently added with new items in the agenda, the Company will place at the shareholders' disposal the correspondence voting form and the special power of attorney, the assembly materials and the draft decisions, updated, by 17.04.2015, 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 11¹ 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 - the PLATINUM Centre building, str. Olteni no. 2-4, Bucharest 3 by 29.04.2015, 09:00 h, first convocation, and respectively by 30.04.2015, 09:00 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

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institution that has received the representation mandate through the special power of attorney, of which should stand out the provisions of article 17¹ from Regulation 6/2009 of the CNVM with later amendments and additions.

At the meeting only shareholders registered at the reference date of 20.04.2015 may attend and vote, personally or through representatives, based on a special power of attorney or general power of attorney as required by law. A shareholder may participate in the meeting through a representative with general power of attorney, if the power of attorney granted by the shareholder, as a customer, only to an intermediary as defined in Article 2 paragraph 1, section 14 of the Law no.297 / 2004 on capital market or a lawyer. The original power of attorney or general attorney, either in Romanian or in English should arrive by post, courier services, or by personal submission by the proxy, mandated or representative by 29.04.2015, 09:00 h, first convocation, respectively by 30.04.2015, 09:00 h, second convocation, to the Transelectrica the PLATINUM Centre building, str. Olteni no. 2-4, 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, 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**

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