

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: **26th October 2015**

Name of Issuer Company: **National Power Grid Co. Transelectrica SA, managed under 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

COMPLETING THE CONVENING NOTICE FOR THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY (according to the request of the Ministry of Economy, Trade and Tourism, in its capacity of shareholder of the National Power Grid Company Transelectrica SA)

The Directorate of the National Power Grid Company Transelectrica SA, managed under two-tier system, 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 **26 October 2015** taking into account the demand of shareholder Ministry of Economy, Trade and Tourism in its capacity of legal representative of the Romanian State, holder of 43,020,309 shares representing 58.6882% of the Company's share capital, expressed in letters nos. 227/19.10.2015 (registered under no. 38205/19.10.2015) and 253/20.10.2015 (registered under no. 38350/20.10.2015) of the Ministry of Economy, Trade and Tourism through the Department of Privatisation and Administration of State Participations based on article 117¹ from the Company law 31/1990, republished, with later amendments and addition, on article 7 from Regulation 6/2009 on exercising certain shareholder rights in the general assemblies of companies, of the National Securities Commission, and of Law 297/2004 on the capital market, with later amendments and additions, are adding the agenda of the Shareholders' general ordinary assembly to be held on **09 November 2015, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders recorded in the Company's Shareholder Register at the end of **30 October 2015**, initially published in Romania's Official Gazette, Part IV, no. 5636/06.10.2015 and in the Bursa daily no. 191 (5526) of 06.10.2015, with the following items:

1. Electing two members in the Supervisory Board of the CNTEE Transelectrica SA, their mandate covering the period remaining until expiry of their predecessors' mandate, namely 30 May 2017, in accordance with the provisions of article 18 par (6) from the Articles of association of the National Power Grid Company Transelectrica SA, updated;
2. Mandating the state representative in the Shareholders' General Assembly to sign the mandate contracts to be concluded with the two Supervisory Board members.

Thus the ordinary assembly of **09 November 2014, 10:00 h**, in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1102, of all shareholders recorded in the Company's Shareholder Register at the end of **30.10.2015**, will have the following the agenda:

AGENDA:

1. Approving certain amendments / additions to the model addendum for the mandate contracts of Supervisory Board members approved under Decision 3 of 29 April 2015 of the Shareholders' General Ordinary Assembly and mandating the state representative to sign such addendums.

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2. Submitting the Supervisory Board's half-yearly report about the administration activities (January – June 2015).

3. Electing two members in the Supervisory Board of CNTEE Transelectrica SA, their mandate covering the period remaining until expiry of their predecessors' mandate, namely 30 May 2017, in accordance with the provisions of article 18 par (6) from the Articles of association of the National Power Grid Company Transelectrica SA, updated.

4. Mandating the state representative in the Shareholders' General Assembly to sign the mandate contracts to be concluded with the two Supervisory Board members.

5. Setting **26 November 2015** as registration date for the shareholders who will be touched by the effects of the Decision taken by the Shareholders' General Ordinary Assembly.

6. Mandating the assembly chairperson to sign the Decision of the Shareholders' General Ordinary Assembly, the documents necessary 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 **10 November 2015, 10:00 h**, in Bucharest 3, Str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, with the same agenda.

The proposed registration date for the shareholders who will be touched by the effects of the Decision taken by the Shareholders' general ordinary assembly of the Company, which date is to be set by the Shareholders' general ordinary assembly, is **26 November 2015**.

The draft decision of the Shareholders' general ordinary assembly, the reunion documents and materials are available beginning with **08 October 2015, namely 28 October 2015**, in electronic format on the Company's website (www.transelectrica.ro), page Investor Relations/AGA or they can be got from this address: PLATINUM Centre Building, Str. Olteni no. 2-4, Bucharest 3, on week-days **from 08:00 to 15:00 h**.

The special power of attorney form both in Romanian and English, according to article 17² from Regulation 6/2009 of the CNVM with later amendments and additions, will be also available in electronic format on the Company's website (www.transelectrica.ro) beginning with **08 October 2015, namely 28 October 2015**.

Shareholders enlisted on the reference date in the Shareholders' register of Transelectrica, notified by the Central Depositary that directly or indirectly hold participation of at least 5% from the Company's share capital are compelled to fill in and submit a liability statement according to the provisions of article 34 par 2 from the Electricity and natural gas law 123/2012, with later amendments and additions, of article 17 par 8 and of article 39 from the Articles of Association of the CNTEE Transelectrica SA. Such statement will be accompanied by the summary of account positions to date / the statement of account showing the portfolio of shares held by it to the economic operators carrying out power generation or supply activities, issued by the Participant / Central Depositary.

The statement form will be posted both in Romanian and in English on the Company's site together with the correspondence voting forms and the special power of attorneys. This form can be also got from the following address: PLATINUM Centre, str. Olteni no. 2-4, Bucharest 3 on week-days from 08:00 to 15:00 h.

The responsibility of the statements in terms of compliance with applicable legal and statutory provisions devolves exclusively on each shareholder individually (article 326 NCP).

Such statement together with the statement of account / summary of account positions to date will be filled in, signed by the shareholder and submitted in the original to the Company before the reunion of the Shareholders' General Assembly.

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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).

The Company can request submitting the documents provided in article 11¹ from Regulation 6/2009 of the CNVM with later amendments and additions, in order to identify and prove the shareholder capacity of a legal persons or of an entity without legal personality that ask questions or make proposals to add the agenda. To identify the natural person shareholder asking questions or making proposals that add the agenda, he/she will attach copies of the documents certifying his/her identity to such request.

Shareholders registered on the reference date can vote by correspondence before the general assembly by using the correspondence voting form made available beginning with **08 October 2015, namely 28 October 2015**, on the Company's website (www.transelectrica.ro), page Investor Relations / AGA.

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 or of entities without legal personality, 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 for natural persons, either in Romanian or in English that have been filled in by the shareholders and are accompanied by a copy of the ID document of the natural person shareholder as well as for legal persons, will have to get in the original by post or courier service to the PLATINUM Centre building, str. Olteni no. 2-4, Bucharest 3 until **09 November 2015**, at **09:00 h**, for the first convocation, namely until **10 November 2015 at 09:00 h**, for the second convocation.

On the convening date the share capital of the CNTEE Transelectrica SA is 733,031,420 Lei consisting of 73,303,142 nominative, dematerialised shares of 10 Lei nominal value each, every one providing the right to one vote in the Shareholders' General Ordinary Assembly.

Only shareholders registered on the reference date **30 October 2015** can participate and vote in person or by proxy, based on special power of attorney or on some general mandate, according to article 243 par 6, 6¹-6⁵ from Law 297/2004 on the capital market. A shareholder can participate to the assembly by proxy with a general mandate, if such mandate is provided by the shareholder in the capacity of client, only to an intermediate person defined according to article 2 par 1, item 14 from Law 297/2004 on the capital market, or to a lawyer.

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 accompanied by the liability statement of the credit institution that has received the representation mandate through the special power of attorney, of which the stipulations provided in article 17¹ from Regulation 6/2009 of the CNVM with later amendments and additions should stand out.

The special power of attorney / general mandate in the original, either in Romanian or in English, will be submitted by **09 November 2015, 09:00 h**, for the first convocation, respectively by **10 November 2015 at 09:00 h**, for the second convocation, at the following address- Bucharest 3, Str. Olteni no. 2-4, PLATINUM Centre Building, or it will be electronically signed using the extended electronic signature according to the provisions of Law 455/2001 regarding the electronic signature and will be transmitted by e-mail to the address: irina.racanel@transelectrica.ro, pending sanction provided in article 125 paragraph (3) of Law 31/1990 on companies, republished, as subsequently amended and added. Additional information can be obtained at phone number +40722 314 610.

Ion-Toni TEAU
Executive Director General
Directorate Chairman

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