

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: **24 March 2016**

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

CONVENING NOTICE for the SHAREHOLDERS' GENERAL EXTRAORDINARY ASSEMBLY

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 (fiscal) registration code 13328043, (the Company), having assembled on **23 March 2016** 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 the National Securities Commission's Regulations 1/2006 on issuers and operations with securities, and 6/2009 on exercising certain shareholders' rights in the shareholders' general assemblies of companies, and of article 15 par (1) from the Company's Articles of association, updated on 23 March 2015, are convening the Shareholders' general extraordinary assembly on **28 April 2016, 16:00 h** in Bucharest 3, str. Olteni 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders recorded in the Company's Shareholders Register at the end of **18 April 2016**, with the following

AGENDA:

1. Approving the promotion of a draft Governmental Decision on passing certain assets from the state public into the state private domain to take out of operation the property, plant and equipment given under concession to CNTEE Transelectrica SA, which are managed by the Transmission Branch Bacau, Transmission Branch Bucharest, Transmission Branch Cluj, Transmission Branch Constanta and the Transmission Branch Pitesti;
2. Approving the promotion of a draft Governmental Decision on passing certain assets from the state public into the state private domain to take out of operation the property, plant and equipment given under concession to CNTEE Transelectrica SA, which are managed by the Transmission Branch Bucharest, Transmission Branch Sibiu and the Transmission Branch Timisoara;
3. Information about concluding the subsequent contract no. 4 to the Framework Agreement 261/2012 "Revolving bank credit line" for 12 months and constituting guarantees over accounts receivables and bank accounts;
4. Information about renewal of the Guarantee and Indemnity Deed issued for the National Power Grid Company Transelectrica SA by CitiBank Europe PLC Dublin, Romanian Branch, in favour of the European Investment Bank;
5. Information about the occurrence of the write-off term for the shareholders' rights to the 2012 dividends;
6. Setting **7 June 2016** as registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general extraordinary assembly;
7. Mandating the assembly chairman to sign the Decision of the Shareholders' general extraordinary assembly, and the documents necessary for the registration and publication of such Decision taken by the Shareholders' general extraordinary assembly with the Office of the Commercial Register from Bucharest Tribunal.

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In case the required quorum cannot be reached on the fore-mentioned date the Shareholders' general extraordinary assembly will be held on **29 April 2016, at 12:00 h**, in Bucharest 3, str. Olteni 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 extraordinary assembly of the Company, which date is to be set by the Shareholders' general extraordinary assembly, is **07 June 2016**.

The draft decision of the Shareholders' general extraordinary assembly, the reunion documents and materials are available, both in Romanian and in English, beginning with **25 March 2016**, 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 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 17[^]2 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 **25 March 2016**.

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 **8 April 2016, 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 **8 April 2016, 16:00 h**;

- the rights provided above can be exercised only in writing and transmitted to the attention of Mrs. Irina Racanel by fax to: +4021.303.56.10 or by email at: irina.racanel@transelectrica.ro.

Shareholders enlisted on the reference date in the Shareholders' register of Transelectrica, notified by the Central Depository, 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 Depository.

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 powers of attorneys. This form can be also got from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, 08:00 - 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.

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 2-4, Bucharest 3), or by electronic means (e-mail: irina.racanel@transelectrica.ro).

The Company can request submitting the documents provided in article 11[^]1 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.

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Shareholders registered on the reference date can vote by correspondence before the general assembly by using the correspondence voting form made available beginning with **25 March 2016**, on the Company's website (www.transelectrica.ro), page Investor Relations / AGA.

In case the initial convening notice will be subsequently completed with new items in the agenda, the National Power Grid Company Transelectrica SA 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 **15 April 2016**, 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 or of entities without legal personality, their legal representative capacity is proven using the documents provided in article 11[^] 1 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 2-4, Bucharest 3 until **28 April 2016, 15:00 h**, for the first convocation, namely until **29 April 2016, 11:00 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 Extraordinary Assembly.

Only shareholders registered on the reference date **18 April 2016** can participate and vote in person or by proxy, based on a 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 17[^] 1 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 **28 April 2016, 15:00 h** for the first convocation, namely by **29 April 2016, 11:00 h** for the second convocation, at Bucharest 3, Str. Olteni 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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