

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: **16 August 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

**COMPLETING THE CONVENING NOTICE OF THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY** (as per the request from the Ministry of Economy, Trade and Business Relations, in its capacity of shareholder in the National Power Grid Company Transelectrica SA)

The Directorate of the National Power Grid Company Transelectrica SA, company 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 met on **16 August 2016**, taking into account the request from shareholder Ministry of Economy, Trade and Business Relations, in its capacity of Romanian State's legal representative, holder of 43,020,309 shares representing 58.6882% from the Company's share capital, expressed in letter 3192/CGB/08.08.2016 from the Ministry of Economy, Trade and Business Relations (registered under number 27867/09.08.2016), based on article 117<sup>1</sup> from the Company Law 31/1990, republished, with later amendments and additions and from article 7 in Regulation 6/2009 of the National Securities Commission (CNVM) with respect to exercising certain shareholders' rights in the general assemblies of companies, with later amendments and additions, according to the legal and statutory attributions provided in the Company Law 31/1990, republished, with later amendments and additions and in the Company's Articles of association updated on 23 March 2015, are completing the agenda of the Shareholders' general ordinary assembly to be held on **30 August 2016, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, initially published in Romania's Official Gazette no. 2737/27.07.2016, Part IV, and in Bursa (Stock Market) daily no. 143(5723)/27.07.2016, with the following items:

1. Determining the remuneration of supervisory board members of the company;
2. Mandating the state representative in the shareholders' general assembly in order to sign the addendums to the mandate contracts of supervisory board members of the company who are in office on 30.08.2016, as well as the contracts of the new supervisory board members.

Thus at the ordinary assembly convened on **30 August 2016, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, will have for all shareholders recorded in the Company's Shareholders Register at the end of **19 August 2016** the following

**AGENDA:**

1. Electing two members in the Supervisory Board of the CNTEE Transelectrica SA by majority vote as Supervisory Board members with mandate of identical expiry date with the mandate of members elected under AGOA decision 4/30.05.2013, namely by 30.05.2017;
2. Determining the remuneration of supervisory board members of the company;
3. Mandating the state representative in the shareholders' general assembly in order to sign the addendums to the mandate contracts of supervisory board members of the company who are in office on 30.08.2016, as well as the contracts of the new supervisory board members;
4. Setting **16 September 2016** as registration date for the shareholders who will be touched by the effects of the Decision taken by the Shareholders' general ordinary assembly;
5. Mandating the assembly chairman to sign the Decision of the Shareholders' general ordinary assembly, the documents necessary for the registration and publication of the Decision taken by the Shareholders' general ordinary 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 ordinary assembly will be held on **31 August 2016, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, with the same agenda.

On the convocation date the Company's share capital is 733,031,420 Lei consisting of 73,303,142 nominative dematerialised shares of 10 Lei nominal value each, which entails one vote in the Shareholders' general ordinary assembly.

The proposed registration date for the shareholders who will be touched by the effects of the decision taken by the Shareholders' general ordinary assembly, which will be set by the Shareholders' general ordinary assembly, is **16 September 2016**.

The draft Decision of the Shareholders' general ordinary assembly and the assembly materials (documents or information regarding the items in the agenda) are available beginning with **29 July 2016**, namely **17 august 2016**, in electronic format, both in Romanian and in English on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Relatii investitori (Investor Relations)/AGA and can be obtained from: PLATINUM Centre, str. Olteni no. 2-4, Bucharest 3, on weekdays from **08:00 to 15:00 h**.

Each shareholder is entitled to send questions about the items in the agenda of the General assembly, which will be answered including by posting such answers on the Company's website. Questions can be transmitted in writing either by post or courier services (at: PLATINUM Centre, str. Olteni no. 2-4, Bucharest 3), or by electronic means of communication (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or by fax to: +4021.303.56.10), kind attention of Ms Irina Racanel.

Taking into account the agenda includes appointing members in the Supervisory Board, the Company places at the shareholders' disposal the proposed candidates for such positions of Supervisory Board member and the associated information in electronic format, both in Romanian and in English on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Relatii investitori (Investor Relations)/AGA, the final list of proposals being posted by **17 August 2016**, which date is previous to the reference date.

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 of the Criminal Code approved by Law 286/2009, with later amendments and additions). 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.

The capability of shareholder, as well as, in case of legal persons or of entities without legal personality, the capability of legal representative (proxy) is ascertained using the list of shareholders on the reference / registration date, which the Company receives from the Central Depositary or, as the case may be, on different dates from the reference / registration date based on the following documents submitted by the shareholder to the issuer, elaborated by the central depositary or by the participants defined in article 168 par (1) letter b) of Law 297/2004, with later amendments and additions, which provide custody services:

- a) The statement of account showing the shareholder capacity and the number of shares held;
- b) Documents certifying the information about the legal representative (proxy) has been recorded with the central depositary / respective participants.

Documents certifying the legal representative capacity elaborated in a foreign language, other than English, will be accompanied by translation into Romanian or English made by a chartered translator. There is no need to legalise or place the apostil on the documents certifying the shareholder's capacity of legal representative. To identify the natural person shareholder or, as the case may be, the legal representative of the legal person shareholder or entity with no legal personality shareholder asking questions, proposing candidates, making proposals that add the agenda or draft decisions, he/she will attach copies of the documents certifying his/her identity.

Only shareholders registered on the reference date **19 August 2016** can participate to the assembly and vote in person or by proxy.

Participation by representative (proxy) using a special power of attorney, according to the form provided by the Company, or a general mandate observing the provisions of article 243 par 6, 6<sup>1</sup>-6<sup>5</sup> from Law 297/2004 on the capital market, with later amendments and additions, under the terms of articles art 14, 15, 15<sup>1</sup>, 16, 17 and 17<sup>1</sup> from Regulation 6/2009 of the CNVM, with later amendments and additions.

The special power of attorney both in Romanian and in English will be also available in electronic format on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Relatii investitori (Investor Relations)/AGA beginning with **29 July 2016**, namely **17 August 2016**.

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The special power of attorney in the original or general mandate (a copy mentioning the conformity with the original under the representative's signature), either in Romanian or in English, will be submitted to the following address: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, to the attention of Ms Irina Racanel, or is electronically signed using the extended electronic signature and transmitted as per the provisions of Law 455/2001 on the electronic signature, by e-mail to: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro). The special power of attorney is submitted in a sealed envelope mentioning "Imputernicire speciala (Special power of attorney) - for AGOA Secretariat 30/31.08.2016", by **30 August 2016, 10:00 h**, for the first convocation, namely by **31 August 2016, 10:00 h** for the second convocation.

Shareholders registered until the reference date can vote by correspondence before the Shareholders' general ordinary assembly by using the correspondence voting form provided both in Romanian and in English, beginning with **29 July 2016**, namely **17 August 2016**, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Relatii investitori (Investors Relations)/AGA. The representative can cast the correspondence vote only in case he/she has received a special / general mandate from the shareholder he/she represents, which is submitted to the Company under the fore-mentioned terms.

Correspondence voting forms either in Romanian or in English that have been filled in and signed by the shareholders and are accompanied by a copy of the ID document of the natural person shareholder or, as the case may be, by a copy ID document of the representative of the legal person shareholder, will have to get in the original in a sealed envelope specifying "Correspondence vote - for AGOA Secretariat 30/31.08.2016", by post or courier services to: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **30 August 2016, 09:00 h**, for the first convocation, namely by **31 august 2016, 09:00 h**, for the second convocation.

Additional information can be obtained at phone number +40 722.314.610, from Irina Racanel – technical secretary of the Shareholders' general assembly.

**Ion-Toni TEAU**  
**Executive director general**  
**Directorate Chairman**

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