

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: **11 October 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 October 11 2016 is convening, 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, Emergency Ordinance no. 109/2011 regarding corporate governance of public enterprises and the the Company's Articles of association updated on 23 March 2015 the Shareholders' general extraordinary assembly on **November 14, 2016, 11:00 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 4 November 2016 (reference date), with the following

AGENDA:

1. Approving the acquisition of legal services by the Company on terms of art. I, line (3) of GEO 26/2012 regarding measures of reducing the public expenses, strengthen financial discipline and of amending and supplementing certain legislation, services consisting of assistance and representation before courts as well as assistance and legal advice for current or potential litigation in which the Company is or, as the case, will be in contradiction with current/former members of the Supervisory Board and Directorate for execution of mandate contracts;
2. Information on acquisition of products, services and works with a value higher than 5,000,000 euro;
3. Information on concluding a credit contract with BRD for issuing two Letters of Guarantee for annex payment to contracts of sale-purchase of energy on Centralized Bilateral Contracts Market – LE in favor of OMV TRADING GmbH;
4. Information on concluding two credit contracts with BRD Groupe Societe General SA for issuing a Bank Guarantee Letter for annex payment at the Participation Convention on Day Ahead Market in favor of OPCOM and for issuing a bank Guarantee Letter for payment in favor of the Ministry of Economy, Trade and business environment under the concession contract no. 1/2004;
5. Information on concluding a credit contract with BRD for issuing three Bank Guarantee Letters of annex payment on contracts of sale –purchase of energy on Centralized Bilateral Contracts Market – LE in favor of DELALINA SRL, NOVITAS ELECTRO SRL and ENERGIA FOTO SRL;
6. Information on litigations of the Company with a value higher than 500,000 euro;
7. Establishing December 5th, 2016 as the registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general extraordinary assembly;

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8. 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.

In case the required quorum cannot be reached on the fore-mentioned date the Shareholders' general extraordinary assembly will be held on **15 November 2016, 11:00 h**, in Bucharest 3, str. Olteni 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, with the same agenda.

At the convened date, the Company's share capital is 733,031,420 lei and it consists of 73,303,142 nominative and dematerialized shares, with nominal value of 10 lei, each share giving right to one vote in the Shareholders' general extraordinary assembly.

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 05 December 2016.

The draft decision of the Shareholders' general extraordinary assembly and materials (documents and information regarding issues on the agenda) are available, both in Romanian and in English, beginning with October 13, 2016 in electronic format on the Company's website (www.transelectrica.ro), Investor Relations / AGA page or they can be got from this address: PLATINUM Centre Building, Str. Olteni 2-4, Bucharest 3, on working-days **from 08:00 to 15:00 h**.

Each shareholder has the right to ask questions related to items on the General Assembly's agenda, to which the response will be posted on the Company's website. Questions can be submitted in writing, either by mail or courier service (at the address: Bucharest, District 3, Olteni street, no. 2-4, "PLATINUM Center" building) or by electronic means (e-mail: irina.racanel@transelectrica.ro or fax to: +4021.303.56.10) to the attention of Mrs. Irina Racanel.

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 **October 26, 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 **October 26, 2016, 16:00 h**.
The rights provided above can be exercised only in writing and the shareholders will forward the request no later than **October 26, 2016, 16:00 h** either by mail or courier service (at the address: Bucharest, District 3, Olteni street, no. 2-4, "PLATINUM Center" building) or by electronic means (e-mail: irina.racanel@transelectrica.ro or fax to: +4021.303.56.10) to the attention of Mrs. Irina Racanel.

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 working-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 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.

As shareholder and, in the case of legal persons or entities without legal personality, the legal representative status is established based on the list of shareholders on the reference/registration date received by the Company from the Central Depository or, where appropriate, for other dates than the reference/registration date, based on the

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following documents provided to the issuer by the shareholder, issued by the central depositary or by the participants referred to in article 168 paragraph (1) b) of Law 297/2004, as amended and supplemented, providing custody services:

- a) Statement from which the shareholder state is resulting and number of shares held;
- b) Documents evidencing information registration regarding the legal representative at the Central Depository/concerned participants.

Documents attesting the legal representative status in a language other than English will be accompanied by a translation made by a certified translator in Romanian or English. Legalization or apostille are not required for the documents that attest the legal representative status of the shareholder. In order to identify the individual shareholder, or, where appropriate, the legal representative of the legal person or unincorporated entity, that address questions, propose candidates, make proposals for amending the agenda and propose draft resolutions, he will attach to the request copies of the documents attesting his identity.

Only shareholders registered on the reference date **November 4, 2016** can participate and vote in person or by proxy.

Participation through proxy is made based on a special power of attorney, according to the form provided by the Company, or on some general mandate, according to article 243 par 6, 6¹-6⁵ from Law 297/2004 on the capital market, amended and supplemented, under Article 14, 15, 15¹, 16, 17 și 17¹ from Regulation 6/2009 of the CNVM with later amendments and additions.

Special power of attorney form, both in Romanian and in English, will be available in electronic format on the Company's website (www.transelectrica.ro), Investor Relations/AGA as of October 13, 2016.

The special power of attorney in original or the general power of attorney (in duplicate, containing the according to the original mention under the representative's signature), either in Romanian or English, shall be deposited at the address Bucharest, District 3, Olteni street, no. 2-4, "PLATINUM Center" building, for the attention of Mrs. Irina Racanel, or forwarded electronically with extended electronic signature, according to Law 455/2001 regarding the electronic signature, through e-mail at: irina.racanel@transelectrica.ro. The special power of attorney shall be submitted in a sealed envelope marked "Special power of attorney – for AGEA Secretary" until November 14, 2016, 11:00h for the first convocation, namely until November 15, 2016, 11:00h, for the second convocation.

Shareholders registered on the reference date can vote by correspondence before the general assembly by using the correspondence voting form made available, both in English and Romanian, beginning with **October 13, 2016**, on the Company's website (www.transelectrica.ro), page Investor Relations / AGA. The vote by correspondence can be expressed by a representative only if they received, from the shareholder they represent, a special/general proxy submitted to the Company under the terms specified above.

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 deliver the original, in a sealed envelope marked with "Correspondance vote – for AGEA Secretary" to the PLATINUM Centre building, str. Olteni 2-4, district 3, postal code 030786, Bucharest, by post or courier service, until November 14, 2016 11:00 h for the first convocation namely until November 15, 2016, 11:00h, for the second convocation.

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 **2 November 2016**, which is previous to the reference date.

Additional information can be obtained at phone number +40722 314 610, Irina Racanel – Shareholders' General Assembly technical secretary.

Ion-Toni TEAU
Executive director general
Directorate Chairman

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