

Current report according to the provisions of Law no 24/2017, Regulation 1/2006 and BSE Code  
 Date of the report: **September 12, 2017**

Name of the Issuer Company: National Power Grid Co. Transelectrica SA, managed under two tier system

Headquarters: Bucharest 1, Blvd. Magheru no. 33

Working location: no. 2-4, Olteni Street, Bucharest 3

Phone/fax number: 4021 3035 611/4021 3035610

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, 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 **12 September 2017**, taking into account the request of the Romanian State shareholder represented by the Ministry of Economy, holder of 43,020,309 shares representing 58.6882% of the Company's share capital, expressed in letter 4314/05.09.2017 (registered under no. 32633/05.09.2017) from the Ministry of Economy- Department for Privatisation and Administration of State Participations, **are convening** In accordance with article 117<sup>1</sup> of the Company law 31/1990, republished, with later amendments and additions, of Law 297/2004 regarding the capital market, with later amendments and additions, of Law 24/2017 on the issuers of financial instruments and market operations, of the National Securities Commission's Regulations 1/2006 on the issuers and security operations and 6/2009 about exercising certain shareholders' rights in the general assemblies of companies, with later amendments and additions, of the Emergency Ordinance 109/2011 on the corporative governance of public enterprises, with later amendments and additions, as well as the Company's Articles of association updated on 30 May 2017, The Shareholders' general ordinary assembly on **16 October 2017, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, For all shareholders registered in the Company's Shareholder Register at the end of **06 October 2017** (reference date) with the following

### **AGENDA:**

- Approving the gross dividend per share at 2.33 Lei/share, payable to the shareholders registered on the registration date **1 November 2017**, **ex-date 31 October 2017**, **in accordance with the request of the Romanian State shareholder, represented by the Ministry of Economy, regarding the distribution** as dividends of the amount of 170,796,320.86 Lei from the sums existing in the 31 December balance of 'Other reserves' and 'Retained earnings' accounts;
- Setting **31 October 2017** as 'ex-date', a calendar day from which the shares of the National Power Grid Company Transelectrica SA, object of the Shareholders' general ordinary assembly's decision, are transacted without the rights ensuing from such decision;

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3. Setting 22 November 2017 as 'payment date' of the dividends associated to 2016 financial period;
4. Setting **1 November 2017** as registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general assembly;
5. Mandating the assembly chairperson to sign the decision of the Shareholders' general ordinary assembly, as well as the documents necessary for the registration and publication of such decision of the Shareholders' general ordinary assembly according to legal provisions.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general ordinary assembly will be held on **17 October 2017, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, having the same agenda.

On the convened date, the Company's share capital is 733,031,420 lei and consists of 73,303,142 nominative dematerialised shares of 10 Lei nominal value, each share providing the right to one vote in the Shareholders' general ordinary assembly.

The proposed registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general ordinary assembly of Company shareholders, date which will be established by the Shareholders' general ordinary assembly, is **1 November 2017**.

In case shareholders transmit draft decisions about items 1, 2, and 3 of the agenda the Company will place the additional assembly materials, the draft decision, the correspondence voting form and the special power of attorney by **04 October**, which is previous to the reference date.

Assembly materials (documents or information about the agenda items) are available beginning with **14 September 2017**, in electronic format, both in Romanian and in English on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor Relations/AGA and can also be procured from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, **08:00 - 15:00 h**.

Each shareholder has the right to ask questions about the items on the General Assembly's agenda, to which answers will be posted on the Company's website. Questions can be submitted in writing, either by mail or courier service (at: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic means (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or fax: +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 **28 September 2017, 16:00 h**;

– to submit draft decisions for the items included or proposed to be included in the agenda of the general extraordinary assembly, within 15 days at the most from the publication date of the convening notice, namely **28 September 2017, 16:00 h**

The capacity of shareholder as well as, in case of legal person shareholders or of entities without legal personality, the capacity of legal representative is ascertained according to the list of shareholders on the reference/registration date received by the Company from the Central Depositary or, as the case may be, for different reference/registration dates according to the following documents that the shareholder submits to the issuer, issued by the central depositary or by the participants defined in article

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168 para (1) let. b) from Law 297/2004, with later amendments and additions, that provide custody services:

- a) The statement of account showing the capacity of shareholder and the number of shares held;
- b) The documents certifying the registration of the information about the legal representative with the central depository / the respective participants.

Documents certifying the capacity of legal representative elaborated in a foreign language, other than English, will be accompanied by translation made by certified translator into Romanian or English. There is no need to legalise or apostille the documents certifying the capacity of shareholder's legal representative. To identify the natural person shareholder, or as the case may be the legal representative of the legal person shareholder or entity without legal personality asking questions, proposing candidates, making proposals that add the agenda or submitting draft decisions, he/she will attach copies of the documents certifying his/her identity to such request.

Only shareholders registered on the reference date **06 October 2017** can attend and vote in person or by proxy.

Participation by representative will use a special power of attorney, in accordance with the form provided by the Company, or a general mandate, while also 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, according to the terms from articles 14, 15, 15<sup>1</sup>, 16, 17 and 17<sup>1</sup> from Regulation 6/2009 of CNVM, with later amendments and additions.

The special power of attorney form both in Romanian and English will be also available in electronic format on the Company's website [www.transelectrica.ro](http://www.transelectrica.ro), page Investor Relations/AGA beginning with **14 September 2017**.

The special power of attorney in the original or the general mandate (a copy that should mention the conformity with the original and bear the representative's signature), either in Romanian or in English will be submitted at Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, to the kind attention of Mrs. Irina Racanel, or will be transmitted bearing the extended electronic signature according to 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 will be submitted in a closed envelope marked "Special power of attorney – for the AGOA Secretariat **16/17 October 2017**" by **16 October 2017, 10:00 h** for the first convocation, namely by **17 October 2017, 10:00 h**, for the second convocation.

Shareholders registered on the reference date can vote by correspondence before the Shareholders' general ordinary assembly using the correspondence voting form made available both in Romanian and in English beginning with **14 September 2017** on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor relations/AGA. The vote by correspondence can be cast by a representative only in case he/she has received from the shareholder he/she represents a special/general power of attorney that is submitted to the Company as specified above.

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Correspondence voting forms either in Romanian or in English that have been filled in and signed by shareholders and are accompanied by a copy of the ID document of the natural person shareholder or, as the case may be, a copy of the ID document of the legal person shareholder's representative, will have to get in the original by post or courier service, in closed envelope marked "Special power of attorney – for the **AGOA Secretariat AGOA 16/17 October 2017**", by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **16 October 2017, 10:00 h** for the first convocation, namely by **17 October 2017, 10:00 h** for the second convocation.

In case the initial convening notice is subsequently added new agenda items the Company will publish such convening addition according to legal provisions and will make available the updated additional assembly materials, the draft decision, the correspondence voting form and the form of the special power of attorney by **04 October 2017**, which is previous to the reference date.

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

**Georgeta - Corina POPESCU**  
**Executive Director General**  
**Directorate Chairwoman**

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