

To: The Bucharest Stock Exchange, Regulated Markets Issuers Operations Department  
 The Financial Supervisory Authority - Directorate-General Supervision - Directorate Issuers

Current report according to the provisions of Law no 297/2004, Regulation 1/2006 and BSE Code

Date of the report: **November 09, 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

LEI Code: 254900OLXCOUQC90M036

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

**DECISION NO. 12 of the Ordinary General Meeting of the Shareholders of National Power Grid Company 'Transelectrica' S.A. from 09 November 2017**

The Ordinary General Meeting of the Shareholders of National Power Grid Company 'Transelectrica'-S.A., company managed under two tier system, founded and operating in compliance with Romanian legislation, registered in the Trade Register Office by the Law Court of Bucharest under no. J40/8060/2000, CUI 13328043, registered office in Bucharest municipality, Bd. General Gheorghe Magheru no. 33, sector 1, subscribed and paid share capital of 733,031,420 lei, being divided in 73,303,142 nominative, ordinary and dematerialized shares, with a nominal value of 10 lei each, gathered on **09 November 2017, hour 10.00**, when there were present shareholders representing 72,41834% of the share capital and 72,41834% of the total voting right, in accordance with the provisions of the Company law 31/1990, republished, with later amendments and additions, of Law 24/2017 on the issuers of financial instruments and market operations, 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 security operations and 6/2009 on exercising certain shareholders' rights in the general assemblies of trading companies, issue the following

**D E C I S I O N :**

Over the items on the agenda at no. 2, 7 and 8 as follows:

1.1. With regards to **item 2 on the agenda, with the vote 'for' of the shareholders representing 90,63361% of the total number of votes validly cast**, Mr. Cristian Eugen RADU, Romanian citizen domiciled in Romania, Bucharest City 2, born on 08 August 1968, is appointed as provisional member of the Board of Supervisors of the National Power Grid Company 'Transelectrica' – SA for a four months mandate, starting with 30 November 2017.

1.2. With regards to **item 2 on the agenda, with the vote 'for' of the shareholders representing 90,60855% of the total number of votes validly cast**, Mr. Marius Iulian CARABULEA, Romanian citizen domiciled in Romania, Bucharest City 5, born on 12 April 1979, is appointed as provisional member of the Board of Supervisors of the National Power Grid Company 'Transelectrica' – SA for a four months mandate, starting with 30 November 2017.

1.3. With regards to **item 2 on the agenda, with the vote 'for' of the shareholders representing 90,63361% of the total number of votes validly cast**, Mr. Bogdan BOBORA, Romanian citizen domiciled in

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Romania, Bucharest City 3, born on 13 October 1981, is appointed as provisional member of the Board of Supervisors of the National Power Grid Company 'Transelectrica' – SA for a four months mandate, starting with 30 November 2017.

1.4. With regards to **item 2 on the agenda, with the vote 'for' of the shareholders representing 90,63361% of the total number of votes validly cast**, Ms. Beatrice AMBRO, Romanian citizen domiciled in Romania, Bucharest City 5, born on 20 September 1969, is appointed as provisional member of the Board of Supervisors of the National Power Grid Company 'Transelectrica' – SA for a four months mandate, starting with 30 November 2017.

1.5. With regards to **item 2 on the agenda, with the vote 'for' of the shareholders representing 88,43527% of the total number of votes validly cast**, Mr. Fănel MIHALCEA, Romanian citizen domiciled in Romania, Braila City, born on 26 July 1952, is appointed as provisional member of the Board of Supervisors of the National Power Grid Company 'Transelectrica' – SA for a four months mandate, starting with 30 November 2017.

1.6. With regards to **item 2 on the agenda, with the vote 'for' of the shareholders representing 88,43527% of the total number of votes validly cast**, Mr. Faustin – Doru SCÂNTEI, Romanian citizen domiciled in Romania, Buzău City, born on 28 June 1971, appointed as provisional member of the Board of Supervisors of the National Power Grid Company 'Transelectrica' – SA for a four months mandate, starting with 30 November 2017.

1.7. With regards to **item 2 on the agenda, with the vote 'for' of the shareholders representing 88,43527% of the total number of votes validly cast**, Mr. Alin-Sorin MITRICĂ, Romanian citizen domiciled in Romania, Bucharest City 1, born on 11 decembrie 1979, is appointed as provisional member of the Board of Supervisors of the National Power Grid Company 'Transelectrica' – SA for a four months mandate, starting with 30 November 2017.

2. With regards to **item 7 on the agenda, with the vote 'for' of the shareholders representing 100% of the total number of votes validly cast**, it is approved setting the date **28 November 2017 as registration date** for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general ordinary assembly.

3. With regards to **item 8 on the agenda, with the vote 'for' of the shareholders representing 100% of the total number of votes validly cast**, it is empowered meeting president, Georgeta-Corina POPESCU, to sign the Decision of Shareholders Ordinary General Meeting, and also the necessary documents for the registration and publication of the Decision of Shareholders Ordinary General Meeting. Georgeta-Corina POPESCU may empower other persons to fulfil the publicity and registration formalities of the Decision of the Shareholders Ordinary General Meeting.

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## DECISION NO. 13 of the Ordinary General Meeting of the Shareholders of National Power Grid Company 'Transelectrica' S.A. from 09 November 2017

The Shareholders' general ordinary assembly of the National Power Grid Company Transelectrica SA, managed under two-tier system, established and acting in accordance with the Romanian legislation, registered with the National Office of the Trade Register from Bucharest Tribunal under no. J40/8060/2000, fiscal code 13328043, having its headquarters in Bucharest City 1, Blvd. General Gheorghe Magheru 33, share capital subscribed and paid of 733,031,420 Lei, divided into 73,303,142 nominative ordinary dematerialised shares of 10 Lei nominal value each, having assembled on **09 November, 10:00 h**, attended by shareholders representing 72,41834% of the share capital and 72,41834% of the total voting rights, in accordance with the provisions of the Company law 31/1990, republished, with later amendments and additions, of Law 24/2017 on the issuers of financial instruments and market operations, 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 security operations and 6/2009 on exercising certain shareholders' rights in the general assemblies of trading companies, issue the following

### D E C I S I O N:

With respect to the agenda items under nos. 3, 4, 5, 7 and 8 as follows:

- As regards **item 3 in the agenda**, approving with the "for" vote of shareholders representing **90,60855% from the total number of validly cast votes**, approval is granted for the remuneration of the provisional members of the Board of Supervisors, according to the approval granted by Decision of the Ordinary General Assembly of Shareholders no. 6/30.05.2017.
- As regards **item 4 in the agenda**, approving with the "for" vote of shareholders representing **95,33362% from the total number of validly cast votes**, approval is granted for the form of the contract of mandate of the provisional members of the Board of Supervisors, according to the approval granted by Decision of the Ordinary General Assembly of Shareholders no. 6/30.05.2017.
- As regards **item 5 in the agenda**, approving with the "for" vote of shareholders representing \_\_\_\_\_% from the total number of validly cast votes the amendment of point 4 from Decision 9/26.09.2017 of the Shareholders' general ordinary assembly of the National Power Grid Company Transelectrica SA, the new form being as follows:

"Approving the initiation of the selection procedure for members in the Boards of administration from the subsidiaries of the National Power Grid Company Transelectrica SA where to date such selection procedure has not been initiated, namely: company Electricity and Natural Gas market Operator Opcom SA and company FORMENERG SA, by applying the provisions of article 29 para (2) from the Governmental Emergency Ordinance 109/2011 regarding the corporative governance of public enterprises, approved with amendments and additions by Law 111/2016, or, as the case may be, depending on the decision of the National Power Grid Transelectrica SA taken according to article 25 let h) from the Articles of association, by applying article 29 para (3) from the same norm".

- As regards **item 7 in the agenda**, **28 November 2017** is approved as set **registration date** of the shareholders that will be touched by the effects of the decision taken by the Shareholders' general ordinary assembly with the "for" vote of shareholders representing **100% from the total number of validly cast votes**.

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5. As regards **item 8 in the agenda, with the “for” vote of shareholders representing 100% from the total number of validly cast votes** the assembly chairperson Georgeta-Corina POPESCU is mandated to sign the Decision of the Shareholders' general ordinary assembly and the documents necessary to register and publish such Decision of the Shareholders' general ordinary assembly according to legal provisions. Georgeta-Corina POPESCU can also mandate other persons to carry out the publicity and registration formalities for the Decision of the Shareholders' general ordinary assembly.

## DECISION NO. 14 of the Extraordinary General Meeting of the Shareholders of the National Power Grid Company 'Transelectrica' S.A. from 09 November 2017

The Shareholders' General Extraordinary Assembly of the National Power Grid Company Transelectrica SA, governed under two-tier system, established and operating in accordance with the Romanian legislation, registered under no. J40/8060/2000 with the National Office of the Trade Register from Bucharest Tribunal, fiscal code 13328043, having its headquarters in Bucharest City 1, Blvd. General Gheorghe Magheru 33, share capital subscribed and paid 733,031,420 Lei, divided into 73,303,142 nominative ordinary dematerialised shares of 10 Lei nominal value each, having assembled on **09 November 2017, 12:00 h**, attended by shareholders representing 72,41793% of the share capital and 72,41793% of the total voting rights, based on 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 Law 24/2017 regarding issuers of financial instruments and market operations, of Regulations 1/2006 on issuers and security operations and 6/2009 on the exercise of certain shareholder rights in the general assemblies of trading companies of the National Securities Commission, with later amendments and additions, take the following

### DECISION:

About the items in the agenda under nos. **1.1, 1.2, 2 and 3** as follows:

1. As regards **item 1.1 in the agenda**, approving **with the ‘for’ vote of shareholders representing 100% of the total number of validly cast votes** the amendment of the Articles of Association of the National Power Grid Company Transelectrica SA as follows:

**Paragraph (9) of article 24** is amended and will read as follows:

*„(9) In case the delegated competence according to par (8) above presumes access to managingclassified information, the delegation of the person whom the competence is delegated to is conditioned by his/her having a mandate/ certification of adequate level for such access to classified information”.*

2. As regards **item 1.2 in the agenda**, approving **with the ‘for’ vote of shareholders representing 100% of the total number of validly cast votes** the amendment of the Articles of Association of the National Power Grid Company Transelectrica SA as follows:

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**Paragraph (6) al article 26** is amended and will read as follows:

**„(6) In case the document for which the representation competence is delegated presumes access to managing classified information, the delegation of the person whom the representation competence is delegated to is conditioned by his/her having a mandate/certification for such access to classified information of the same level with the Directorate member that decided to delegate”.**

3. As regards **item 2 in the agenda**, approving **28 November 2017** to be set as registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' General Extraordinary Assembly **with the 'for' vote of shareholders representing 100% of the total number of validly cast votes**.

4. As regards **item 3 in the agenda**, mandating Georgeta Corina POPESCU, assembly chairperson, **with the 'for' vote of shareholders representing 100% of the total number of validly cast votes** to sign the decision of the Shareholders' general extraordinary assembly, the documents necessary for the registration and publication of such decision of the Shareholders' general extraordinary assembly with the Office of the Commercial Register from Bucharest Tribunal, as well as to publish it according to legal provisions. Georgeta Corina POPESCU can mandate other persons to carry out the publication and registration formalities for the decision of the Shareholders' General Extraordinary Assembly.

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

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