

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: **February 23, 2018**

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

## 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), on **23 february 2018, are convening**, in accordance with the provision 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 on issuers of financial instruments and market operations, of the National Securities Commission's Regulations 1/2006 on issuers of and operations with securities, and 6/2009 on exercising certain shareholders' rights in the shareholders' general assemblies of companies, with later amendments and additions, of Emergency Ordinance no. 109/2011 regarding corporate governance of public enterprises, with later amendments and additions and the Company's Articles of association updated on 09 November 2017, the Shareholders' general ordinary assembly on **29 march 2018, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, for all shareholders that are recorded in the Company's Shareholder Register at the end of **19 march 2018** (reference date), having the following

### AGENDA:

1. Appointing members in the Supervisory Board of the National Power Grid Company Transelectrica SA beginning with 31 march 2018;
2. Setting the remuneration of the Supervisory Board members;
3. Approving the form of the mandate contract to be concluded with the Supervisory Board members and mandating the person who will sign the mandate contracts of Supervisory Board members;
4. Information regarding the case of the execution of mandate contracts for the Supervisory Board members and for the members of The Board of Directors from the period 2013-2017 by meeting the performance indicators assumed by The Administration Plan/ Management Plan and by mandate contracts;
5. Setting **17 april 2018** as registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general ordinary assembly;

6. Mandating the assembly chairman 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 **30 march 2018, 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 **17 april 2018**.

In case shareholders will transmit draft decisions with respect to items **1, 2 and 3** in the agenda the Company will place the additional materials, draft decisions, the correspondence voting form and the special power of attorney at the shareholders' disposal by **16 march 2018**, which is previous to the reference date.

Assembly materials (documents or information about the agenda items) are available beginning with **26 february 2018** 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 no. 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 **12 march 2018, 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 **12 march 2018, 16:00 h**.

Taking into account the agenda includes appointing some Supervisory Board members, shareholders are entitled to make proposals as per legal provisions regarding candidates for the Supervisory Board member positions until **12 march 2018, 16:00 h**. Proposals will be accompanied by information regarding the name, place of residence and professional qualification of the persons proposed for the respective positions. The list with such information on the names, domiciles and professional qualifications of persons proposed for Supervisory Board membership will be placed at the shareholders' disposal and can be consulted and filled in by them. Using the proposals received by deadline the Company will make available to shareholders the proposed candidates for Supervisory Board member positions as well as the information thereof in electronic format, both in Romanian and in English on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), Investor relations/AGA page, while the final list of proposals will be posted by **16 march 2018**, which is previous to the reference date.

Also, shareholders that hold individually or, where appropriate, jointly at least 5% of the share capital may request, once in a financial year at most, the cumulative vote method applied in order to elect members

in the Company's Supervisory Board, by **12 march 2018, 16:00 h** at the latest. In case such request is made by shareholders holding less than 10% of the share capital, the application of this method will be subjected to vote in the Shareholders' general ordinary assembly. In case such request is made by shareholders holding more than 10% of the share capital, applying the cumulative voting method to elect members in the Company's Supervisory Board will be compulsory.

The rights provided in the three paragraphs above can be exercised only in writing and shareholders will forward the request no later than **12 march 2018, 16:00 h** either by post or courier services (to the following address: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic communication (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or to the fax number: +4021.303.56.10) to the attention of Mrs Irina Racanel.

Shareholders enlisted on the reference date in the Company's Shareholders' register, 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 para 2 from the *Electricity and natural gas law 123/2012, with later amendments and additions*, of article 17 para 8 and of article 39 from the Company's Articles of association. 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 model of 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 obtained 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 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 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 Depository 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 depository or by the participants defined in article 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 **19 march 2018** 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 **16 march 2018**.

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 **29/30 march 2018**" by **29 march 2018, 10:00 h** for the first convocation, namely by **30 march 2018, 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 **16 march 2018** 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.

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 29/30 march 2018**", by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **29 march 2018, 10:00 h** for the first convocation, namely by **30 march 2018, 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, draft decisions, the correspondence voting form and the form of the special power of attorney by **16 march 2018**, 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**

**Florin-Cristian TĂTARU**

**Executive Director General  
Directorate Chairwoman**

**Directorate Member**

