

**To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets  
Financial Supervision Authority - General Directorate Supervision - Issuers Division**

Current report according to the provisions of Law no 24/2017, Regulation 1/2006 and BSE Code

Date of the report: **April 17, 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: 2549000LXCOUQC90M036

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 FOR THE SHAREHOLDERS' GENERAL ORDINARY ASSEMBLY** (according to the request of the Romanian State shareholder represented by the Ministry of Economy- Department for Privatisation and Administration of State Participations)

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 **17 april 2018**, 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 1649/16.04.2018 (registered under no. 16470/16.04.2018) from the Ministry of Economy- Department for Privatisation and Administration of State Participations, In accordance with article 117<sup>1</sup> of the Company law 31/1990, republished, with later amendments and additions, of article 92 para (3) of Law 24/2017 on the issuers of financial instruments and market operations and of article 7 from Regulation 6/2009 of the National Securities Commission about exercising certain shareholders' rights in the general assemblies of companies, with later amendments and additions, according to the legal and statutory provisions from the Company law 31/1990, republished, with later amendments and additions and in the Company's Articles of association updated on 09 november 2017, Are adding the agenda of the Shareholders' general ordinary assembly that will take place on **30 april 2018, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, initially published in Romania's Official Gazette, Part IV, no. 810/26.02.2018 and in Bursa Daily no. 36(6067)/26.02.2018, with the following items:

4<sup>1</sup>. Approving the stand-alone financial statements of the National Power Grid Company "Transelectrica"-SA for the financial year of 2017, amended by the registration of the loss resulted from the additional payments obligations recorded in the tax inspection report of ANAF – DGAMC, amounting to 75,727,088 lei, detailed in the Company's Memo no. 14134/March 29<sup>th</sup>, 2018, in the reported result resulted from the correction of accounting errors.

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5<sup>1</sup>. Approving the consolidated financial statements of the National Power Grid Company “Transelectrica”– SA for the financial year of 2017, amended by the registration of the loss resulted from the additional payments obligations recorded in the tax inspection report of ANAF – DGAMC, amounting to 75,727,088 lei, detailed in the Company’s Memo no. 14134/March 29<sup>th</sup>, 2018, in the reported result resulted from the correction of accounting errors.

7<sup>1</sup>. Approving the distribution of the profit corresponding to the financial year of 2017.

8<sup>1</sup>. Approving the establishment of reserves corresponding to the income acquired from the transmission capacity allocation on the interconnection lines from the surplus acquired from revaluation reserves, non-taxable for the destination modification, for the amounts left uncovered following the profit distribution according to the decision approved for point 7<sup>1</sup> of the agenda.

9<sup>1</sup>. Approving the covering of losses generated from actuarial losses and of losses generated from additional payment obligations recorded in the tax inspection report of ANAF – DGAMC amounting to 75,727,088 lei, from the surplus acquired from the revaluation reserves, non-taxable for the destination modification.

Thus the ordinary reunion convened on **30 april 2018, 10:00 h** Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th floor, Meeting room 1112, for all shareholders recorded in the Company’s Shareholder Register at the end of **20 april 2018** will have the following

#### AGENDA:

1. Submitting the Annual Report on the economic and financial activity of the National Power Grid Company Transelectrica SA in accordance with the provisions of art 63 of Law 24/2017 on issuers of financial instruments and market operations and of Annex no 32 to CNVM Regulation no 1/2006 for the financial exercise ended on December 31<sup>st</sup> 2017;
2. Submitting the Half-yearly report of the Supervisory Board of the National Power Grid Company Transelectrica SA about the administration activity;
3. Submitting the Financial audit reports about the stand-alone and consolidated financial statements, concluded by the National Power Grid Company Transelectrica SA on 31 December 2017;
4. Approving the Stand –alone financial statements of the National Power Grid Company Transelectrica SA for the 2017 financial exercise;
- 4<sup>1</sup>. Approving the stand-alone financial statements of the National Power Grid Company “Transelectrica”–SA for the financial year of 2017, amended by the registration of the loss resulted from the additional payments obligations recorded in the tax inspection report of ANAF – DGAMC, amounting to 75,727,088 lei, detailed in the Company’s Memo no. 14134/March 29<sup>th</sup>, 2018, in the reported result resulted from the correction of accounting errors.
5. Approving the Consolidated financial statements of the National Power Grid Company Transelectrica SA for the 2017 financial exercise
- 5<sup>1</sup>. Approving the consolidated financial statements of the National Power Grid Company “Transelectrica”–SA for the financial year of 2017, amended by the registration of the loss resulted from the additional payments obligations recorded in the tax inspection report of ANAF – DGAMC, amounting to 75,727,088

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lei, detailed in the Company's Memo no. 14134/March 29<sup>th</sup>, 2018, in the reported result resulted from the correction of accounting errors.

6. Information on the differences between the separate preliminary financial statements elaborated on 31.12.2018 and the final separate financial statement elaborated on 31.12.2018;
7. Approving the cover of accounting loss recorded on December 31st 2017 from the result reported as positive resulted from the surplus achieved from the re-evaluated reserves not taxable at the change of destination;
- 7<sup>1</sup>. Approving the distribution of the profit corresponding to the financial year of 2017.
8. Approving the establishment of the reserves related to the revenues resulted from the allocation of transmission capacity on interconnection lines from the surplus achieved from the re valuation reserves not taxable on the change of destination;
- 8<sup>1</sup>. Approving the establishment of reserves corresponding to the income acquired from the transmission capacity allocation on the interconnection lines from the surplus acquired from revaluation reserves, non-taxable for the destination modification, for the amounts left uncovered following the profit distribution according to the decision approved for point 7<sup>1</sup> of the agenda.
9. Approving the cover of the loss from the actuarial losses from the excess resulted from reserves with revaluation not taxable on the change of destination ;
- 9<sup>1</sup>. Approving the covering of losses generated from actuarial losses and of losses generated from additional payment obligations recorded in the tax inspection report of ANAF – DGAMC amounting to 75,727,088 lei, from the surplus acquired from the revaluation reserves, non-taxable for the destination modification.
10. Discharging the liability of the Directorate and Supervisory Board Members for the 2017 financial year;
11. Submitting the Nomination and Remuneration Committee Report within the Supervisory Board of the National Power Grid Company Transelectrica SA;
12. Submitting the Report of the Audit Committee from the Supervisory Board of the National Power Grid Company Transelectrica SA with respect to the internal control and significant risk management systems in the National Power Grid Company Transelectrica SA from 2017;
13. Submitting the Report of Sustainability for the year 2017;
14. Submitting the Consolidated Non – Financial Report for the year 2017;
15. Information on the intervening to prescribe the shareholders' right to the dividends for the year 2014;
16. Approving the profile of the Supervisory Board;
17. Approving the profile of the candidates;
18. Information on the acquisition procedure for the concluding of a credit contract to grant the guarantee ceiling for issuing a Bank letter for guarantee payment;
19. Setting the date May 18th 2018 as as registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general ordinary assembly;

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20. Mandating the assembly chairman to sign the decision of the Shareholders' general ordinary assembly, the documents necessary for the registration and publication of such decision of the Shareholders' general ordinary 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 ordinary assembly will be held on **02 may 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 **18 may 2018**.

The draft Decision of the Shareholders' general ordinary assembly and reunion materials (documents or information about the agenda items) are available beginning with **30 march 2018, namely 18 april 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 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 Răcănel.

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 40 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

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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 **20 april 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 **18 april 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 **30 april/ 02 may 2018**" by **30 april 2018, 10:00 h** for the first convocation, namely by **02 may 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 **18 april 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

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the original by post or courier service, in closed envelope marked “Special power of attorney – for the **AGOA** Secretariat **AGOA 30 april / 02 may 2018**”, by post or courier services to the following address: PLATINUM Centre Building, str. Olteni no. 2-4, postal code 030786, Bucharest 3, by **30 april 2018, 10:00 h** for the first convocation, namely by **02 may 2018, 10:00 h** for the second convocation.

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

**Georgeta - Corina POPESCU**

**Andreea - Georgiana FLOREA**

**Executive Director General  
Directorate Chairwoman**

**Directorate Member**

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