

To the Directorate,
C.N.T.E.E. Transelectrica S.A.

INDEPENDENT REPORT OF LIMITED ASSURANCE OVER THE INFORMATION INCLUDED IN THE CURRENT REPORTS ISSUED BY THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF LAW NO. 24/2017 AND REGULATION NO. 1/2006

1. We have been appointed by C.N.T.E.E. Transelectrica S.A. („the Company”) to report on the information included in the current reports from 20 July 2017, 27 July 2017, 9 October 2017, 11 October 2017, 12 October 2017, 7 December 2017, 13 December 2017 și 19 December 2017 (the “Current Reports”) issued by the Company in accordance with the provisions of the *Issuers of financial instruments law no. 24/2017*, and of the *Regulation no. 1/2006 of the National Security Commission („CNVM”), actually Financial Supervisory Authority („ASF”) regarding the issuers and operations on the stock exchange, updated form (“Regulation no. 1/2006”)*, as an independent conclusion of limited assurance according to which, based on the procedures performed, nothing came to our attention to make us believe that the reported transactions included in the Current Reports are not in accordance, under all material aspects, with art.113, paragraph G, point 6 from the Regulation no. 1/2006. All Current Reports have been prepared by the management of the Company to report to ASF in accordance with the provisions of art. 82 from Law no. 24/2017 and Regulation no. 1/2006.

Management’s Responsibility

2. Management is responsible for the preparation and fair presentation of the Current Reports and of the transactions included in the Current Reports that are free of material misstatement, in accordance with art. 82 from Law no. 24/2004 and Regulation no. 1/2006, and for the information presented in these reports. This responsibility includes: designing, implementing and maintaining an internal control relevant to the preparation and presentation of the Current Reports that are free of material misstatement, due to fraud or error. Also, this responsibility includes compliance with the provisions of art. 82 from Law no. 24/2017 and Regulation no. 1/2006 and maintaining adequate supporting documents regarding the Current Reports. Management is responsible for preventing and detecting fraud and ensuring compliance with the legislation and regulations in force. Management is responsible for ensuring that the personnel involved in the preparation of the Current Reports is properly trained.

Auditor’s Responsibility

3. Our responsibility is to analyze the reported transactions included by the Company in the Current Reports and to report in the form of an independent conclusion of limited assurance, based on the evidence obtained. We conducted the engagement in accordance with International Standard on Assurance Engagements („ISAE”) 3000 as adopted by the Romanian Financial Auditors Chamber regarding the assurance engagements other than Audits or Reviews of Historical Financial Information. This standard requires that we comply with ethical requirements, including independence requirements, and plan and perform our procedures in order to obtain a corresponding assurance level of whether the transactions included in the Current Reports, are in accordance, under all material aspects, with art. 113, paragraph G, point 6 of Regulation no. 1/2006, as a basis for our Independent conclusion of limited assurance.

4. The selected procedures depend on our understanding of the Current Reports and of other circumstances of the engagement, as well as our considerations on areas where material misstatements may occur. In developing our understanding on the Current Reports and on the transactions reported in the Current Reports we took into consideration the Company's internal control relevant to the preparation and presentation of the Current Reports in accordance with the provisions of art. 82 of Law no. 24/2017 and Regulation no. 1/2006 in order to establish the procedures that are appropriate in these circumstances, but not for the purpose of expressing a conclusion on the effectiveness of internal control for the preparation and fair presentation of the Company's Current Reports and the transactions reported in the Current Reports.
5. Limited assurance is narrower than absolute or reasonable assurance. The procedures for obtaining evidence for a limited assurance engagement are more restricted than in a reasonable assurance engagement, and therefore the level of assurance obtained is lower than in a reasonable assurance engagement.
6. As part of this engagement, we have not performed audit review or verification procedures of the Current Reports and on the transactions reported in the Current Reports in accordance with the International Standards on Auditing or International Standards on Review Engagements adopted by the Chamber of Financial Auditors of Romania, nor on the sources from which the Current Reports and the transactions reported in the Current Reports were extracted. Our procedures were only performed in connection with the Current Reports from 20 July 2017, 27 July 2017, 9 October 2017, 11 October 2017, 12 October 2017, 7 December 2017, 13 December 2017 și 19 December 2017. We have not performed other additional procedures to verify whether the Current Reports include all contracts with managers, employees, shareholders, as well as their affiliated entities, to be reported according to Art. 82 of Law no. 24/2017 with the subsequent amendments for the period July 1 - December 31, 2017.

Criteria

7. The criteria used in this engagement were:
 - In the case of acquisitions of electricity performed from the Centralised Market for Bilateral Contracts ("PCCB-LE" and "PCCB-NC"), we have obtained the outcome of the bids existing on the market further to the tenders organised by OPCOM SA on PCCB-LE and PCCB-NC;
 - in the case of other acquisitions, we have obtained the bids received by the Company within the acquisition procedures organised by the Company according to Law no. 99/2016 on the sectorial acquisitions contracts, as well as the minutes of the tender opening and the related tender reports prepared.
8. Our conclusion was formed on the basis, and in connection with, the aspects presented in this Report. We believe that the evidence obtained is sufficient and appropriate to provide a basis for our qualified conclusion with of limited assurance.

Basis for Qualified Conclusion

9. In the case of the contracts for the purchase of electricity presented in the Current Reports of 20 July 2017 (Current Report no 31), 12 October 2017 (Current Report no 43), 27 July 2017 (Current Report no 32) and in 7 December 2017 (Current Report no 52), the total price of the energy purchased also includes the energy transmission fee regulated by the Romanian Energy Regulatory Authority („ANRE”), through Order no. 48/2017. Such fees are regulated and not determined under market conditions.
10. Following the tender from August 10, 2017 organised by CNTEE Transelectrica SA, only one conform participant has submitted its proposal - the Company for the Maintenance of the Electricity Transmission Grid (SMART SA) - and the contract no C39/06.10.2017 has been agreed, presented in the current report from October 11, 2017. Thus, there is not sufficient information to determine whether the value of the contracts, corroborated with the rights and obligations assumed by the parties, is accurate compared to the other offers existing on the market.

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11. Following the tender from September 16, 2017 organised by CNTEE Transelectrica SA, only one participant has submitted its proposal - the Company for the Maintenance of the Electricity Transmission Grid (SMART SA) - and the contract no C263/13.12.2017 has been agreed, presented in the current report from December 13, 2017. Thus, there is not sufficient information to determine whether the value of the contracts, corroborated with the rights and obligations assumed by the parties, is accurate compared to the other offers existing on the market.

Qualified Conclusion

12. Based on the procedures performed, except for the possible effects of the matters mentioned in paragraphs 9, 10 and 11, nothing came to our attention to make us believe that the transactions reported in the Current Reports are not in accordance, under all material aspects, with art. 113, paragraph G, point 6 from Regulation no. 1/2006.

Other Matters

13. Our report is solely issued for the purpose stated in the first paragraph of this report and is prepared to inform the Directorate of the Company as a whole. Our report should not be regarded as suitable for use by any party wishing to acquire rights against us other than the Company for any purpose or in any context. Any party other than the Company that obtains access to our report or a copy of the report and chooses to rely on our report (or part thereof), should do so at your own risk. Our engagement was performed in order to report to the Directorate of the Company on those aspects that need to be reported in an independent report of limited assurance, and for no other purpose.

Deloitte Audit S.R.L. A
Bucharest, Romania J. 7756924
January 25, 2018

