

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 01, 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), having assembled on **31 January 2018, are convening** in accordance with article 117¹ 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 09 November 2017, the Shareholders' general ordinary assembly on **05 March 2018, 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 **23 february 2018** (reference date) with the following

AGENDA:

1. Establishing Investment Programme for the financial year 2018 and the estimations for 2019 and 2020;
2. The approval of the Income and Expense Budget of the National Power Grid Company Transelectrica S.A. for the year 2018 and the estimations for 2019 and 2020;
3. The raise of the monthly gross permanent compensation of the Supervisory Board members from 4,435 lei to 5,319 lei in order to apply the GEO no 79/2017 for the amending and completing of the Law no 227/2015 regarding the Tax Code and the GEO no 90/2017 regarding some fiscal - budgetary measures, the amending and completing of some normative acts and the extension of some deadlines;
4. The conclusion of additional acts to mandate contracts concluded with the Supervisory Board temporary members for the implementation of GEO no 79/2017 to amend and complete Law no 227/2015 regarding the Tax Code and the GEO no 90/2017 regarding some fiscal - budgetary measures, the amending and

completing of some normative acts and the extension of some deadlines in accordance with the model attached to Letter no 2791/30.01.2018;

5. Empowering a representative of The Shareholders' General Assembly in order to sign the additional acts to mandate contracts of The Supervisory Board temporary members.

6. The approval of the purchase of legal consultancy, assistance and/or representation services of the National Power Grid Company Transelectrica S.A. in relation with current and potential litigation in which the Company is or might be in contradiction with current/former members of the Supervisory Board and of the Board of Directors for the execution of the mandate contracts concluded with them and the empowering of the Board of Directors of the National Power Grid Company Transelectrica S.A. to carry out the legal steps required for the contracting of legal consultancy, assistance and/or representation services mentioned above as well as to sign the contract with the law company.

7. Information regarding the purchase of products, services and works with a value higher than € 5,000,000.

8. Information on the purchase activity for the conclusion of a credit agreement for the revolving bank credit line and the credit guarantees;

9. Setting the 22st March 2018 as registration date of the shareholders that will be touched by the effects of the decision taken by the Shareholders' General Ordinary Assembly.

10. Empowering the Assembly chairperson to sign the Decision of the Shareholders' General Ordinary Assembly and the necessary documents to register and publish the 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 **06 March 2018, 10:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11th 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 **22 March 2018**.

Assembly materials (documents or information about the agenda items) are available beginning with **02 February 2018**, in electronic format, both in Romanian and in English on the Company's website (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 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 **16 February 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 **16 February 2018, 16:00 h**

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 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 **22 February 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, 6¹-6⁵ from Law 297/2004 on the capital market, with later amendments and additions, according to the terms from articles 14, 15, 15¹, 16, 17 and 17¹ 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, page Investor Relations/AGA beginning with **02 February 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. The special power of attorney will be submitted in a closed envelope marked "Special power of attorney – for the AGOA Secretariat **05/06 March 2018**" by **05 March 2018, 10:00 h** for the first convocation, namely by **06 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 **02 February 2018** on the Company's website (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 05/06 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 **05 March 2018, 10:00 h** for the first convocation, namely by **06 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, the draft decision, the correspondence voting form and the form of the special power of attorney by **21 February 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

**Executive Director General
Directorate Chairwoman**