

SPECIAL POWER OF ATTORNEY
Shareholders' general ordinary assembly¹

I the undersigned: _____,
(Name and surname of the natural person shareholder or of the legal representative of the legal person shareholder)
legal representative of _____,
(Only for the legal person shareholders fill in here, specifying the full name and the single registration code)
PNC _____, holder of the ID paper / passport series _____, no. _____, holder of a number of _____
shares issued by the NPG Co. Transelectrica SA, registered with the Office of the National Register under no.
J40/8060/2000, Single Registration Code 13328043, representing _____ % of the total number of shares issued by the NPG Co.
Transelectrica SA conferring me a number of _____ voting rights in the Shareholders' general assembly representing
_____ % from the total 73,303,142 shares / voting rights issued by Transelectrica SA

hereby appoint _____,
(Name and surname / denomination of the representative the special power of attorney is given to)
domiciled in / with offices in _____,
(Address / Office of the representative selected by the securities holder)

PNC _____, holder of ID paper / passport series _____, no. _____
(for natural person representatives),

Single Registration Code _____
(for legal person representatives)

as my representative in the **Shareholders' general ordinary assembly** of the NPG Co. Transelectrica SA to be held on **29 April 2013, 10:00 h**,
in the PLATINUM Centre Building, str. Olteni no. 2 - 4, Bucharest 3, 11th floor, meeting room 1102 or on the date of the second assembly in
case the first one cannot take place, to exercise the voting right according to my shares recorded in the Shareholders' register on the reference
date, as follows:

**1. Approving the separate Annual financial statements of the financial year 2012 (the situation of-
financial position, profit and loss account, overall result, changes in equities, treasury flows,
explicative notes to the financial statements) of the National Power Grid Company Transelectrica SA,
elaborated in accordance with Orders 881/2012 and 1286/2012 of the MFP**

For _____ Against _____ Abstention _____

¹ The content is in accordance with the provisions of Regulation 6/2009 of the National Securities Commission, with later amendments and additions

2. Approving the consolidated Annual financial statements of the financial year 2012 (the situation of financial position, profit and loss account, overall result, changes in equities, treasury flows, explicative notes to the financial statements) of the National Power Grid Company Traselectrica SA, elaborated in accordance with Orders 881/2012 and 1286/2012 of the MFP

For _____ Against _____ Abstention _____

3. The separate and consolidated Report of the Directorate of the National Power Grid Company Traselectrica SA with respect to their activity in 2012

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4. The Financial audit report on the separate Annual financial statements and the financial audit report on the consolidated Annual financial statements that the National Power Grid Company Traselectrica SA ended on 31 December 2012

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5. Approving the distribution of the net profit on 31 December 2012

For _____ Against _____ Abstention _____

6. Approving the gross dividend per share for 2012

For _____ Against _____ Abstention _____

7. Annual report on the economic-financial activities of the National Power Grid Company Traselectrica SA according to the provisions of art. 227 of Law 297/2004 on the capital market and of Annex 32 to Regulation 1/2006 of the National Securities Commission for the financial year ended on 31 December 2012

For _____ Against _____ Abstention _____

8. Signing the administration contracts with the members in the Supervisory Board of the National Power Grid Company Traselectrica SA having the form approved under Decision 7/15.11.2012 of the Shareholders' general ordinary assembly

For _____ Against _____ Abstention _____

9. Approving the promotion of a draft Governmental Decision with respect to transferring a plot of 27.44 m² where tower 265 is located from the public state domain to the public domain of the Local Council Bechet

For _____ Against _____ Abstention _____

10. Approving to cover the loss from amended accounting policies with the result carried forward

For _____ Against _____ Abstention _____

11. Information about the amendment in the accounting policies with respect to transferring the revaluation surplus and acknowledging the connection tariffs by revenues

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12. Report of the Supervisory Board of the National Power Grid Company Transelectrica SA on 31.12.2012

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13. Information about concluding the Contract on 'Integrated security system in electric substations, stage IV'

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14. Recalling Mrs. Lucica ONCEA from her capacity of representative for the National Power Grid Company Transelectrica SA in the Shareholders' general assembly of trading company subsidiary ICEMENERG-SERVICE SA Bucharest (Order 599/22.03.2013 of the ME)

For _____ Against _____ Abstention _____

15. Setting 22 May 2013 as registration date for the shareholders who will be touched by the effects of the decision taken by the Shareholders' general ordinary assembly

For _____ Against _____ Abstention _____

16. Empowering the assembly chairman (of the Directorate of the National Power Grid Company Transelectrica SA) to sign the decision taken by the Shareholders' general ordinary assembly, as well as the documents needed for the registration and publication of the decision taken by the Shareholders' general ordinary assembly with the Commercial Register Office of Bucharest Tribunal

For _____ Against _____ Abstention _____

*** it does not need a voting option**

Date when the power of attorney was given: _____

Name and surname: _____

(Name and surname of the natural person shareholder or of the legal representative of the natural person shareholder, clearly marked using capital letters)

Signature: _____

(Signature of the natural person shareholder or the signature and stamp of the legal representative of the legal person shareholder)