

SPECIAL POWER OF ATTORNEY
Shareholders' general ordinary assembly ¹

I the undersigned: _____,
(Name and surname of the natural person shareholder or of the legal representative of the legal person shareholder)
legal representative of _____,

(To be filled in only for the legal person shareholder, using the full name and the Single (fiscal) registration code. The capacity of legal representative is proven using the documents provided in the Notice of measures 26/20.12.2012 of the CNVM, namely ascertaining certificate issued by the commercial register, submitted in the original or in copy true to the original, issued by the competent authority from the state in which the shareholder is legally registered, certifying its capacity of legal representative. Documents certifying the capacity of legal representative will be issued 3 months at the most before the publication date of the convening notice for the shareholders' general assembly.)

PNC _____, domiciled in (full address) _____
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 National Power Grid Co. Transelectrica SA to be held on **6 November 2014, 10:00 h**, in the PLATINUM Centre Building, str. Olteni no. 2-4, Bucharest 3, 11th floor, meeting room 1112 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, 27.10.2014, as follows:

- 1.** As regards **item 1 in the agenda**, item 1 of the draft decision, *approving the promotion of a draft Governmental Decision on passing a surface of land from the state public domain, which was given to the NPG Co. Transelectrica SA under concession, into the public domain of the following administrative-territorial units according to Notice 38.246/11.12.2013:*
- Local Council of village Tauteu, Bihor County, 164 m2 land area;
 - Local Council of village Tauteu, Bihor County, 171 m2 land area;
 - Local Council of village Tauteu, Bihor County, 185 m2 land area;
 - Local Council of village Bontida, Cluj County, 36 m2 land area;

¹ The content is in accordance with the provisions of Regulation 6/2009 of the CNVM with later amendments and additions, and with the Notice of measures 26/20.12.2012 of the CNVM.

PS1

For _____ Against _____ Abstention _____

2. As regards **item 2 in the agenda**, item 2 of the draft decision- *approving the promotion of a draft GD on passing certain tangible assets given under concession to the NPG Co. Transelectrica SA and managed by TB Bucharest, TB Constanta, TB Sibiu and TB Timisoara from the state public domain into the state private domain according to Notice 23.918/29.11.2013 and to Annex 1 of the Notice, in order to take them out of operation, capitalise or dismantle them, as the case may be.*

For _____ Against _____ Abstention _____

3. As regards **item 3 in the agenda**, item 3 of the draft decision- *approving the promotion of a draft GD to amend certain inventory values and some technical data of the assets constituting the state public domain, given under concession to the NPG Co. Transelectrica SA, with the results of the inventory taken on 13.12.2013, according to Notice 14.255/25.04.2014 and to Annex 1 of such Notice – “Inventory of assets from the public domain”.*

For _____ Against _____ Abstention _____

4. As regards **item 4 in the agenda**, item 4 of the draft decision- *approving the Revenue and expense budget of the NPG Co. Transelectrica -S.A. for the financial year 2014 in the form approved under GD 279/2014.*

For _____ Against _____ Abstention _____

5. As regards **item 5¹ in the agenda**, item 5 of the draft decision: *approving the cumulative vote method to elect the Supervisory Board members in the Shareholders’ General Ordinary Assembly of the National Power Grid Company Transelectrica SA convened for 6/7 November 2014.*

For _____ Against _____ Abstention _____

6. As regards **item 6 in the agenda**, item 6 of the draft decision- *approving the amendment in the model of the mandate contract concluded with each Supervisory Board member of the NPG Co. Transelectrica SA approved under Decision 8/06.11.2013 of the AGOA according to Notice 33.489/03.10.2014. The model of the addendum to the mandate contract concluded with the Supervisory Board members approved under Decision 8/06.11.2013 of the AGOA is approved. The new model of mandate contract to be concluded with the members in the Supervisory Board of the NPG Co. Transelectrica SA is approved.*

For _____ Against _____ Abstention _____

7. As regards **item 7 in the agenda**, item 7 of the draft decision- *designating _____ [state representative in the shareholders’ general ordinary assembly] as authorised person of the Shareholders’ general ordinary assembly to sign on behalf of the NPG Co. Transelectrica SA the mandate contracts and the addendums to the mandate contracts with the members in the Supervisory Board of the NPG Co. Transelectrica SA, in accordance with what has been approved in the Shareholders’ general ordinary assembly.*

For _____ Against _____ Abstention _____

8. As regards **item 9 in the agenda**, item 8 of the draft decision: *approving the Supervisory Board’s semester report regarding the administration activity in the first six months of 2014 based on article14 paragraph (1) letter k) from the Articles of Association.*

For _____ Against _____ Abstention _____

9. As regards **item 10 in the agenda**, item 9 of the draft decision- *approving the Supervisory Board’s semester report regarding the administration activity in the first six months of 2014 based on article14 paragraph (1) letter k) from the Articles of Association.*

PS1

For _____ Against _____ Abstention _____

10. As regards **item 11 in the agenda**, item 10 of the draft decision- *mandating the assembly chairman, _____, to sign the decision of the Shareholders' General Ordinary Assembly and the documents necessary to register such decision of the Shareholders' General Ordinary Assembly with the Office of the Commercial Register from Bucharest Tribunal, as well as to publish it according to legal provisions. Mr. _____ can mandate other persons to perform the publicity and registration formalities for the decision of the Shareholders' General Ordinary Assembly.*

For _____ Against _____ Abstention _____

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by 4 November, 10:00 h to the following address- PLATINUM Centre Building, str. Olteni no. 2-4, Bucharest 3, 11th floor, meeting room 1112, the second copy will be taken by the representative to the shareholders' general assembly and the third will remain with the represented shareholder.

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)

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 _____,

(To be filled in only for the legal person shareholder, using the full name and the Single (fiscal) registration code. The capacity of legal representative is proven using the documents provided in the Notice of measures 26/20.12.2012 of the CNVM, namely ascertaining certificate issued by the commercial register, submitted in the original or in copy true to the original, issued by the competent authority from the state in which the shareholder is legally registered, certifying its capacity of legal representative. Documents certifying the capacity of legal representative will be issued 3 months at the most before the publication date of the convening notice for the shareholders' general assembly.)

PNC _____, domiciled in (full address) _____

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 National Power Grid Co. Transelectrica SA to be held on **6 November 2014, 10:00 h**, in the PLATINUM Centre Building, str. Olteni no. 2-4, Bucharest 3, 11th floor, meeting room 1112 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, 27.10.2014, as follows:

- 1. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mr. Radu Stefan CERNOV is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017.* *,

For _____ Against _____ Abstention _____

Number of cast votes _____ **

¹ The content is in accordance with the provisions of Regulation 6/2009 of the CNVM with later amendments and additions, and with the Notice of measures 26/20.12.2012 of the CNVM.

PS2

2. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mr. Catalin Lucian CHIMIREL* is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017. *;

For _____ Against _____ Abstention _____

Number of cast votes _____ **

3. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mr. Daniel – Cristian PÎRVULESCU* is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017. *;

For _____ Against _____ Abstention _____

Number of cast votes _____ **

4. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mrs. Elena CALITOIU* is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017. *;

For _____ Against _____ Abstention _____

Number of cast votes _____ **

5. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mrs. Carmen Georgeta NEAGU* is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017. *,***

For _____ Against _____ Abstention _____

Number of cast votes _____ **

6. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mr. Ovidiu Petrisor ARTOPOLESCU* is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017. *;

For _____ Against _____ Abstention _____

Number of cast votes _____ **

PS2

7. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mr. Radu BUGICA is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017.* *,

For _____ Against _____ Abstention _____

Number of cast votes _____ **

8. As regards **item 5² in the agenda, items 1.1-1.7** (cumulative vote) of the draft decision, namely *Mr. Andrei Mihai POGONARU is appointed by cumulative vote as Supervisory Board member for a mandate identical as expiry date as the mandate of shareholders elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017.* *,

For _____ Against _____ Abstention _____

Number of cast votes _____ **

Please pay attention to the vote for item 5² of the agenda:

* - the mandate will be granted in view of voting only for a number of 7 (seven) persons from the total proposals;

** - the number of cumulated votes attributed to each of the candidates the shareholder voted 'for' will be specified. Under the cumulative vote method each shareholder is entitled to attribute his / her cumulated votes - obtained after multiplying the votes held by any shareholder, according to the participation in the share capital, with the number of Supervisory board members - to one or several of the persons proposed for election in the Supervisory board. Shareholders specify the number of granted votes across the name of each candidate;

*** - depending on the date of the general assembly Supervisory board members are enlisted ex officio in the list of candidates proposed for election as Supervisory board members next to the candidates proposed by shareholders, and to the extent to which they are not re-confirmed cumulatively as members in the Supervisory board they are considered recalled from such position under decision of the general assembly;

- taking into account the appointment by cumulative vote, namely by majority vote, will depend on the voting result for item 5¹ in the agenda, which is not known on the elaboration date of this correspondence voting form, shareholders will indicate their candidate options both for item 5² and for item 5³ of the agenda;

STEPS TO EXERCISE ONE'S VOTE FOR ITEMS 5¹, 5² AND 5³ OF THE AGENDA

1. Shareholders will express their voting option by selecting the voting method, cumulative or by majority, for item 5¹ of the agenda. Such voting result for item 5¹ of the agenda is not known on the elaboration date of this correspondence voting form, therefore shareholders will indicate their options from the candidate lists both for item 5² and for item 5³ of the agenda;
2. Shareholders will express their voting option for item 5² of the agenda;
3. Shareholders will express their voting option for item 5³ of the agenda;

This power of attorney has been executed in 3 (three) original copies, of which one copy will be transmitted by 4 November, 10:00 h to the following address- PLATINUM Centre Building, str. Olteni no. 2-4, Bucharest 3, 11th floor, meeting room 1112, the second copy will be taken by the representative to the shareholders' general assembly and the third will remain with the represented shareholder.

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)

**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 _____,

(To be filled in only for the legal person shareholder, using the full name and the Single (fiscal) registration code. The capacity of legal representative is proven using the documents provided in the Notice of measures 26/20.12.2012 of the CNVM, namely ascertaining certificate issued by the commercial register, submitted in the original or in copy true to the original, issued by the competent authority from the state in which the shareholder is legally registered, certifying its capacity of legal representative. Documents certifying the capacity of legal representative will be issued 3 months at the most before the publication date of the convening notice for the shareholders' general assembly.)

PNC _____, domiciled in (full address) _____
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 National Power Grid Co. Transelectrica SA to be held on **6 November 2014, 10:00 h**, in the PLATINUM Centre Building, str. Olteni no. 2-4, Bucharest 3, 11th floor, meeting room 1112 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, 27.10.2014, as follows:

- 1. As regards **item 5³ in the agenda**, items 1.1-1.3 (majority vote) of the draft decision, *Mr. Radu Stefan CERNOV is appointed as Supervisory Board member by majority vote for a mandate identical as expiry date as the mandate of members elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017.**

For _____ Against _____ Abstention _____

¹ The content is in accordance with the provisions of Regulation 6/2009 of the CNVM with later amendments and additions, and with the Notice of measures 26/20.12.2012 of the CNVM.

PS3

2. As regards **item 5³ in the agenda**, items 1.1-1.3 (majority vote) of the draft decision, *Mr. Catalin Lucian is appointed as Supervisory Board member by majority vote for a mandate identical as expiry date as the mandate of members elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017.**

For _____ Against _____ Abstention _____

3. As regards **item 5³ in the agenda**, items 1.1-1.3 (majority vote) of the draft decision, *Mr. Daniel – Cristian PIRVULESCU is appointed as Supervisory Board member by majority vote for a mandate identical as expiry date as the mandate of members elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017.**

For _____ Against _____ Abstention _____

4. As regards **item 5³ in the agenda**, items 1.1-1.3 (majority vote) of the draft decision, *Mrs. ELENA CALITOIU is appointed as Supervisory Board member by majority vote for a mandate identical as expiry date as the mandate of members elected under decision 4/30.05.2013 of the AGOA, namely until 30.05.2017.**

For _____ Against _____ Abstention _____

5. As regards **item 8 in the agenda**, item 3 of the draft decision, *Co. DELOITTE AUDIT Ltd is appointed as financial auditor of the NPG Co. Transelectrica SA for a time period approved under decision 1/29.04.2014 of the AGOA.*

For _____ Against _____ Abstention _____

Please pay attention to the vote for item 5³ of the agenda:

- * - the vote will be cast only for a number of 3(three) persons from the total proposals;
- taking into account the appointment by cumulative vote, namely by majority vote, will depend on the voting result for item 5¹ in the agenda, which is not known on the elaboration date of this correspondence voting form, shareholders will indicate their candidate options both for item 5² and for item 5³ of the agenda;

STEPS TO EXERCISE ONE'S VOTE FOR ITEMS 5¹, 5² AND 5³ OF THE AGENDA

1. Shareholders will express their voting option by selecting the voting method, cumulative or by majority, for item 5¹ of the agenda. Such voting result for item 5¹ of the agenda is not known on the elaboration date of this correspondence voting form, therefore shareholders will indicate their options from the candidate lists both for item 5² and for item 5³ of the agenda;
2. Shareholders will express their voting option for item 5² of the agenda;
3. Shareholders will express their voting option for item 5³ of the agenda;

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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)