

Bucharest, 9 Grigore Alexandrescu Street
sector 1, code 010621
Tel.: 021-208 59 99; Fax: 021-208 59 98
J40/7425/2000
Fiscal Registration Code RO 13267221
9900-16896/01.08.2014



SUPPLEMENTED CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING AND OF THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS
OF SOCIETATEA DE DISTRIBUȚIE ȘI FURNIZARE A ENERGIEI ELECTRICE
“ELECTRICA” SA

The board of directors of **SOCIETATEA DE DISTRIBUȚIE ȘI FURNIZARE A ENERGIEI ELECTRICE – “ELECTRICA” SA** (hereinafter the “**Company**” or “**Electrica**”), headquartered in Bucharest, 9 Grigore Alexandrescu Str., sector 1, registered with the Commercial Registry under number J40/7425/2000, sole registration code (CUI) RO 13267221, with a subscribed and entirely paid share capital of RON 3,459,399,290,

pursuant to the minutes of the meeting of the board of directors (the **Board of Directors**) of the Company dated 20 May 2015 and the minutes of the meeting of the Board of Directors dated 9 June 2015,

according to the provisions of the Companies Law No. 31/1990, republished, as subsequently amended, Law No. 297/2004 on capital markets, as subsequently amended, National Securities Commission Regulation No. 1/2006 regarding issuers and securities operations, National Securities Commission Regulation No. 6/2009 regarding the exercise of certain rights of shareholders in the general meetings of companies, and the provisions of the Company’s articles of association (the **Articles of Association**),

CONVENES

the Company’s Ordinary General Meeting of Shareholders (**OGMS**) and the Company’s Extraordinary General Meeting of Shareholders (**EGMS**) on **9 July 2015**, as follows:

- **OGMS** starting at **10:00 o’clock (Romanian time)**, in Bucharest, sector 1, 1A Ștefan cel Mare Road, postal code 011736, Conference Room (SC FISE Electrica Serv SA headquarters); and respectively
- **EGMS** starting at **12:00 o’clock (Romanian time)**, in Bucharest, sector 1, 1A Ștefan cel Mare Road, postal code 011736, Conference Room (SC FISE Electrica Serv SA headquarters).

Should the legal and/or statutory quorum for convening the OGMS and the EGMS, respectively, not be met on the date mentioned above as the date of the first calling, a second OGMS and EGMS, respectively, shall be convened and established for **10 July 2015**, having the same agenda, as follows:

- **OGMS** starting at **10:00 o’clock (Romanian time)**, at the Company’s headquarters in Bucharest, 9 Grigore Alexandrescu Street, sector 1, postal code 010621, Radu Zane conference room; and
- **EGMS** starting at **12:00 o’clock (Romanian time)**, at the Company’s headquarters in Bucharest, 9 Grigore Alexandrescu Street, sector 1, postal code 010621, Radu Zane conference room.



Only the persons registered as shareholders in the Company's shareholders' register held by SC Depozitarul Central S.A. at the end of the day on **14 June 2015** (the **Reference Date**) have the right to attend and cast their votes in the OGMS and the EGMS, respectively. Should there be a second calling of the OGMS and EGMS, respectively, the Reference Date remains the same.

CONSIDERING:

- The agenda provided by the convening notice initially published in the Official Gazette - Part IV – No. 2525 dated 22 May 2015, in the newspaper România Liberă dated 22 May 2015 as well as on Electrica's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/> on 21 May 2015 for the OGMS dated 9 July 2015, 10:00 o'clock (*Romanian time*);
- The request to supplement the agenda of the OGMS dated 9 July 2015, 10:00 o'clock (*Romanian time*), filed by the shareholder Romanian State represented by the Ministry of Energy, Small and Medium Enterprises and of the Business Environment, which owns shares representing 48.78% of the Company's share capital, by notice No. 102335/8.06.2015, registered by the Company under No. 9900/12340/2015/06/08, 16:15 o'clock (*Romanian time*), as well as the applicable legal provisions;
- the minutes of the meeting of the Board of Directors of the Company dated 9 June 2015,

The supplemented agenda of the **OGMS** will be the following:

1. **Approving the discharge of liability of the members of the Board of Directors for the financial year 2014.**
2. **Approving the amendments, by way of an Addendum of the services agreements concluded with the non-executive directors of the Company, by introducing in Article III – Scope of the services agreement the following paragraph:**

"In view of performing the scope of this Services Agreement concluded with the non-executive directors, the director will fulfil all actions required for the management of the Company's assets in its interest in order to perform its business object and will perform the duties established in its care by the Legal Framework, Articles of Incorporation, Regulation of the Board of Directors and this Services Agreement in view of attaining the performance targets and criteria required for fulfilling/achieving the items of the Strategic Plan of the Board of Directors of Electrica SA for the period 2015-2018, along with the other members of the Board of Directors."
3. **Approving the empowering of a representative of the shareholders to sign the Addenda to the services agreements, as per item 2 above.**
4. **Approving the remuneration of the members of the Board of Directors of Electrica and empowering the secretary of the meeting elected from the shareholders to sign the addenda to the management agreements to reflect this amendment.**
5. **Approving the general limits of the remuneration of the managers having a mandate agreement with Electrica.**
6. **Setting the registration date as 24 July 2015, should the resolution be taken at the first calling, and 27 July 2015, should the resolution be taken at the second calling, for the purpose of identifying the shareholders with respect to whom the effects of the resolution of the OGMS apply as per Article 238 of Law No. 297/2004 on capital markets.**



7. **Empowering the Chairman of the Board of Directors, the secretary of the meeting and the technical secretary to jointly sign the OGMS resolutions, and to perform individually and not jointly any act or formality required by law for their registration and publication in the Commercial Registry Office of the Bucharest Tribunal.**

The agenda of the EGMS will be the following:

1. **Approving the annual investment plan consolidated at Electrica's group level (CAPEX plan) for the financial year 2015.**
2. **Approving the amendment of the articles of association of Electrica Furnizare S.A., by amendment of Annex no. 1 to the Articles of association of Electrica Furnizare SA, as follows:**

- **Removal of the points from the Annex 1 regarding the following works sites:** (1) Item 67 from Annex 1 to the AoA: "Casieria Sarmasag - Address: Sarmasag, jud. Salaj, Str. Primaverii nr.35"; (2) Item 70 from Annex 1 to the AoA: "Cashier's office Cehu Silvaniei - Address: Cehu Silvaniei, jud. Salaj, Str. Eroilor nr.2, bl. FRE"; (3) Item 74 from Annex 1 to the AoA: "Cashier's office Somcuta Mare - Address: Somcuta Mare, jud. Maramures, Str. Republicii nr.15A"; (4) Item 38 from Annex 1 to the AoA: "Cashier's office Marasesti - Address: Marasesti, jud. Vrancea, Str. Doinei, Bl. T2, ap.1, cod postal 625200; (5) Item 32 from Annex 1 to the AoA: "Cashier's office Odobesti - Address: Odobesti, jud. Vrancea, Str. Muncii nr.6, cod postal 625300"; (6) Item 48 from Annex 1 to the AoA: "Cashier's office Slanic - Address: Slanic, jud. Prahova, Str. Smardan nr.33, cod postal 106200"; (7) Item 23 from Annex 1 to the AoA: "Cashier's office Exterior - Address: Galati, jud. Galati, Str. Basarabiei nr.47, Bl. A10A, sc.1, cod postal 800150"; (8) Item 65 from Annex 1 to the AoA: "Cashier's office Simleul Silvaniei - Address: Simleul Silvaniei, jud. Salaj, Str. Tudor Vladimirescu nr. 45"; (9) Item 71 from Annex 1 to the AoA: "Cashier's office Sanmihaiul Almasului - Address: Sanmihaiul Almasului, jud. Salaj, Str. Sanmihaiul Almasului nr.96"; (10) Item 72 from Annex 1 to the AoA: "Cashier's office Exterior - Address: Ileanda, jud. Salaj, Str. S. Barnutiu nr.106"; (11) Item 75 from Annex 1 to the AoA: "Cashier's office Cavnic - Address: Cavnic, jud. Maramures, Str. 1 Mai nr.4/3"; (12) Item 76 from Annex 1 to the AoA: "Cashier's office Seini - Address: Seini, jud. Maramures, Str. Cuza Voda nr.13"; (13) Item 77 from Annex 1 to the AoA: "Cashier's office Baia Sprie - Address: Baia Sprie, jud. Maramures, Str. Microraiion Vest"; (14) Item 96 from Annex 1 to the AoA: "Cashier's office Valea lui Mihai - Address: Valea lui Mihai, jud. Bihor, Str. Republicii nr.15"; (15) Item 105 from Annex 1 to the AoA: "Cashier's office Memorandumului - Address: Cluj-Napoca, jud. Cluj, Str. Memorandumului nr. 27"; (16) Item 111 from Annex 1 to the AoA: "Cashier's office Aghires - Address: Aghiresu, jud. Cluj, Str. Fabricii nr.330"; (17) Item 127 from Annex 1 to the AoA: "Cashier's office Prejmer - Address: Prejmer, jud. Brasov, Str. Str. Mare nr.889"; (18) Item 149 from Annex 1 to the AoA: "Cashier's office Targu Mures - Address: Targu Mures, jud. Mures, Str. Str. Pandurilor nr.76/1"; (19) Item 129 from Annex 1 to the AoA: "Cashier's office Zarnesti - Address: Zarnesti, jud. Brasov, Str. Mitropolit I. Metianu nr.35"; (20) Item 133 from Annex 1 to the AoA: "Cashier's office Feldioara - Address: Feldioara, jud. Brasov, Str. Octavian Goga nr.36"; (21) Item 144 from Annex 1 to the AoA: "Cashier's office Balan - Address: Balan, jud. Harghita, Str. 1 Decembrie nr.28/A"; (22) Item 159 from Annex 1 to the AoA: "Cashier's office Cisnadia - Address: Cisnadia, jud. Sibiu, Str. Tg. Cailor, fn"; (23) Item 165 from Annex 1 to the AoA: "Cashier's office Copsa-Mica - Address: Copsa-Mica, jud. Sibiu, Str. Salcamilor nr.25"; (24) Item 166 from Annex 1 to the AoA: "Cashier's office Dumbraveni - Address: Dumbraveni, jud. Sibiu, Str. Garii nr.7"; (25) Item 162 from Annex 1 to the AoA: "Cashier's office Ocna-Sibiului - Address: Ocna-Sibiului, jud. Sibiu, Str. M. Viteazu nr.19"; (26) Item 148 from Annex 1 to the AoA: "Cashier's office Targu Mures - Address: Targu Mures, jud. Mures, Bd. 1848 nr. 46 ap.1";



- **Changing points in Annex 1, which will read as follows, on the following points this way:** (1) For item 31 from Annex 1 to the AoA: “Work site, intended for office use – Address: Focsani, jud. Vrancea, Bd. Bucuresti nr.9, ap.1, cod postal 620144”; (2) For item 24 from Annex 1 to the AoA: “Work site, intended for office use – Address: Beresti, judet Galati Str.Trandafirilor nr.28, bloc F5, cod postal 805100”; (3) For item 78 from Annex 1 to the AoA: “Work site, intended for office use – Address: Ulmeni, jud. Maramures, Str.Unirii nr.32”; (4) For item 80 from Annex 1 to the AoA: “Work site, intended for office use – Address: Viseu de Sus, jud. Maramures, Str.Randunelelor nr.3”;

as well as empowering the General Manager of Electrica (who has a right to sub-delegate) to participate and vote in the general meeting of shareholders of Electrica Furnizare S.A. (i) the aspects mentioned above, (ii) the empowerment of the general manager of Electrica Furnizare S.A. (who has a right to sub-delegate) for signing the updated articles of association which reflect the said amendment and for fulfilling all formalities for the registration with the Commercial Registry of the resolutions passed in this respect.

3. **Approving (a) the amendment of art. 3, paragraph (2) of the articles of association of Filiala de Întreținere și Servicii Energetice “Electrica Serv” S.A., which shall have the following content:**

“Electrica Serv S.A. can incorporate secondary headquarters, subsidiaries, agencies and other work sites, with no legal personality, within the country or abroad, according to art. 15, paragraph (5), let. l) of this articles of association.”

as well as (b) empowering the General Manager of Electrica (who has a right to sub-delegate) to participate and vote in the general meeting of shareholders of Filiala de Întreținere și Servicii Energetice “Electrica Serv” S.A. (i) the aspects mentioned above, (ii) the empowerment of the general manager of Filiala de Întreținere și Servicii Energetice “Electrica Serv” S.A. (who has a right to sub-delegate) for signing the updated articles of association which reflect the said amendment and for fulfilling all formalities for the registration with the Commercial Registry of the resolutions passed in this respect and of the updated articles of association or any other documents necessary in this respect.

4. **Presentation of the elements of Electrica’s Board of Directors’ Strategic Plan for the period 2015-2018.**
5. **Setting the registration date as 24 July 2015, should the resolution be taken at the first calling, and 27 July 2015, should the resolution be taken at the second calling, for the purpose of identifying the shareholders with respect to whom the effects of the resolution of the EGMS apply as per Article 238 of Law No. 297/2004 on capital markets.**
6. **Empowering the Chairman of the Board of Directors, the secretary of the meeting and the technical secretary to jointly sign the EGMS resolutions, and to perform individually and not jointly any act or formality required by law for their registration and publication in the Commercial Registry Office of the Bucharest Tribunal.**



DETAILS ON THE OGMS AND THE EGMS

I. Information materials regarding the agenda

Starting with **8 June 2015** and up to the date set for the taking place of the OGMS and EGMS, respectively, the following documents, shall be made available to the shareholders, in Romanian and in English, in electronic format on the Company's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/>, and in hardcopy at the Company's Registry Desk located at its headquarters in Bucharest, 9 Grigore Alexandrescu Street, sector 1, which is open from Monday to Thursday between 08:00-16:30 (Romanian time), and on Fridays between 08:00-14:00 (Romanian time):

- (a) the convening notice;
- (b) the total number of shares and the voting rights at the calling date;
- (c) the full text of the draft resolutions proposed to be adopted by the OGMS and EGMS, respectively;
- (d) the form of special powers of attorney to be used for voting by representative;
- (e) the voting ballot form for the vote by correspondence;
- (f) the documents to be presented to the OGMS and EGMS, respectively;
- (g) other information/documents regarding the items included on the agenda.

The documents mentioned at points (a), (c), (d) and (e) shall be updated and republished, should new items be added to the agenda.

In order to obtain hard copies of these documents, shareholders must address requests in writing in this regard at the Company's Registry Desk or to the email address ir@electrica.ro, so that these are received by the Company starting with **16:30 (Romanian time)** on **8 June 2015**, and the Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within maximum 2 business days of the request.

II. Questions regarding the agenda/the Company's activity

The Company's shareholders, subject to fulfilling the identification requirements set out below, may ask questions in writing, in Romanian or in English, regarding the items on the agenda of the OGMS or EGMS/ the Company's activity, prior to the date of the OGMS and of the EGMS, respectively. These questions shall be addressed to the Company's Board of Directors and shall be sent either (i) in hardcopy, at the Company's Registry Desk (in person or by any courier, with confirmation of receipt), or (ii) via e-mail, with incorporated extended electronic signature, as per Law 455/2001 on the electronic signature, at ir@electrica.ro, so as to be received by the Company until **8 July 2015, 16:30 o'clock (Romanian time)**, stating clearly in writing in capital letters: "**QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE ORDINARY/EXTRORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 9 JULY 2015**".

As regards questions addressed in hardcopy, they must be signed and stamped, as the case may be, by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

The Company shall answer these questions during the OGMS or EGMS meetings, respectively, and it may give a general answer to questions with the same content. An answer is also considered given if the relevant information is available on the Company's website, at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/>.



The identification requirements applicable to the shareholders that are natural persons and/or their proxy and/or to the legal representative/proxy of the shareholders that are legal persons and who address questions regarding the items on the agenda of the OGMS and/or the EGMS/ the Company's activity are:

(a) for **shareholders that are natural persons:**

- (i) to be accompanied by a copy of the shareholder's identification document (ID for Romanian citizens or passport for foreign citizens), allowing their identification in the Company's shareholders' register held by SC Depozitarul Central SA;
- (ii) the acknowledgement of the proxy capacity shall be based on the special power-of-attorney/general power-of-attorney issued by the shareholder, the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer;
- (iii) copy of de identification document of the proxy or the representative of the proxy that are natural persons (ID for Romanian citizens or passport for foreign citizens),

AND

(b) for **shareholders that are legal persons** through:

- (i) ascertaining certificate, in original or certified copy, issued by the Commercial Registry or any other document, in original or certified copy, issued by a competent authority in the state in which the shareholder is legally incorporated, not older than 3 (three) months before the date when this convening notice has been published, allowing its identification in the Company's shareholders' register held by Depozitarul Central SA;
- (ii) acknowledgement/confirmation of the legal representative capacity shall be based on the list of shareholders on the Reference Date, received from Depozitarul Central SA; nevertheless, if the shareholder/ the person having this obligation has not timely informed Depozitarul Central SA with respect to its legal representative (so that the shareholders' register reflects this on the Reference Date), then the ascertaining certificate/the similar documents mentioned above must prove the legal representative capacity of the legal person shareholder or, in the case of the Romanian State, a copy of the document proving the legal representative capacity of the one showing it;
- (iii) acknowledgement of the representative/proxy capacity shall be based on the power of attorney issued by the shareholder or based on the general power of attorney (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer) or, in the case of shareholders that are international organizations, based on a special or general power of attorney (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer) granted under the standard procedure used by that organization;
- (iv) copy of the identification document of the legal representative/proxy (ID for Romanian citizens or passport for foreign citizens).

The documents certifying the capacity of the legal representative that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorised translator in Romanian and/or in English.



III. The right of shareholders to add new items on the EGMS and OGMS agenda

Shareholders representing, individually or together, at least 5% of the Company's share capital are entitled, within no more than 15 days from the publication of the OGMS and EGMS convening notice, respectively, to request in writing that new items are added on each of the general meetings' agenda.

These requests made by the shareholders must fulfil the following cumulative conditions:

- (a) to be accompanied by documents evidencing the fulfilment of the identification requirements mentioned in section II (*Questions regarding the agenda/the Company's activity*) above, applicable both to the shareholders that are natural persons and/or to the legal representative/proxy of the shareholders that are legal persons and that address questions regarding the items on the agenda of the EGMS and/or the OGMS, and that shall be sent to the Company as per the provisions of letter (c) below. For this purpose, the Company may require that the respective person provides the account statement evidencing its shareholder status and the number of shares owned;
- (b) each new item to be accompanied by a justification or by a draft resolution proposed to be adopted by the OGMS or the EGMS to which it refers, respectively. Those shareholders are also entitled to present in writing draft resolutions for the items included or proposed to be included on the agenda of the OGMS/EGMS;
- (c) to be addressed to the Company's Board of Directors and sent in writing, within the legal deadline, either (i) in hardcopy, at the Company's Registry Desk (in person or by any form of courier, with confirmation of receipt), or (ii) via e-mail, with incorporated extended electronic signature, as per Law 445/2001 on the electronic signature, at ir@electrica.ro, so as to be received by the Company until **8 June 2015, 16.30 o'clock (Romanian time)**. Both means of transmission must state clearly in writing in capital letters: "*PROPOSAL OF NEW ITEMS ON THE AGENDA – FOR THE ORDINARY/EXTRORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 9 JULY 2015*".
- (d) for the questions sent in hardcopy, they must be signed and stamped, as the case may be, by the shareholders that are natural persons or by the legal representatives of the shareholders that are legal persons.

The documents justifying the proposals for the introduction of new items on the agenda and the corresponding draft resolution, as well as the updated convening notice, will be available to the shareholders, as of **10 June 2015, 16:30 o'clock (Romanian time)**, at the Company's Registry Desk, as well as on the Company's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/> and the updated convening notice will be published in the *Official Gazette* of Romania/ a widespread daily newspaper in accordance with the legal provisions.

IV. Participation of the shareholders to the OGMS/EGMS meeting

The shareholders registered on the Reference Date in the Company's shareholders' register kept by SC Depozitarul Central SA may attend the OGMS and EGMS and vote:

- in person by direct vote;
- through a representative with a special or general power of attorney (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer);
- by correspondence.



(a) **Voting in person**

In case of voting in person, the shareholders that are natural persons and the shareholders that are legal persons shall be entitled to participate in the OGMS and EGMS by the mere proof of their identity, as follows:

- (a) for **shareholders that are natural persons** – on the basis of the shareholder’s identification document (ID for Romanian citizens or passport for foreign citizens), allowing their identification in the Company’s shareholders’ list on the Reference Date issued by SC Depozitarul Central SA; and
- (b) for **shareholders that are legal persons** through:
 - (i) ascertaining certificate, in original or certified copy, issued by the Commercial Registry or any other document, in original or certified copy, issued by a competent authority in the state in which the shareholder is legally incorporated, not older than 3 (three) months before the date when this convening notice has been published, allowing its identification in the Company’s shareholders’ list on the Reference Date issued by Depozitarul Central SA;
 - (ii) acknowledgement/confirmation of the legal representative capacity shall be based on the list of shareholders on the Reference Date, received from Depozitarul Central SA; nevertheless, if the shareholder/the person who has that obligation has not timely informed Depozitarul Central SA of its legal representative (so that the shareholders’ register reflects this on the Reference Date), then the ascertaining certificate/the similar documents mentioned above must prove the legal representative capacity of the legal person shareholder, or, in the case of the Romanian State or of international organizations, a copy of the document proving the legal representative capacity of that representative;
 - (iii) the identification document of the legal representative (ID for Romanian citizens or passport for foreign citizens).

The documents certifying the capacity of the legal representative that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorised translator in Romanian and/or in English.

(b) **Voting through a representative with a special or a general power of attorney**

The representation of shareholders in the OGMS and/or the EGMS may be done through a representative/proxy, who may be another shareholder or a third party, by filling in and signing the form for the special power of attorney. A shareholder may also grant a valid general power of attorney for a period **that shall not exceed 3 years**, allowing its representative to vote in all matters debated by the OGMS and/or EGMS, including the acts of disposal, under the condition that the power of attorney is granted by the shareholder, as client, to an intermediary, as defined in the capital market legislation, or to a lawyer.

A shareholder may appoint only one person to represent it at the OGMS and EGMS meeting, respectively. Nevertheless, a shareholder may appoint by power of attorney one or more substitute representatives to ensure its representation in the OGMS/EGMS in case the appointed representative is unable to fulfil its mandate. If by the power of attorney more substitute representatives are appointed, the shareholder shall determine the order in which they will exercise their mandate.

The special or general powers of attorney, filled in and signed by the shareholders, shall be submitted in writing either (i) in original (in what concerns the special power of attorney) or in copy containing the mention of its conformity with the original under the representative’s signature (in

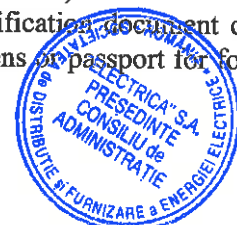


what concerns the general power of attorney) in hardcopy at the Company's Registry Desk at the Company's headquarters (in person or by courier service, with confirmation of receipt), or (ii) via e-mail, with incorporated extended electronic signature, as per Law 445/2001 on the electronic signature, at ir@electrica.ro, so as to be received until **7 July 2015, 10:00 o'clock (Romanian time)** for the powers of attorney corresponding to the OGMS and, respectively, until **7 July 2015 12:00 o'clock (Romanian time)** for the powers of attorney corresponding to the EGMS, namely at least 48 hours before the OGMS and EGMS, respectively, take place, under penalty of losing the right to vote in the OGMS and EGMS, respectively. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: "**POWER OF ATTORNEY – FOR THE ORDINARY/EXTRORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 9 JULY 2015**".

For identification purposes, the special power of attorney shall be accompanied by the following documents:

- (a) for **shareholders that are natural persons** – copy of the shareholder's identification document (ID for Romanian citizens or passport for foreign citizens), allowing their identification in the Company's shareholders' list on the Reference Date issued by SC Depozitarul Central SA and copy of the representative's identification document (ID for Romanian citizens or passport for foreign citizens);
- (b) for **shareholders that are legal persons** through:
 - (i) ascertaining certificate, in original or certified copy, issued by the Commercial Registry or any other document, in original or certified copy, issued by a competent authority in the state in which the shareholder is legally incorporated, no more than 3 (three) months before the date when this convening notice has been published, allowing its identification in the Company's shareholders' list on the Reference Date issued by Depozitarul Central SA or, in the case of the Romanian State, a copy of the document proving the legal representative capacity of the one showing it or, in the case of shareholders that are international organizations, a special power of attorney granted under the standard procedure used by that organization and according to the law;
 - (ii) copy of the identification document of the legal representative/proxy that is a natural person (ID for Romanian citizens or passport for foreign citizens) or, in case the legal representative/proxy is a legal person, copy of the identification document of the legal person's legal representative (ID for Romanian citizens or passport for foreign citizens) *together* with the ascertaining certificate, in original or certified copy, issued by the Commercial Registry or any other document, in original or certified copy, issued by a competent authority in the state in which the legal representative/proxy that is a legal person is legally incorporated, ascertaining the existence of the legal person and the name/capacity of the legal representative, issued no more than 3 (three) months before the date when this convening notice has been published.

To ensure verification, it is sufficient to submit in original (in what concerns the special power of attorney) or in copy containing the mention of its conformity with the original under the representative's signature (in what concerns the general power of attorney) at the Company's Registry Desk at the Company's headquarters the power of attorney issued by the person registered as shareholder, accompanied by a copy of the identification document of the legal representative/proxy that is a natural person (ID for Romanian citizens or passport for foreign citizens) or in case the legal representative/proxy is a legal person, copy of the identification document of the legal person's legal representative (ID for Romanian citizens or passport for foreign citizens).



The general power of attorney granted by a shareholder, as client, to an intermediary, as defined in the capital market legislation, or to a lawyer, shall be valid without presenting other additional documents relating to that shareholder, if the special power of attorney is drafted according to Regulation no. 6/2009 regarding the exercise of certain rights of shareholders in general meetings of companies, is signed by the shareholder in question and is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer that has received the mandate by the general power of attorney, evidencing that: (i) the power of attorney is granted by that shareholder, as client, to the intermediary, as defined in the capital market legislation, or to the lawyer, as the case may be, and (ii) the general power of attorney is signed by the shareholder, inclusively by adding an extended electronic signature, if the case.

The documents certifying the capacity of the legal representative that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorised translator in Romanian and/or in English.

The special and general powers of attorney are valid both for the first OGMS and EGMS and the second OGMS and EGMS, should the legal and/or statutory quorum provided for holding the first OGMS/EGMS not be met.

The special or, as the case may be, general powers of attorney or the documents attesting the capacity of the legal representatives shall be retained by the Company and a mention in this regard shall be made in the minutes of the meeting.

The shareholders cannot be represented in the OGMS and/or the EGMS through a general power of attorney by a person that is in a situation of conflict of interests according to art. 243, paragraph (6⁴) of Law 297/2004 regarding capital markets.

The proxy cannot be substituted by another person. If the proxy is a legal person, it may execute the granted proxy through any person that is part of the administrative or management body or of its employees.

The special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer and the general power of attorney provided above must be submitted to the Company in original, respectively in copy containing the mention of its conformity with the original under the proxy's signature, for the general power of attorney, at the Company's Registry Desk at the Company's headquarters (in person or by courier service, with confirmation of receipt), at least 48 hours before the OGMS and EGMS, respectively, take place, signed and, if the case, stamped, without any further formalities in connection with the form of these documents.

The special power of attorney form:

- (a) shall be made available to the shareholders by the Company as of 8 June 2015, on the Company's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/>;
- (b) the special power of attorney form shall be updated by the Company should there be new items added on the agenda of the OGMS and/or EGMS, and the updated version shall be published on the Company's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/>. In case the agenda is supplemented/updated and the shareholders do not send updated special powers of attorney, the powers of attorney submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that are also found on the updated agenda;
- (c) shall be filled in by the shareholder in three (3) originals: one for the shareholder, one for the proxy, and one for the Company.



The Company accepts the appointment of representatives by electronic notification sent to the e-mail address ir@electrica.ro according to Law No. 455/2001 on the electronic signature. In this case the power of attorney shall be submitted by extended electronic signature.

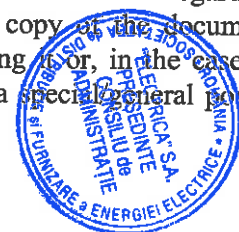
(c) Voting by correspondence

Casting the shareholders' vote in the OGMS and/or the EGMS may also be done by correspondence, by duly filling in, signing, and transmitting the voting ballot form for voting by correspondence.

The voting ballot forms for voting by correspondence, filled in and signed by the shareholders, or as the case may be, by their proxy, shall be submitted in writing either (i) in original, in hardcopy at the Company's Registry Desk at the Company's headquarters (in person or by courier service, with confirmation of receipt), or (ii) via e-mail, with incorporated extended electronic signature, as per Law 455/2001 on the electronic signature, at ir@electrica.ro, so as to be received until **7 July 2015, 10:00 o'clock (Romanian time)** for the voting ballot forms corresponding to the OGMS and, respectively, until **7 July 2015, 12:00 o'clock (Romanian time)** for the voting ballot forms corresponding to the EGMS, namely at least 48 hours before the OGMS and EGMS, respectively, take place, under penalty of losing the right to vote in the OGMS and EGMS, respectively. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: *"VOTING BALLOT FORMS FOR VOTING BY CORRESPONDENCE – FOR THE ORDINARY/EXTRORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 9 JULY 2015"*.

The voting ballot forms shall be accompanied by the following documents:

- (a) for **shareholders that are natural persons** – copy of the shareholder's identification document (ID for Romanian citizens or passport for foreign citizens), allowing their identification in the Company's shareholders' list on the Reference Date issued by SC Depozitarul Central SA;
- (b) for **shareholders that are legal persons** through:
 - (i) ascertaining certificate, in original or certified copy, issued by the Commercial Registry or any other document, in original or certified copy, issued by a competent authority in the state in which the shareholder is legally incorporated, not older than 3 (three) months before the date when this convening notice has been published, allowing its identification in the Company's shareholders' list on the Reference Date issued by Depozitarul Central SA;
 - (ii) acknowledgement/confirmation of the legal representative capacity shall be based on the list of shareholders on the Reference Date, received from Depozitarul Central SA; nevertheless, if the shareholder/the person who has that obligation has not timely informed Depozitarul Central SA of its legal representative (so that the shareholders' register reflects this on the Reference Date), then the ascertaining certificate/the similar documents mentioned above must prove the capacity of the legal representative of the legal person shareholder;
 - (iii) acknowledgement of the representative/proxy capacity shall be based on the power of attorney issued by the shareholder which shall be submitted to the Company according with the provisions of art. 243 paragraph (6³) of Law 297/2004 regarding capital markets or, in the case of the Romanian State, a copy of the document proving the legal representative capacity of the one showing it or, in the case of shareholders that are international organizations, based on a specific general power



of attorney granted under the standard procedure used by that organization and according to the law;

- (iv) copy of the identification document of the legal representative/proxy (ID for Romanian citizens or passport for foreign citizens).

The documents certifying the capacity of the legal representative that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorised translator in Romanian and/or in English.

The voting ballot forms for voting by correspondence thus received are valid both for the first OGMS and EGMS and the second OGMS and EGMS, should the legal and/or statutory quorum conditions provided for holding the first OGMS/EGMS not be met.

The voting ballot form for voting by correspondence, in writing, must be submitted to the Company, in original at the Company's Registry Desk at the Company's headquarters (in person or by courier service, with confirmation of receipt), at least 48 hours before the OGMS and EGMS, respectively, take place, signed and, if the case, stamped, without any further formalities in connection with the form of these documents.

The voting ballot form for voting by correspondence:

- (a) shall be made available to the shareholders by the Company as of 8 June 2015, on the Company's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/>;
 - (b) shall be updated by the Company, should there be new items added on the agenda of the OGMS and/or EGMS, and the updated version shall be published on the Company's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/>. In case the agenda is supplemented/updated and the shareholders, or, as case, their proxy, do not send updated voting ballot forms for voting by correspondence, the voting ballot forms for voting by correspondence submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that are also found on the updated agenda.
- (d) The shareholders access in the meeting room, on the date set for holding the meeting, is allowed:**
- (i) as regards shareholders that are natural persons or the legal representative of the shareholders that are legal persons, though the simple proof of identity, which consists of presenting in original the identification document, and (ii) as regards shareholders that are legal persons and of shareholders that are natural persons and participate by representative, through the power of attorney given to the person that represents them and presenting in original the identification document of the legal representative/proxy.

The verification and validation of the submitted special/general powers of attorney, as well as the centralization, verification, validation, and recording of votes by correspondence shall be made by a commission established within the Company, the members of which shall keep safe the document and ensure confidentiality of the votes casted as such. The powers of attorney shall be also verified by the secretariat / the technical secretary of the OGMS/EGMS.



Additional information regarding the OGMS or, as the case may be, the EGMS, may be obtained from the Secretariat of the Board of Directors, at the telephone number: 021.208.50.40, as well as on the Company's website at <http://www.electrica.ro/en/general-meeting-of-shareholders-as-of-July-9th-2015/>.

9 June 2015

CHAIRMAN OF THE BOARD OF DIRECTORS

Victor Clonca

