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CIF: RO 13267221, J40/7425/2000
Capital social: 3.459.399.290 RON
www.electrica.ro

"ELECTRICA" S.A.
SECRETARIAT CONSILIUL
DE ADMINISTRATIE
Nr. 9900/2921/10.02.2016



CONVENING NOTICE

**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AND THE
ORDINARY 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 10 February 2016,

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 Extraordinary General Meeting of Shareholders (EGMS) and the Company's Ordinary General Meeting of Shareholders (OGMS) on **31 March 2016**, as follows:

- EGMS starting at **10:00 o'clock (Romanian time)**, in Bucharest, sector 1, 1A Ștefan cel Mare Road, postal code 011736, Conference Room (FISE Electrica Serv SA headquarters).
- OGMS starting at **13:00 o'clock (Romanian time)**, in Bucharest, sector 1, 1A Ștefan cel Mare Road, postal code 011736, Conference Room (FISE Electrica Serv SA headquarters).

Should the legal and/or statutory quorum for convening the EGMS/OGMS not be met on the date mentioned above as the date of the first calling, a second EGMS, respectively a second OGMS shall be convened and established for **1 April 2016**, having the same agenda, as follows:

- EGMS 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.
- OGMS starting at **13:00 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 Depozitarul Central S.A. at the end of the day on 3 March 2016 (*Reference Date*) have the right to attend and cast their votes in the EGMS and/or OGMS. Should there be a second calling of the EGMS, the Reference Date remains the same.

The agenda of the EGMS will be the following:

1. **Approval of the appointment of the General Manager of Electrica as representative of Electrica in the General Meeting of Shareholders of the subsidiaries of Electrica, being thus empowered to participate in the General Meeting of Shareholders, to vote as indicated by the General Meeting of Shareholders or the Board of Directors of Electrica (as the case may be) and to sign any necessary documents regarding such participation, having the possibility to sub-delegate his powers.**
2. **Approval of the annual consolidated investment plan at the level of the Electrica group (CAPEX plan) corresponding to the fiscal year 2016.**
3. **Approval of the income and expenses budget corresponding to the fiscal year 2016 of Filiala de Distribuție a Energiei Electrice "Electrica Distribuție Transilvania. Sud" - S.A.**
4. **Approval of the income and expenses budget corresponding to the fiscal year 2016 of Filiala de Distribuție a Energiei Electrice "Electrica Distribuție Transilvania Nord" - S.A.**
5. **Approval of the income and expenses budget corresponding to the fiscal year 2016 of Filiala de Distribuție a Energiei Electrice "Electrica Distribuție MunteniaNord" - S.A.**
6. **Approval of the income and expenses budget corresponding to the fiscal year 2016 of Electrica Furnizare S.A.**
7. **Approval of the income and expenses budget corresponding to the fiscal year 2016 of Filiala de Întreținere și Servicii Energetice "Electrica Serv" S.A.**
8. **Approval of the initiation of the share capital increase operation of Electrica S.A. by contribution in kind with the value of three plots of land (15,614.06 sq.) and of the appointment by the Commercial Registry Office of the Bucharest Tribunal of an authorized evaluator to evaluate said plots of land.**
9. **Approval of the financial statements corresponding to the fiscal year 2014 of Servicii Energetice Muntenia S.A., based on the reports presented by the directors and the financial auditor.**
10. **Setting the date of 15 April 2016, should the resolution be taken at the first calling, or 18 April 2016, should the resolution be taken at the second calling, as registration date, 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.**
11. **Empowerment of the President of the Board of Directors, the secretary of the meeting and the technical secretary, to jointly sign the EGMS resolution, and to perform individually and not jointly any act or formality required by law for its registration and publication in the Commercial Registry Office of the Bucharest Tribunal.**

The agenda of the OGMS will be the following:

1. **Approval of the income and expenses budget of Electrica corresponding to the fiscal year 2016 – at individual and consolidated levels.**
2. **Approval of the remuneration policy of the members of the Board of Directors of Electrica, applicable for the entire term of their mandate.**
3. **Approval of the framework management agreement to be concluded by Electrica with the members of the Board of Directors elected by the ordinary general meeting of shareholders dated 14 December 2015.**
4. **Empowerment of the representative of the Energy Ministry, present in the Ordinary General Meeting of Shareholders, to sign, in the name of the shareholders, the framework management agreements with the members of the Board of Directors.**
5. **Setting the date of 15 April 2016, should the resolution be taken at the first calling, or 18 April 2016, should the resolution be taken at the second calling, as registration date, 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.**
6. **Empowerment of the President of the Board of Directors, the secretary of the meeting and the technical secretary to jointly sign the OGMS resolution, and to perform individually and not jointly any act or formality required by law for its registration and publication in the Commercial Registry Office of the Bucharest Tribunal.**

DETAILS ON THE EGMS AND OGMS

I. Information materials regarding the agenda

Starting with 29 February 2016 and up to the date set for the taking place of the EGMS and OGMS, the following documents, shall be made available to the shareholders, in Romanian and in English, in electronic format on the Company's website at www.electrica.ro, *Investors section -> The General Meeting of Shareholders*, 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 EGMS and OGMS;
- (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 EGMS and OGMS;
- (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 if new items will 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 29 February 2016, 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 EGMS/OGMS 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 EGMS/OGMS / the Company's activity, prior to the date of the EGMS/OGMS. 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 courier services, 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 30 March 2016, 10:00 o'clock (Romanian time), stating clearly in writing in capital letters: "*QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 31 MARCH 2016*".

As regards questions addressed in hardcopy, they must be signed and stamped 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 EGMS/OGMS meeting 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 www.electrica.ro Investors section -> The General Meeting of Shareholders.

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 EGMS and/or OGMS / 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 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 the 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:

- (i) through 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, 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 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 EGMS/OGMS convening notice, respectively, to request in writing that new items are added on each of the general meeting's 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 OGMS, and that shall be sent to the Company as per the provisions of letter (c) below.**
- (b) each new item to be accompanied by a justification or by a draft resolution proposed to be adopted by the EGMS/OGMS to which it refers. 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 EGMS/OGMS;**



- (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 courier services, 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 **29 February 2016, 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 EXTRAORDINARY/ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 31 MARCH 2016**".
- (d) for the questions sent in hardcopy, they must be signed 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 **2 March 2016, 16:30 o'clock (Romanian time)**, at the Company's Registry Desk, as well as on the Company's website at www.electrica.ro *Investors section -> The General Meeting of Shareholders* and the updated convening notice will be published in the *Official Gazette* of Romania and a widespread daily newspaper in accordance with the legal provisions.

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

The shareholders registered on the Reference Date in the Company's shareholders' register kept by Depozitarul Central SA may attend the EGMS/OGMS 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 EGMS/OGMS 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 Depozitarul Central SA;
- (b) for **shareholders that are legal persons**:
- (i) through 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 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 EGMS/GMS 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 EGMS/OGMS, 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 EGMS or/and OGMS meeting. Nevertheless, a shareholder may appoint by power of attorney one or more substitute representatives to ensure its representation in the EGMS/OGMS 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 **29 March 2016, 10:00 o'clock (Romanian time)**- for EGMS, **13:00 o'clock (Romanian time)**- for OGMS, namely at least 48 hours before the EGMS/OGMS takes place, under penalty of losing the right to vote in the EGMS/OGMS. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: **"POWER OF ATTORNEY – FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 31 MARCH 2016"**.



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 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) through the Company's shareholders' register held 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 or any other document ascertaining the existence of the legal person and the name/capacity of the legal representative.

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 EGMS/OGMS and the second EGMS/OGMS, should the legal and/or statutory quorum provided for holding the first EGMS/OGMS 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 EGMS and/or OGMS 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 (except for the case when a substitute representative is appointed). 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 EGMS/OGMS takes place, signed, 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 29 February 2016, on the Company's website a www.electrica.ro Investors section -> *The General Meeting of Shareholders.*;
- (b) the special power of attorney form shall be updated by the Company if there would be new items added on the agenda of the EGMS and/or OGMS, and the updated version shall be published on the Company's website at www.electrica.ro Investors section -> *The General Meeting of Shareholders.* 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 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 **29 March 2016, 10:00 o'clock (Romanian time)**- for EGMS , respectively until **13:00 o'clock (Romanian time)** – for OGMS, namely at least 48 hours before the EGMS/OGMS takes place, under penalty of losing the right to vote in the EGMS/OGMS. 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 EXTRAORDINARY/ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 31 MARCH 2016"**.

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 Depozitarul Central SA;
- (b) for **shareholders that are legal persons through:**
 - (i) through 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 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 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 special/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 EGMS and OGMS and the second EGMS and OGMS, should the legal and/or statutory quorum conditions provided for holding the first EGMS/OGMS 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 EGMS respectively the OGMS takes place, signed 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 **29 February 2016**, on the Company's website at www.electrica.ro *Investors section -> The General Meeting of Shareholders*.
- (b) shall be updated by the Company if there would be new items added on the agenda of the EGMS and/or OGMS and the updated version shall be published on the Company's website at www.electrica.ro *Investors section -> The General Meeting of Shareholders*. 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 EGMS/OGMS.

Additional information regarding the EGMS/OGMS may be obtained from the Company Secretary, at the telephone number: 021.208.5038, from the Investors Relation Department, at the telephone number: 021.208.5035, through e-mail at ir@electrica.ro and on the Company's website at www.electrica.ro *Investors section -> The General Meeting of Shareholders*.

10 February 2016

CHAIRMAN OF THE BOARD OF DIRECTORS

Cristian Buşu

