

S.D.F.E.E. Electrica S.A.
Str. Grigore Alexandrescu nr.9, sector 1
010621, București
Tel: 0212085999, Fax: 0212085998
CIF: RO 13267221, J40/7425/2000
Capital social: 3.459.399.290 RON

S.D.F.E.E. Electrica S.A.
9, Grigore Alexandrescu Street, District 1
010621, Bucharest
Phone: 0212085999, Fax: 0212085998
CIF: RO 13267221, J40/7425/2000
Share Capital: 3.459.399.290 RON
www.electrica.ro



ELECTRICA S.A.
Direcția
Strategie & Guvernare Corporativă
Nr. *900-3777/23.02.2016*

DIRECTOR GENERAL / CHIEF EXECUTIVE OFFICER

Ioan ROSCA



NOTA

privind aprobarea AGEA ELSA a imputernicirii directorului general ELSA sa participe si sa voteze in AGA filialelor, avand dreptul de a sub-delega aceste puteri

NOTE

regarding the approval of ELSA's EGMS of ELSA CEO's empowerment to participate and to vote in the GMS of subsidiaries, with the possibility to sub-delegate these powers

Propunere

Supunem AGEA ELSA solicitarea sa aprobe desemnarea Directorului General al Electrica SA ca reprezentant al Electrica SA (ELSA) in Adunarea Generala a Actionarilor (AGA) a filialelor ELSA, fiind astfel imputernicit sa participe la Adunarea Generala a Actionarilor, sa voteze astfel cum va indica Adunarea Generala Extraordinara a Actionarilor ELSA sau Consiliul de Administratie al ELSA (dupa caz) si sa semneze orice documente necesare privind aceasta participare, avand dreptul de a sub-delega aceste puteri.

Proposal

We submit to ELSA's EGMS the request to approve the appointment of the CEO of Electrica SA (ELSA) as representative of Electrica in the General Meeting of Shareholders of ELSA's subsidiaries being thus empowered to participate in the General Meeting of Shareholders (GMS), to vote as indicated by ELSA's Extraordinary General Meeting of Shareholders or the ELSA's Board of Directors (as the case may be) and to sign any necessary documents regarding such participation, having the possibility to sub-delegate these powers.

Cadru general

Acest subiect a fost avizat de CA ELSA in 27.01.2016 prin Hotararea nr. 2/2016.

Background

This subject was endorsed by the ELSA's BoD on January, 27th 2016 through Decision no. 2/2016.

Votul ELSA in AGA filialelor este decis prin hotarare a AGEA ELSA pentru subiectele mentionate la art. 19 lit. A din statutul ELSA si prin hotarare a CA ELSA pentru subiectele mentionate la art. 19 lit. B din statutul ELSA .

ELSA vote in the subsidiaries' GMS is decided through ELSA's EGMS resolution for the topics mentioned in art. 19 letter A of ELSA's AoA and through the decision of ELSA' BoD for the topics mentioned in art. 19 letter B of ELSA's AoA.

Pentru aducerea la indeplinire a hotararilor AGEA si CA ELSA, in fiecare AGA a filialelor este mandatat cate un reprezentant ELSA care sa participe si sa voteze conform mandatelor AGEA sau CA ELSA.

For the fulfillment of ELSA' EGMS resolutions and ELSA's BoD decisions by each of the subsidiaries' GMS a representative of ELSA is mandated to attend and to vote in accordance with ELSA's EGMS or BoD mandates.



Justificare

Propunerea de mai sus este necesara in vederea obtinerii unui mandat general pentru directorul general al ELSA, astfel incat acest mandat sa nu fie solicitat la fiecare AGEA ELSA ce se pronunta asupra unor subiecte ce au legatura cu filialele.

Reasoning

The above proposal is necessary in order to obtain a general mandate for ELSA's CEO, to avoid requesting it in each ELSA EGMS with subsidiary related items on the agenda.

VIZAT / ENDORSED BY

Sef Serviciul Juridic / Head of Legal
Department
Stefania ANDRUHOVICI

A handwritten signature in blue ink, appearing to read 'SAG', with a vertical line below the 'A'.

Director Strategie și Guvernanta
Corporativa / Executive Manager of Strategy
and Corporate Governance
Alexandra BORISLAVSCHI

A handwritten signature in blue ink, appearing to read 'AB', with a vertical line below the 'A'.

Sef Serviciul Managementul Participatiilor /
Head of Management of Participations
Manuela ILIE

A handwritten signature in blue ink, appearing to read 'MILIE', with a vertical line below the 'M'.