

Avizat / Endorsed
 CEO
 Iuliana ANDRONACHE

[Signature]
 23.6.2016




NOTĂ / NOTE

AUTOR / AUTHOR	Numar /Number: 9900-11597/22.06.2016 Entitate / Entity: Financial Division			
1.Referitor la/ Referring to	Regarding: - the in kind share capital increase of Electrica SA with the value of the plots of land having a total surface area of 36,892.00 m ² ; - the request to the Trade Register Office to appoint an expert for the evaluation of the surface area of 36,892.00 m ² , in accordance with the provisions of art. 215 of the Companies law no. 31/1990, as amended and supplemented.			
2. Pentru / For		Aprobare / Approval	Avizare / Endorsement	Informare / Information
	CA / BoD		x	
	AGA/ GMS	x		

<p>3. Hotărârea propusă: - declansarea operatiunii de majorarea a capitalului social al Electrica SA cu valoarea terenurilor in suprafata totala de 36.892,00 mp; - solicitarea catre Oficiul Registrului Comertului de pe langa Tribunalul Bucuresti de numire a unui expert pentru evaluarea suprafetei de 36.892,00 mp, in conformitate cu prevederile art.215 din Legea societatilor nr.31/1990, cu modificarile si completarile ulterioare.</p>	<p>3. Proposed resolution draft - the in kind share capital increase initiation of Electrica SA by the value of the plots of land with a total surface area of 36,892.00 m²; - the request to the Trade Register Office to appoint an expert for the evaluation of the surface area of 36,892.00 m², in accordance with the provisions of art. 215 of the Companies law no. 31/1990, as amended and supplemented.</p>
<p>4. Baza legala: - Legea societatilor nr. 31/1991, cu modificarile si completarile ulterioare; - HG nr. 627/2000, privind infiintarea Electrica SA; - OG nr. 31/2004, privind unele măsuri pentru derularea procesului de privatizare a Societății Comerciale de Distribuție a Gazelor Naturale Distrigaz Sud - S.A. București și a Societății Comerciale de Distribuție a Gazelor Naturale Distrigaz Nord - S.A. Târgu Mureș, precum și a societăților comerciale filiale de distribuție și furnizare a energiei electrice. - HGR nr. 834/1991, actualizata, privind stabilirea si evaluarea terenurilor detinute de societatile comerciale cu capital de stat;</p>	<p>4. Legal background - Companies law no. 31/1991, as amended and supplemented; - GD no. 627/2000, regarding the founding of Electrica SA; - GO no. 31/2004, regarding certain measures applied for the progression of the process of privatization of the Natural Gas Distribution Company Distrigaz Sud - S.A. Bucharest and of the Natural Gas Distribution Company Distrigaz Nord - S.A. Târgu Mureș, as well as of the affiliate companies that distribute and supply electricity. - GD no. 834/1991, updated, regarding the determining and evaluation of plots of land held by state-owned enterprises;</p>

<p>- Criteriile nr. 2665/1C/311/1992 emise de Ministerul Finantelor si MLPAT, cu modificarile si completarile ulterioare;</p> <p>- HGR nr. 577/2002, privind aprobarea Normelor metodologice de aplicare a OUG nr.88/1997 privind privatizarea societatilor comerciale, cu modificarile si completarile ulterioare;</p> <p>- Legea nr. 107/2008 pentru modificarea art.6 din HG nr.834/1991;</p> <p>- Legea nr. 137/2002 privind unele masuri pentru accelerarea privatizarii;</p> <p>- Legea nr. 297/2004 privind piata de capital, cu modificarile si completarile ulterioare;</p> <p>- HGR nr. 85 din 06.03.2013, pentru aprobarea strategiei de privatizare prin ofertă publică de majorare a capitalului social prin aport de capital privat al Societății Comerciale de Distribuție și Furnizare a Energiei Electrice „Electrica” - S.A. București.</p> <p>- Regulamentul ASF nr.1/2006.</p>	<p>- Criteria no. 2665/1C/311/1992 issued by the Ministry of Finance and the MLPAT, as amended and supplemented;</p> <p>- GD no. 577/2002, regarding the approval of the Methodological norms for the application of GEO no. 88/1997 regarding the privatization of companies, as amended and supplemented;</p> <p>- Law no. 107/2008, for the amending of art.6 of GD no.834/1991;</p> <p>- Law no. 137/2002 regarding certain measures applied for the acceleration of privatization;</p> <p>- Law no. 297/2004 regarding the capital market, as amended and supplemented;</p> <p>- GD no. 85 of 06.03.2013, for the approval of the privatization strategy through public bid for the increase of the share capital through the contribution of private capital of Societății Comerciale de Distribuție și Furnizare a Energiei Electrice/Electricity Distribution and Supply Company “Electrica” - S.A. Bucharest.</p> <p>- The ASF Regulation no.1/2006.</p>
<p>5. Continut:</p> <p>Conform prevederilor legale, Societatea Energetica Electrica SA are obligatia de a-si majora capitalul social cu terenurile pentru care a obtinut Certificate de Atestare a Dreptului de Proprietate.</p> <p>In aceasta situatie se afla o suprafata de 36.892,00 mp, aferenta urmatoarelor terenuri:</p> <ul style="list-style-type: none"> ➤ „Teren Centrul Floresti”, situat in com.Floresti, str.Principala, nr.354, jud.Prahova, in suprafata de 27.232,20 mp, CADP seria M03 nr.12932/2014; ➤ „Teren Modul Exploatare Soveja”, situat in sat Dragosloveni, com Soveja, Jud.Vrancea, in suprafata de 3.419,00 mp, CADP seria M03 nr.12982/2014; ➤ „Teren Centrul Ploiesti”, situat in loc.Ploiesti, str.Mihai Bravu, nr.19, jud.Prahova, in suprafata de 3030,94/3209,86 mp, CADP seria M03 nr.13123/2014. <p>Avand in vedere faptul ca Electrica este o societate listata dual la bursa, operatiunii de majorare a capitalului social i se aplica si prevederile legislatiei pietei de capital. Astfel, potrivit prevederilor art. 240 (3) si (4) din Legea 297/2004 privind piata de capital, cu modificarile si completarile ulterioare, in cazul unei majorari de capital social cu aport in</p>	<p>5. Content</p> <p>According to legal provisions, Societatea Energetica Electrica SA has the obligation to increase the share capital with the plots of land for which it has obtained Land Ownership Certificates.</p> <p>This is the situation of a surface area of 36,892.00 m², pertaining to the following plots of land:</p> <ul style="list-style-type: none"> ➤ “Plot of land downtown Floresti”, situated in Floresti, str. Principala, nr. 354, Prahova County, with a surface area of 27,232.20 m², LOC series M03 no. 12932/2014; ➤ “Plot of land Operation Module Soveja”, situated in the village of Dragosloveni, com Soveja, Vrancea County, with a surface area of 3,419.00 m², LOC series M03 no.12982/2014; ➤ “Plot of land downtown Ploiesti”, situated in the town of Ploiesti, str. Mihai Bravu, nr.19, Prahova County, with a surface area of 3030.94/3209.86 m², LOC series M03 no.13123/2014. <p>Taking into account the fact that Electrica is a dual-listed company on the stock exchange, the provisions of the legislation of the capital market also apply to the operation to increase the share capital. Thus, according to the provisions of art. 240 (3) and (4) of Law 297/2004 regarding the capital market, as amended and supplemented, in</p>

<p>natura exista obligatia evaluarii acestuia de catre experti independenti, in conformitate cu art.210 din Legea societatilor nr.31/1990, cu modificarile si completarile ulterioare.</p> <p>Art.215 (1) si (3) din Legea societatilor nr.31/1990 prevede ca, in cazul in care majorarea capitalului social se face prin aport in natura, Adunarea Generala care a hotarat aceasta va propune judecatorului-delegat numirea unuia sau mai multor experti pentru evaluarea acestor aporturi. Acelasi articol prevede ca, dupa depunerea raportului de expertiza, Adunarea Generala Extraordinara convocata din nou, avand in vedere concluziile expertilor, poate hotara majorarea capitalului social.</p>	<p>the event of an in kind share capital increase it is mandatory for the contribution to be evaluated by independent experts, in accordance with art. 210 of the Companies law no. 31/1990, as amended and supplemented.</p> <p>Art. 215 (1) and (3) of the Companies law no. 31/1990 states that, if an in kind share capital increase is carried, the general shareholders meeting that has decided the increase will make a proposal to the judge-delegate regarding the appointing of one or more experts for the evaluation of these contributions. The same article states that, after the submission of the expert appraisal report, the Extraordinary General Meeting convened again, taking into account the conclusions of experts, can decide the increase of the share capital.</p>
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<p>Director Financiar / CFO Iuliana ANDRONACHE</p>	<p>Semnatura/ Signature  Iuliana Andronache</p>
<p>Avizatori/ Endorsement Sef Serviciul Juridic/ Head of legal, Stefania Andruhovici</p>	<p>Semnatura/ Signature </p>
<p>Autor / Author Sef Serviciul Administrarea Patrimoniului/ Head of the Patrimony Management Office, Nicoleta Ucidau</p>	<p>Semnatura/ Signature </p>