

**To: Bucharest Stock Exchange (BVB)**  
**Romanian Financial Supervisory Authority (ASF)**  
**London Stock Exchange (LSE)**

**Current report in compliance with the Law 24/2017 on issuers of financial instruments and market operations, the Romanian Capital Market Law no. 297/2004, CNVM Regulation no. 1/2006, and the Bucharest Stock Exchange Code**

Report date: **26 October 2017**

Company name: **Societatea Energetica Electrica S.A.**

Headquarters: **9 Grigore Alexandrescu Street, 1st District, Bucharest, Romania**

Phone/fax no: **004-021-2085999/ 004-021-2085998**

Fiscal Code: **RO 13267221**

Trade Register registration number: **J40/7425/2000**

Subscribed and paid in share capital: **RON 3,459,399,290**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB) and London Stock Exchange (LSE)**

### **Significant events to be reported:**

#### **The resolution of the Extraordinary Meeting of Shareholders of Societatea Energetica Electrica S.A. of 26 October 2017**

Electrica hereby informs that on 26 October 2017, the Extraordinary General Meeting of Shareholders took place at Electrica's headquarters in Bucharest, District 1, 9, Grigore Alexandrescu Street, postal code 010621, "Radu Zane" Conference Room, starting at 11.30 o'clock (Romanian time), being duly held in accordance with the legal and statutory provisions upon the first calling.

The **Extraordinary General Meeting of Shareholders** meeting was attended by the shareholders registered in the shareholder's register kept by the Central Depository on 27 September 2017, set as reference date, in person, by representative or through vote by correspondence, the quorum met being 75.435% of the total voting rights and 73.933% of the share capital of the Company.

The meeting was chaired by Mr. Cristian Bușu, as Chairman of the Board of Directors of Electrica.

Within the **Extraordinary General Meeting of Shareholders**, Electrica's shareholders **approved** with a majority of votes of at least 55% of the total number of voting rights (according to the Article of Association) the first item of the agenda:

**1. Approval of the acquisition by the Company of the following shares held by Fondul Proprietatea S.A. (the *Seller*) in Societatea de Distribuție a Energiei Electrice Muntenia Nord S.A., Societatea de Distribuție a Energiei Electrice Transilvania Nord S.A., Societatea de Distribuție a Energiei Electrice Transilvania Sud S.A. (the *Distribution Subsidiaries*) and Electrica Furnizare S.A. (the *Distribution Subsidiaries* and Electrica Furnizare S.A. are hereinafter collectively referred as the *Subsidiaries*), as follows:**

- 7,796,012 shares representing 21.9999696922382% of the share capital of Societatea de Distribuție a Energiei Electrice Muntenia Nord S.A., as well as all the other shares held by the Seller in Societatea de Distribuție a Energiei Electrice Muntenia Nord S.A., except for those mentioned below at item 4 let. b of the agenda, for a total price of RON 209,744,658.96; the Seller shall remain entitled to receive the dividend in respect of these shares for the financial year ending 31 December 2016;
- 8,167,803 shares representing 21.9999829770757% of the share capital of Societatea de Distribuție a Energiei Electrice Transilvania Nord S.A., as well as all the other shares held by the Seller in Societatea de Distribuție a Energiei Electrice Transilvania Nord S.A., except for those mentioned below at item 4 let. b of the agenda, for a total price of RON 201,702,420.05; the Seller shall remain entitled to receive the dividend in respect of these shares for the financial year ending 31 December 2016;
- 9,327,272 shares representing 21.9999745263433% of the share capital of Societatea de Distribuție a Energiei Electrice Transilvania Sud S.A., as well as all the other shares held by the Seller in Societatea de Distribuție a Energiei Electrice Transilvania Sud S.A., except for those mentioned below at item 4 let. b of the agenda, for a total price of RON 173,504,178.98; the Seller shall remain entitled to receive the dividend in respect of these shares for the financial year ending 31 December 2016;
- 1,366,402 shares representing 21.9998660431663% of the share capital of Electrica Furnizare S.A., as well as all the other shares held by the Seller in Electrica Furnizare S.A. (except for a number of 10 (ten) shares that will be acquired by Societatea Filiala de Întreținere și Servicii Energetice "Electrica Serv" S.A.), for a total price of RON 167,078,658.24; the Seller shall remain entitled to receive the dividend in respect of these shares for the financial year ending 31 December 2016.

At the same time, Electrica's shareholders rejected (needed approval by a majority of at least 55% of the total number of voting rights - according to the Articles of Incorporation of the Company), the item 2 on the agenda, namely

**2. Approval of the proposed tripartite sale purchase agreements for the acquisition of the Seller's shares in the Subsidiaries, as they will be made available to the shareholders, according to the law.**

Electrica shareholders **rejected** (subject to approval by majority of votes held by present or represented shareholders - in accordance with the Articles of Incorporation of the Company), item 3 of the agenda, namely:

**3. Empowerment of the general manager of the Company to negotiate and to sign, in the conditions set out in the documents made available for items 1-4 of the agenda, the tripartite sale purchase**

**agreements for the acquisition of the Seller's shares in the Subsidiaries, with the observance of item 1 above.**

At the same time, at the Extraordinary General Meeting of Shareholders, Electrica's shareholders **approved** the following items by a majority of the votes (at least 50% + 1) expressed by the shareholders present, represented or that voted by correspondence:

**4. Mandating the Company to grant a positive vote in the Distribution Subsidiaries' general meetings of shareholders (including, if necessary, by waiving the convening formalities) with regard to the transfer of the shares held by the Seller, as follows:**

(a) the transfer to the Company of the shares referred to in item 1 on the agenda of the EGMS meeting;

(b) the transfer of the remaining shares held by the Seller in the Distribution Subsidiaries, as follows (i) 10 (ten) shares, representing 0.0000282195174818077% of the share capital, held in Societatea de Distribuție a Energiei Electrice Muntenia Nord S.A. to Societatea de Distribuție a Energiei Electrice Transilvania Sud S.A., for the price of RON 269.04 (ii) 10 (ten) shares, representing 0.0000269350068519964% of the share capital, held in Societatea de Distribuție a Energiei Electrice Transilvania Nord S.A. to Societatea de Distribuție a Energiei Electrice Muntenia Nord S.A., for the price of RON 246.95, (iii) 10 (ten) shares, representing 0.0000235867191675586% of the share capital, held in Societatea de Distribuție a Energiei Electrice Transilvania Sud S.A. to Societatea de Distribuție a Energiei Electrice Transilvania Nord S.A., for the price of RON 186.02.

**5. Setting the date of 14 November 2017, 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 86 para. (1) of Law No. 24/2017 on the issuers of financial instruments and market operations.**

**6. 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 the registration of the resolution in the Commercial Registry Office of the Bucharest Tribunal, as well as for the publication of the EGMS resolution according to the law.**

In view of the rejection of the points 2 and 3 of the agenda of the Extraordinary General Meeting of Shareholders, taking into account the clarifications of the shareholders during the meeting as well as the legal provisions, the approval and execution of the contract with Fondul Proprietatea to carry out the transaction approved by shareholders on item 1 of the agenda of the Extraordinary General Meeting of Shareholders will be carried out by the competent bodies of the company.

**CEO,**

**Catalin STANCU**