

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

Current report in compliance with the Law 24/2017 on issuers of financial instruments and market operations, Regulation no. 5/2018 on issuers of financial instruments and market operations, and the Bucharest Stock Exchange Code

Report date: **5 March 2019**

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), London Stock Exchange (LSE)**

Significant events to be reported:

Convening of the Ordinary General Meeting of Shareholders and of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica S.A. on 25 April 2019

In compliance with the Companies Law no. 31/1990, Law no. 24/2017 on issuers of financial instruments and market operations and Regulation No. 5/2018 on issuers of financial instruments and market operations, Societatea Energetica Electrica S.A. (**Electrica** or the **Company**) convenes the Ordinary General Meeting of Shareholders (**OGMS**) on **25 April 2019, 10:00 o'clock (Romanian time)** and the Extraordinary General Meeting of Shareholders (**EGMS**) on **25 April 2019, 12:30 o'clock (Romanian time)**.

The information materials related to the agenda of Electrica's OGMS and EGMS shall be made available to the shareholders, in electronic format on the Company's website at www.electrica.ro, under the *Investors > General Meeting of Shareholders* section, and in hardcopy at Electrica's Registry Desk located at its headquarters, starting with **5 March 2019**, except for the materials for items 7, 8 and 10 on the OGMS agenda, which will be published on **14 March 2019**.

The convening of Electrica's OGMS and EGMS was approved in the Company's Board of Directors meeting dated **5 March 2019**. On 6 March 2019 the Convening Notice of the OGMS and EGMS will also be published in the Official Gazette of Romania, Part IV and in at least one national newspaper.

Attached: Convening Notice of the Ordinary General Meeting of Shareholders and of the Extraordinary General Meeting of Shareholders of Societatea Energetica Electrica SA on 25 April 2019.

**Chief Corporate Governance and M&A Officer
Alexandra BORISLAVSCHI**

CONVENING NOTICE

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AND OF THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**

SOCIETATEA ENERGETICA ELECTRICA S.A.

The Board of Directors of **SOCIETATEA ENERGETICA ELECTRICA S.A.** (hereinafter the **Company** or **Electrica**), headquartered in Bucharest, 9 Grigore Alexandrescu Str., district 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 **5 March 2019**,

according to the provisions of the Companies Law No. 31/1990, republished, as subsequently amended, Law No. 24/2017 on the issuers of financial instruments and market operations, Regulation No. 5/2018 on issuers of financial instruments and market operations 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 **25 April 2019**, as it follows:

- **OGMS** starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, *Radu Zane* conference room; and
- **EGMS** starting at **12:30 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Str., District 1, postal code 010621, *Radu Zane* conference room.

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 a second EGMS, respectively, shall be convened and established for **30 April 2019**, having the same agenda, as it follows:

- **OGMS** starting at **10:00 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Street, District 1, postal code 010621, *Radu Zane* conference room; and
- **EGMS** starting at **12:30 o'clock (Romanian time)**, at the Company's headquarters in Bucharest, 9 Grigore Alexandrescu Street, District 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 **27 March 2019 (Reference Date)** have the right to attend and cast their votes in the OGMS and respectively the EGMS. Should there be a second calling of the OGMS and respectively of the EGMS, the Reference Date remains the same.

The agenda of the OGMS will be the following:

- 1. Approval of the Individual Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2018, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, based on the Directors' Report for the year 2018 and the Independent Auditor's Report on the Individual Annual Financial Statements at the date and for the financial year ended 31 December 2018.**

2. **Approval of the Consolidated Annual Financial Statements of Electrica at the date and for the financial year ended 31 December 2018, prepared in accordance with the International Financial Reporting Standards adopted by the European Union, based on the Directors' Report for the year 2018 and the Independent Auditor's Report on the Consolidated Annual Financial Statements at the date and for the financial year ended 31 December 2018.**
3. **Approval of Electrica's Board of Directors proposal on the distribution of the net profit for the financial year 2018, the approval of the total gross dividend value of RON 247,506,015, of the gross dividend per share of RON 0.73 and of the date of payment of the dividends - 24 June 2019, as set out in the note to the shareholders.**
4. **Approval of the discharge of liability of the members of Electrica's Board of Directors for the financial year 2018.**
5. **Approval of the income and expenses budget of Electrica for financial year 2019, at individual level.**
6. **Approval of the income and expenses budget of Electrica for financial year 2019, at consolidated level.**
7. **Approval of the Remuneration Policy of the members of the Board of Directors of the Company as it will be made available to the shareholders, according to the law and its application starting with 1 May 2019.**
8. **Approval of the proposed Mandate Agreement for the members of the Board of Directors of Electrica, based on the Remuneration Policy of the members of the Board of Directors approved by the shareholders, as it will be made available to the shareholders, according to the law.**
9. **Empowerment of the representative of the Ministry of Energy, present in the OGMS, to sign, in the name of the Company, the Mandate Agreements with the members of the Board of Directors, according to item 8 above.**
10. **Approval of the remuneration limits of the Company's executive managers and their application starting with 1 May 2019.**
11. **Establishment of the date of 7 June 2019 as record date, the date on which the identification of the shareholders who will be affected by Electrica OGSM will take place, including the right to dividends, in conformity with art. 86 of Law no. 24/2017 on Issuers of Financial Instruments and Market Operations.**
12. **Establishment of the date of 6 June 2019 as ex date, the date on which financial instruments are traded without rights deriving from Electrica OGMS.**
13. **Information regarding the prescription of the shareholders' right to the dividends for the year 2014, according to the note that will be made available to the shareholders, according to the law.**
14. **Empowerment of the Chairman of the Meeting, of the secretary of the meeting and of the technical secretary to jointly sign the OGMS resolution and to perform individually and not jointly any act or formality required by law for the registration of the OGMS resolution with the Trade Register Office of the Bucharest Tribunal, as well as the publication of the OGMS resolution according to the law.**

The agenda of the EGMS will be the following:

1. **Approval of the initiation of the share capital increase operation of Electrica through in kind contribution, with a number of 9 (nine) plots of land with a total area of 55,524.46 sqm and of the request to appoint an expert evaluator by the Trade Register Office of Bucharest Tribunal to evaluate the land plots for the in kind contribution, according to the note that**

will be made available to the shareholders, according to the law.

2. **Approval of the delegation to the Board of Directors of Electrica, for a period of three years, of the powers to increase Electrica's share capital by no more than RON 18,000,000, up to the maximum value of RON 3,477,399,290, representing authorized share capital, representing (i) the in-kind contribution of the Romanian State, represented by the Ministry of Energy, as a result of obtaining the land ownership certificates of 9 (nine) plots of land and (ii) the cash contribution of the other shareholders, resulted from exercising their preference right, granted as a result of the in-kind contribution of the Romanian State through the Ministry of Energy, as well as the approval of mandating the Board of Directors of Electrica to take all measures in the name and on behalf of the Company, for initiating, carrying out and finalizing the share capital increase, according to the note that will be made available to the shareholders, according to the law.**
3. **Empowerment of the Chairman of the Meeting, of the secretary of the meeting and of 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 EGMS resolution with the Trade Register Office of the Bucharest Tribunal, as well as the publication of the EGMS resolution according to the law.**

DETAILS ON THE OGMS AND EGMS

I. The identification requirements applicable to the shareholders

The identification requirements applicable for the natural person shareholder and/or for his/her proxy and/or for the legal representative/proxy of the legal entity shareholder are:

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

- (i) to be accompanied by the shareholder's identification document or, as the case may be, 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;
 - the acknowledgement of the proxy capacity shall be based on the special power-of-attorney or the general power-of-attorney issued by the shareholder, or, in case the shareholder is being represented by a credit institution providing custody services, based on the voting instructions received by way of electronic communication means, without being necessary to issue a special power-of-attorney or a general one; the general power-of-attorney may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer; the general power-of-attorney will be accepted without requiring additional documents for identification, if the general power-of-attorney complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power-of-attorney , indicating that:
 - the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
 - the general power-of-attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The declaration signed and, as the case may be, stamped, will be sent in original together with the general power-of-attorney.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the OGMS/EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS/EGMS;
 - that the credit institution provides custody services to that shareholder.
- (ii) 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),
- (iii) in case of votes submitted by a legal person proxy: the proof of the natural person's capacity that represents the legal person proxy; the proof shall be made by an ascertaining certificate of the legal person representative (not older than 30 days at the date of the OGMS/EGMS)/documents similar to the ones mentioned above (not older than 30 days at the date of the OGMS/EGMS), or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the OGMS/EGMS).

AND

(b) for legal persons shareholders:

- (i) 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 (not older than 30 days at the date of the OGMS / EGMS)/documents similar to those mentioned above (not older than 30 days at the date of the OGMS / EGMS) 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 representing it;
- (ii) acknowledgement of the conventional representative/proxy capacity shall be based on the special power of attorney issued by the legal representative of the shareholder, identified according to letter (i) above or based on the general power of attorney issued by the legal representative of the shareholder (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, accompanied by all the supporting documents on the quality of the signatories; in case the shareholder is being represented by a credit institution providing custody services, based on the voting instructions received by way of electronic communication means, without being necessary to issue a special power-of-attorney or a general one; the general power-of-attorney will be accepted without requiring additional documents for identification, if the general power-of-attorney complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power-of-attorney, indicating that:
- the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
 - the general power-of-attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The declaration signed and, as the case may be, stamped, will be sent in original together with the general power-of-attorney.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the OGMS/EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS/EGMS;

- that the credit institution provides custody services to that shareholder.
- (iii) copy of the identification document of the legal representative/proxy (ID for Romanian citizens or passport for foreign citizens);
- (iv) in case of votes submitted by legal person proxy: the proof of the natural's person capacity that represents the legal person proxy; the proof shall be made by an ascertaining certificate of the legal person proxy (not older than 30 days at the date of the OGMS/EGMS)/ documents similar to those mentioned above (not older than 30 days at the date of the OGMS/EGMS) or by a power of attorney issued by the legal representative of the legal person proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the OGMS/EGMS).

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

II. Information materials regarding the agenda

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 -> General Meeting of Shareholders* and in hardcopy at the Company's Registry Desk located at its headquarters in Bucharest, 9 Grigore Alexandrescu Street, District 1, which is open from Monday to Thursday between 08:00-17:00 (Romanian time) and on Fridays between 08:00-14:30 (Romanian time):

- (1) From the calling date and until (and including) the date of the OGMS, respectively the date of the EGMS, in the first and second calling:
 - (a) the OGSM Convening Notice and the EGSM Convening Notice;
 - (b) the Individual Annual Financial Statements of Electrica for the financial year 2018, together with the Independent Auditor's Report;
 - (c) the Consolidated Annual Financial Statements of Electrica for the financial year 2018, together with the Independent Auditor's Report;
 - (d) the note regarding the Board of Director's proposal of the distribution of the profit for the financial year 2018, respectively the total value of the dividends, the gross dividend per share and the date of dividend payment;
 - (e) the Directors' Report for year 2018;
 - (f) other information/documents regarding the items included on the agenda of the OGMS, respectively of the EGMS.
- (2) Starting with **14 March 2019** and until (and including) the date of OGMS, respectively the date of the EGMS, at the first calling date or the second calling date:
 - (a) the total number of shares and the voting rights at the calling date;
 - (b) the full text of the draft resolutions proposed to be adopted by the OGMS, respectively by the EGMS;
 - (c) the form of special powers of attorney to be used for voting by representative;
 - (d) the voting ballot form for the vote by correspondence;
 - (e) documents to be presented to the OGMS and EGMS, respectively;
 - (f) other information/documents regarding the items included on the agenda of the OGMS, respectively of the EGMS.

The documents mentioned at point 1. (a) and (f) and point 2. (b), (c), (d), (e) and (f) shall be updated and republished if new items will be added to the OGMS, respectively on the EGMS agenda.

In order to obtain hard copies of the documents mentioned at item 1 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays) or to the email address ir@electrica.ro, so that these are received by the Company starting with 16:00 o'clock (Romanian time) on **6 March 2019**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within maximum 2 business days of the request.

In order to obtain hard copies of the documents mentioned at item 2 above, shareholders must address requests in writing in this regard at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays) or to the email address ir@electrica.ro, so that these are received by the Company starting with 16:00 o'clock (Romanian time) on **14 March 2019**. The Company shall provide the shareholders, through its Registry Desk, with copies of the requested documents within maximum 2 business days of the request.

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

The Company's shareholders, subject to fulfilling the identification requirements set out above in Section I (*The identification requirements applicable to the shareholders*), may ask questions in writing, in Romanian or in English, regarding the items on the agenda of the OGMS/EGMS, the Company's activity, prior to the date of the OGMS/EGMS. These questions shall be addressed to the Company's Board of Directors and shall be sent either (i) in hardcopy (in person or by post/courier services, with confirmation of receipt), at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays), or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 455/2001 on the electronic signature, at ir@electrica.ro, so as to be received by the Company until **24 April 2019, 17:00 o'clock (Romanian time)**, stating clearly in writing in capital letters: "**QUESTIONS REGARDING THE AGENDA/THE COMPANY'S ACTIVITY – FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25 APRIL 2019**".

As regards questions addressed 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 Company shall answer these questions during the OGMS/EGMS meeting and it may give a general answer to questions with the same content. Also, an answer is considered given if the relevant information is available on the Company's website, at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*.

IV. The right of shareholders to add new items on the OGMS/EGMS 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 convening notice, respectively of the EGMS convening notice, to request in writing that new items are added on 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 I (*The identification requirements applicable to the shareholders*) above, applicable both to the shareholders that are natural persons and/or to the legal representative of the shareholders that are legal persons and that request the addition of new items on the agenda, 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 OGMS, respectively by the EGMS. 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 (in person or by post/courier services, with confirmation of receipt), at the Company's Registry Desk at the Company's headquarters (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays), or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 445/2001 on the electronic signature, at ir@electrica.ro, so as to be received by the Company until **22 March 2019, 14:30 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/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25 APRIL 2019*";
- (d) for the proposals 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.

If the case, the supplemented convening notice and the updated corresponding documents will be available to the shareholders, as of the date of **26 March 2019, 16:00 o'clock** (Romanian time), at the Company's Registry Desk (which is open from Monday to Thursday between 08:00-16:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays), as well as on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders* and the supplemented convening notice will also be published in the *Official Gazette* of Romania and a widespread daily newspaper in accordance with the legal provisions.

V. Participation of the shareholders to the OGMS/EGMS

The shareholders registered on the Reference Date in the Company's shareholders' register kept by Depozitarul Central SA may attend the OGMS/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); or, in case the shareholder is being represented by a credit institution providing custody services, based on the voting instructions received by way of electronic communication means, without being necessary to issue a special power-of-attorney or a general one;
- 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/EGMS by the mere proof of their identity, and their legal representatives', respectively, as the case may be, according to the identification requirements mentioned in Section I (*The identification requirements applicable to the shareholders*) above.

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

The representation of shareholders in the OGMS and/or in 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. In case of the discussion within the OGMS/EGMS, in accordance with the legal provisions, of items not included on the published agenda, the proxy may vote in their respect according to the interest of the represented shareholder.

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/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. In case the shareholder is being represented by a credit institution providing custody services, the latter may vote in the OGMS/EGMS based on the voting instructions received by way of electronic

communication means, without being necessary the issuance of a special power-of-attorney or a general one. The custodian bank shall vote solely in accordance with and within the limits of instructions received from its clients, in their capacity as shareholders at the reference date. The general powers of attorney, as the case may be and the votes casted by credit institutions providing custody services, shall be accompanied by the declarations indicated at item 1 of this convening notice.

A shareholder may appoint only one person to represent it at the OGMS/EGMS meeting. Nevertheless, a shareholder may appoint by its 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 power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer or of the credit institution providing custody services and the general power of attorney (before being used for the first time), mentioned above, filled in and signed by the shareholders, shall be submitted in writing either (i) in original (in what concerns the special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer and of the credit institution providing custody services) 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 (in person or by post/ courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays), or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 445/2001 on the electronic signature, at ir@electrica.ro, so as to be received until **22 April 2019, 17:00 o'clock** (Romanian time) (namely at least 2 business days before the OGMS/EGMS takes place), under penalty of losing the right to vote in the OGMS/EGMS, signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: "**POWER OF ATTORNEY – FOR THE ORDINARY/ EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25APRIL 2019**".

For identification purposes, the special power of attorney shall be accompanied by documents attesting the fulfilment of the identification requirements mentioned in section I (*The identification requirements applicable to the shareholders*).

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 power of attorney is drafted according Regulation no. 5/2018 on the issuers of financial instruments and market operations, 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. If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the OGMS/EGMS provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS/EGMS;
- that the credit institution provides custody services to that shareholder.

The special and general powers of attorney are valid for both the first calling of the OGMS/EGMS and the second calling of the OGMS/EGMS, should the legal and/or statutory quorum provided for holding the OGMS/EGMS at the first calling 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/EGMS through a general power of attorney by a person that is in a situation of conflict of interests according to art. 92 para. (15), of Law no. 24/2017 regarding the issuers of financial instruments and market operations. 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 any of its employees, subject to the identification requirements set out in Section I above (*The identification requirements applicable to the shareholders*).

The special power of attorney form:

- (a) shall be made available to the shareholders by the Company as of **14 March 2019**, on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*;
- (b) the special power of attorney form shall be updated by the Company if there will be new items added on the agenda of the OGMS/EGMS and the updated version shall be published on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*, on **26 March 2019**. 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/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 shall be submitted in writing either (i) in original, in hardcopy (in person or by post/courier service, with confirmation of receipt) at the Company's Registry Desk at the Company's headquarters (which is open from Monday to Thursday between 08:00-17:00 (Romanian time), and on Fridays between 08:00-14:30 (Romanian time), excepting the legal holidays), or (ii) via e-mail, with incorporated extended electronic signature, as per Law no. 455/2001 on the electronic signature, at ir@electrica.ro, so as to be received until **22 April 2019, 17:00 o'clock** (Romanian time), namely at least 2 (two) business days before the OGMS/EGMS takes place, under penalty of losing the right to vote in the OGMS/EGMS, signed, without any further formalities in connection with the form of these documents. 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/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 25 APRIL 2019**".

The voting ballot forms shall be accompanied by documents attesting the fulfilment of the identification requirements mentioned in Section I (*The identification requirements applicable to the shareholders*) above.

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

The voting ballot form for voting by correspondence:

- (a) shall be made available to the shareholders by the Company as of **14 March 2019** on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*.
- (b) shall be updated by the Company if there will be new items added on the agenda of the OGMS/EGMS and the updated version shall be published on the Company's website at www.electrica.ro, under *Investors section -> General Meeting of Shareholders*, on **26 March 2019**. 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 technical secretary of the OGMS/EGMS.

(e) **The access of other persons in the meeting room**

Any specialist, consultant, expert or financial analyst can participate at the general shareholders meeting on the basis of a prior invitation by the Board of Directors.

The accredited journalists can participate, as well, to the general meeting of shareholders, except the case in which the Chairman of the Board of Directors decides otherwise. These will be able to participate on the basis of the identity card and a badge which certifies the journalist capacity.

The access of the above-mentioned persons in the meeting room, on the date established for the conducting of the respective general shareholders meeting, is allowed by proof of identity, which consists of the presenting the original identification document, and for the specialists, consultants, experts or financial analysts and by invitation by the Board of Directors.

Additional information regarding the OGMS/EGMS may be obtained from the Secretary General of the Board of Directors, at the telephone number: +4021.208.5038, from the Investors Relation Department, at the telephone number: +4021.208.5035, through e-mail at ir@electrica.ro and on the Company's website at www.electrica.ro, under the *Investors section -> General Meeting of Shareholders*”.

5 March 2019

CHAIRMAN OF THE BOARD OF DIRECTORS

Valentin Radu