

**CONVENING NOTICE OF THE
ORDINARY GENERAL MEETING OF THE SHAREHOLDERS of**

ENEL DISTRIBUTIE BANAT S.A.

registered with Timiș Trade Registry

under no. J35/274/2002, sole registration code 14490379 (the „Company”)

In accordance with art. 13.1 of the Company's Constitutive Act and based on Articles no. 117 of the Company Law, observing the Board of Directors Decision of March 6th, 2015, the Board of Directors hereby convenes the Company's Ordinary General Meeting of the Shareholders for **April 9th 2015, 11.50 hours Romanian time**, for all shareholders registered with the Company's shareholder's registry on March 25th, 2015, in **Bucuresti, Sector 1, Bd. Ion Mihalache nr. 41-543, Corp A, et. 4**, having the following

AGENDA

1. The debate and the approval of the Financial Statements of the Company as of 31.12.2014 based on the Directors report and the Financial Auditor report for the financial year 2014;
2. The approval of the discharge of liability for the 01.01.2014 – 31.12.2014 period of all the persons which held the position of directors of the Company the financial year 2014;
3. The approval of the allocation of the result of 2014 financial year;
4. The debate and the approval of the Income and Expenses Budget of the Company for the year 2015;
5. The approval of the empowerment of Mrs. Alina Dumitrascu and/or Mr. Andrei Bosoiu in order that, jointly or severally, to represent the Company and carry out any necessary operations for registering and publishing the decision of the Ordinary General Meeting of Shareholders;
6. Miscellaneous.

Should the quorum not be met at the first convening, a second meeting is convened for April 10th, 2015, at the same hour and place, to discuss the issues on the agenda.

Chairman of the Board of Directors

Toni Volpe