



**CONVENING NOTICE OF THE
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS of
ENEL ENERGIE MUNTENIA S.A.**

registered with Bucharest Trade Registry

under no. J40/14506/2008, sole registration code 24387371 (the „Company”)

In accordance with art. 14.1 of the Company's Constitutive Act and based on Articles no. 113, 117 of the Company Law, observing the Board of Directors Decisions of November 27, 2014 and December 17, 2014 the Board of Directors hereby convenes the Company's Extraordinary General Meeting of the Shareholders for **March 18th, 2015, 10:20 hours Romanian time**, for all shareholders registered with the Company's shareholder's registry on March 2th, 2015, in **Bucuresti, Sector 1, Bd. Ion Mihalache nr. 41-43, Corp A, et. 4**, having the following

AGENDA

1. The approval of the extension for 1 year of the regulated distribution services agreement no.D219/117/19.09.2008 concluded by the Company with Enel Distributie Muntenia S.A. for its clients whose consumption places are located in Enel Distributie Muntenia S.A. license perimeter and the empowerment of the General Manager for the execution of the relevant addendum;
2. The approval of the amendment of article **17.6** of the Company's Bylaws pursuant the appointment of a new member of the Board of Directors;
3. The approval of the empowerment of Mrs. Oana Solomon and/or Mr. Traian Constantin in order that, jointly or severally, to represent the Company and carry out any necessary operations for registering and publishing the decision of the Extraordinary General Meeting of Shareholders, including for the signature of the updated Bylaws of the Company; Attorney in fact might delegate this power to other person if is necessary
4. Miscellaneous.



Should the quorum not be met at the first convening, a second meeting is convened for **March 19th, 2015, at the same hour and place, to discuss the issues on the agenda.**

Chairman of the Board of Directors

Toni Volpe
