



**CONVENING NOTICE OF THE
ORDINARY 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. 117 of the Company Law, observing the Board of Directors Decision of 27.11.2014, and 17.12.2014 the Board of Directors hereby convenes the Company's General Meeting of the Shareholders for **March 18th, 2015, 10:00 hours Romanian time**, for all shareholders registered with the Company's shareholder's registry on March 2, 2015, in **Bucuresti, Sector 1, Bd. Ion Mihalache nr. 41-43, Corp A, et. 4**, having the following

AGENDA

1. The acknowledge of the vacancy of one position of member of the Board of Directors;
2. The appointment of a new member of the Board of Directors of the Company. The list containing the name of the proposed directors, their domicile and professional qualification may be consulted and amended by the shareholders at the Company's headquarters;
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 Ordinary General Meeting of Shareholders. Attorneys 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 topics on the agenda.**



Chairman of the Board of Directors

Toni Volpe
