

Request for proposal, investment firm for the IPO of Electrica S.A.

SC DFEE Electrica SA, leading player on the electric energy distribution and supply market in Romania and one of the major players in the energetic services sector in Romania, launches the selection process for the intermediary to assist with the Initial Public Offering for the sale of newly-issued shares amounting to 105% of the existing share capital, under the coordination of the Ministry of Economy in Romania, through the Office of State Ownership and Privatisation in Industry, and with the admission of the company's shares on regulated markets operated by the Bucharest Stock Exchange (the „Announcement”)



SC DFEE ELECTRICA SA (“**ELECTRICA SA**” and/or the “**Company**”) had on 31.12.2012 a share capital of RON 2,062,290,440 (RON equivalent of EUR 465,664,967.14), wholly-owned by the Romanian state, through the Ministry of Economy (“**M.E.**”). The exchange rate used for the computation: EUR 1 / RON 4.4287 (as of 31.12.2012)

ELECTRICA SA is the parent-company of ELECTRICA group and, through its subsidiaries, it is active in the distribution and supply of electric energy, exploitation and development of distribution systems, telecommunications and information technology in connection with production and transportation systems. The Company owns 3 subsidiaries operating on the electric energy distribution market, a subsidiary active on the supply of electric energy market and 6 companies active in the field of energy maintainance and energetic services for reparation and investment works, out of which 5 are undergoing privatisation/restructuring. ELECTRICA group has a national coverage area serving approximately 3.5 million customers.

ELECTRICA SA, under the coordination of M.E. through the Office of State Ownership and Privatisation in Industry (“**O.P.S.P.I.**”), intends to launch an Initial Public Offering for the sale of newly-issued shares representing 105% of the existent share capital for the admission of the Company's shares on regulated markets operated by the Bucharest Stock Exchange. For this purpose, ELECTRICA SA intends to select the intermediary of the Initial Public Offering for the sale of shares based on quality and efficiency criteria.

Eligible bidders are intermediaries organized under one of the following categories: investment firms, credit institutions and/or any other similar organizations, duly incorporated in Romania, in any other European Union Member State or in countries outside the European Union, individually or in a consortium licensed to provide financial investment services specific to public offerings in Romania and duly registered in the Public Ledger kept by the Authority for Financial Supervision.

The offer shall be prepared and submitted pursuant to *the Tender Book for the selection of the financial investment firm/credit institutions/similar organizations, as the intermediary for the Initial Public Offering of the shares newly-issued by the Company, to be carried out under the coordination and monitoring of M.E. through O.P.S.P.I., and the admission of the company's shares on regulated markets operated by the Bucharest Stock Exchange* (the “**Tender Book**”), which may be purchased (both in hard and soft copy) from ELECTRICA SA headquarter in Bucharest, 9 Grigore Alexandrescu Street, Sector 1, Romania, Monday to Friday between 09:00 a.m. and 3:00 p.m. (GMT+2), starting with June 27th 2013.

The Tender Book is priced at EUR 10,000 (ten thousand - or as the case may be, the RON or USD equivalent computed using the exchange rate of the National Bank of Romania valid on the date of payment) plus a VAT rate of 24%. In case of an Intermediary Syndicate, proof that only one of the syndicate members has purchased the Tender Book will suffice.

The Tender Book may be purchased by payment order (bank endorsed) in the account of ELECTRICA SA (sole identification code: 13267221), having the following coordinates:

- for payments in RON - IBAN account no. RO25RNCB0074022253590003 opened at BCR SECTOR 3;
- for payments in EURO - IBAN account no. RO79RNCB0074022253590001 opened at BCR SECTOR 3;
- for payments in USD - IBAN account no. RO89RNCB0074022253590015 opened at BCR SECTOR 3.

The documents necessary for picking up the Tender Book:

- **proof of payment of the price** of the Tender Book (copy of such proof of payment, signed in original),
- **contact data of the bidder** (contact person, telephone, fax, e-mail);
- **special power of attorney** - in original, and certified translation into Romanian language, if applicable (expressly authorizing to pick up the Tender Book, signing the Confidentiality and Non-Disclosure Agreement).

The empowered person shall sign at the Company's headquarter the Confidentiality and Non-disclosure Agreement with respect to the privacy of the information contained therein, on behalf of the bidder. For consultation purposes, the sample Confidentiality and Non-disclosure Agreement may be requested by bidders in writing before the purchase of the Tender Book via message to the e-mail address electricaipo@electrica.ro.

The deadline for submission of requests for clarifications with regard to the Tender Book expires 5 days prior to the deadline for submission of the Bids, at 4:00 p.m. (GMT+2).

Bidders are required to deposit a Bid Bond, pursuant to the Tender Book, in the amount of EUR 30,000 (thirty-thousand) or the RON or USD equivalent of this amount computed using the exchange rate of the National Bank of Romania valid on the day of issuance of the Bank Guarantee Letter. The format of the said Bank Guarantee Letter is included in the Tender Book.

Bids may be submitted by **July 16th, 2013, 10:00 a.m.** (GMT+2) at ELECTRICA SA headquarter below, room 104, 1st floor.

The offers submitted by participants to the tender shall be valid 180 days after the date of their opening.

Any change in the terms and conditions of this Announcement shall only be published on ELECTRICA SA website: <http://www.electrica.ro/anunturi-electrica/> and on OPSPI's official website: <http://opspi.minind.ro>. Additional information in respect of the procedure may be obtained based on a written request to the following contact data: 9 Grigore Alexandrescu Street, Sector 1, Bucharest, Romania, to the attention of Mr Ioan ROȘCA, CEO. Fax: +40 21 20 85 004, +40 21 20 85 084; E-mail: electricaipo@electrica.ro.

By submitting an offer, the interested party acknowledges and agrees with the terms of this Announcement.