

**NOTICE TO THE SHAREHOLDERS  
OF  
CITIZENS ELECTRIC CORPORATION**

Article II, Section 3 of the By-Laws of Citizens Electric Corporation reads as follows:

**SECTION 3–Nominations.** The Board of Directors shall be comprised of four (4) directors from Ste. Genevieve/St. Francois counties, four (4) directors from Perry County, and two (2) directors from Cape Girardeau County. It shall be the duty of the Board of Directors to appoint, not less than 150 days before the date of the annual meeting of shareholders at which directors are to be elected, a Nominating Committee consisting of not less than six nor more than seven individuals who are shareholders and who shall be selected from different regions of the Corporation’s service area so as to insure equitable representation. No member of the Board of Directors may serve on such a committee, and no member of the Board of Directors seeking re-election shall submit shareholders to be so appointed. The committee, in keeping with the principle of equitable geographical representation and the vacancy or expiring term(s) in each county, shall prepare and post at the principal office of the Corporation at least 110 days before the annual meeting a list of nominations for directors which may include a greater number of candidates than are to be elected. The Secretary of the Corporation shall be responsible for mailing with the notice of the meeting or separately, but at least 10 days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates nominated by the Nominating Committee or by petition as set forth below.

Three percent (3%) or more of all current shareholders of the Corporation acting together may make other nominations by petition and the Secretary shall provide notice to the shareholders of any such nominations by petition in the same manner as the list of nominations made by the Nominating Committee. Nominations made by petition must be received by the Secretary of the Corporation at least 100 days before the annual meeting, and after verification of the signatures on said petition, shall be included on the official ballot. No other nominations shall be accepted. No shareholder may nominate more than one candidate by petition, and all such nominees by petition shall be eligible to become or remain a director in compliance with Article II, Section 2 of these by-laws. The names of the nominees shall be listed on any official ballot in the order listed by the Nominating Committee, followed by those nominees by petition in the order of receipt of the nominating petition.

On September 20, 2018, in accordance with Article II, Section 3 of Citizens Electric Corporation’s By-Laws, the Board of Directors appointed the following individuals to serve as the Nominating Committee for the election of directors at the Corporation’s 2019 Annual Meeting of Shareholders:

Bill Tlapek .....573.883.2067  
Mike Lurk .....573.450.8530  
Matt Trautman .....573.883.5790  
Gary Bock .....573.833.6474  
Eric Clements.....573.768.0343  
Jay Lottes Jr. ....573.768.2186  
Tyson Wibbenmeyer.....573.547.2540

Anyone who meets the qualifications set forth in Article II, Section 2 of the Corporation’s By-Laws and who is interested in being considered for nomination by the Nominating Committee to stand as a potential director candidate at the 2019 Annual Meeting of Shareholders should contact a member of the Nominating Committee **on or before December 3, 2018.**

There are three (3) directorship terms expiring in 2019: one representing Ste. Genevieve/St. Francois Counties; one representing Perry County; and one representing Cape Girardeau County.

Please note that director nominations may also be achieved through a petition process as set forth in Article II, Section 3 of the Corporation’s By-Laws. For additional information, visit our website at [www.cecmo.com](http://www.cecmo.com) or call 573.768.3901.