

## OFFICIAL NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF CITIZENS ELECTRIC CORPORATION

The **Annual Meeting** of Shareholders of Citizens Electric Corporation will be held at Citizens Electric Corporation's Headquarters located at 1500 Rand Avenue in the City of Perryville, State of Missouri, on the **27<sup>th</sup> day of April, 2017**, at **6:30 p.m.** for the purpose of acting upon the following:

- 1. The reports of officers, directors and CEO.**
- 2. The election of 4 directors for a term of 3 years each.**

Pursuant to Article II, Section 3 of the Corporation's By-Laws, the Nominating Committee has nominated the following individuals as candidates in the 2017 election of directors for Citizens Electric Corporation:

TWO SUCCESSFUL CANDIDATES FROM EACH COUNTY LISTED BELOW  
TO SERVE FOR A THREE-YEAR TERM:

Ste. Genevieve / St. Francois:

- Charles E. Hurst, 24662 Roth Cemetery Road, St. Mary, MO 63673
- Paul J. Arnold, 13558 Quarry Town Road, Ste. Genevieve, MO 63670
- Sandra S. Cabot, 12565 Tall Pine Drive, Ste. Genevieve, MO 63670
- Robert C. Colnar, Jr. 470 Spruce Street, Ste. Genevieve, MO 63670
- Scott T. Drury, 12682 Eagle Court, Ste. Genevieve, MO 63670

Perry:

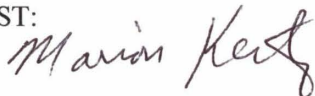
- Richard T. DeWilde, 908 Sunset Drive, Perryville, MO 63775
- Karl Klaus, 916 Sunset Drive, Perryville, MO 63775
- Wallie G. Breig, 6070 Anchor Point, Perryville, MO 63775
- Lorna Gibbar, 846 Hwy. N, Perryville, MO 63775
- Todd H. Huber, 3120 PCR 816, Perryville, MO 63775
- Mark Wengert, 538 Hwy. NN, Perryville, MO 63775

The directors standing for election shall be elected by ballot at each Annual Meeting of Shareholders to serve for three years or until their successors shall have been elected and qualified.

In all elections, each shareholder shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the shareholders. All questions shall be decided by a majority of the shareholders voting thereon in person or by proxy except as otherwise provided by law, the Articles of Incorporation or the By-Laws of the Corporation. Directors may be elected by a plurality vote of the shareholders present in person or by proxy.

- 3. All other business which may properly come before the meeting or any adjournment thereof.**

ATTEST:



Marion Kertz  
Secretary



Richard T. DeWilde  
President