



NUCLEARELECTRICA

CONVENING NOTICE FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SOCIETATEA NATIONALA NUCLEARELECTRICA S.A.

The Board of Directors of Societatea Nationala Nuclearelectrica S.A. (hereinafter called “SNN” or “the Company”) a national joint-stock company, managed according to a unitary system, set up and operating in compliance with the Romanian laws, registered with the Trade Register Office of the Bucharest Law Court under number J40/7403/1998, with Sole Registration Code 10874881, having its headquarters in Bucharest, No. 65 Polona Street, , sector 1, having a share capital subscribed and paid up in quantum of **3.015.138.510 lei**,

Whereas

- Provisions of Art. 13 and 14 of the Company’s Articles of Incorporation in force (“The Articles of Incorporation”);
- Provisions of Law No. 31/1990 referring to companies, as subsequently amended;
- Provisions of Government Emergency Ordinance No. 109/2011 regarding the corporate governance of public companies as subsequently amended;
- Provisions of Law No. 297/2004 referring to the capital market as subsequently amended;
- Provisions of Law No. 24/2017 regarding issuers of financial instruments and market operations;
- Provisions of Rules and Regulations No. 5/2018 regarding issuers of financial instruments and market operations;
- The provisions of the National Securities Commission Regulations no. 13/2005 regarding the authorization and operation of Depozitarul Central, clearing houses and central counterparties.

Convokes:

- I. The Ordinary General Meeting of the Shareholders** of Societatea Nationala Nuclearelectrica S.A. on the date **04.01.2019** hours **10:00** (Romania’s time zone), **at Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, (OGMS/EGMS).**
- II. The Extraordinary General Meeting of the Shareholders** of Societatea Nationala Nuclearelectrica S.A. on the date **04.01.2019** hours **11:00** (Romania’s time zone), **at Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, (OGMS/EGMS).**

NUCLEARELECTRICA S.A. National Company

65, Polona Street, District 1, 010494, Bucharest, Romania; Phone +4021 203 82 00, Fax +4021 316 94 00;

Trade Register registration number: J40/7403/1998, Sole Registration Number: 10874881,

Subscribed and paid-up share capital: RON 3,015,138,510

office@nuclearelectrica.ro, www.nuclearelectrica.ro



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Only the persons registered as shareholders of SNN on the date of **24.12.2018** („Reference Date”) in the shareholder register issued by Depozitarul Central S. A. (Central Depository S.A.) are entitled to attend and vote within the OGMS/EGMS.

The agenda of the Ordinary General Meeting of the Shareholders is the following:

1. **The Election** of the Secretary of the Ordinary General Meeting of Shareholders.
2. **The presentation** of the Report of the Board of Directors for the 9 months period ended at 30.09.2018.
3. **The approval** of the Analysis Report regarding the measure ordered by the Court of Accounts at item II.11 of the Resolution no. 5/28.06.2018.
4. **The approval** of the date **23.01.2019 as registration date** in compliance with art. 86, paragraph (1) of Law 24/2017 regarding issuers of financial instruments and market operations, namely the date serving for the identification of the shareholders who will benefit from dividends or any other rights and who will be affected by the resolutions of the OGMS/EGMS.
5. **The approval** of the date **22.01.2019 as „ex date”**, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, paragraph (2) letter 1) from the ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations.
6. **The empowerment** of the President of the Board of Directors, to sign, on behalf of the shareholders, the OGMS’s Resolutions and any other documents in connection therewith, and to perform any act or comply with any formality required by law for the registration and enforcement of the OGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. The President of the Board of Directors may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. **The Election** of the Secretary of the Extraordinary General Meeting of Shareholders.
2. **The approval** of the amendment of the Articles of Incorporation of SN Nuclearelectrica SA, as follows:
Art. 8 shall be amended in the sense of adding paragraph 7, which will have the following content:

(7) In compliance with the provisions of art. 220¹ of Law no. 31/1990, the Board of Directors is authorized, for a period of three years, to increase the share capital by issuing new shares in exchange for the contributions of the shareholders up to an authorized capital value of 3,015,427,983 lei representing:

*- the contribution in nature of the Romanian State, represented by the Ministry of Energy, following the obtaining of the land ownership certificate issued by the Ministry of Industry and Resources no 6899 / 12.10.2001 on the land of 34 170.15 sqm located in 23 Energia Street, Cernavoda; the value of the land representing the contribution in nature of the state shall be determined by independent experts designated by the Trade Register Office in accordance with the provisions of art. 215 of Law no. 31/1990 by **updating the value of the***



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land from the moment of submitting the documentation with the inflation index according to the provisions of art. 6 of GD no. 834/1991, corroborated with the provisions of art. 143 of HG no. 577/2002;

- the cash contribution of the other shareholders within the exercise of the pre-emption right by the other shareholders in exchange for the contribution in nature of the Romanian State by means of the Ministry of Energy.

The decision of the Board of Directors to increase the share capital shall be published in the Official Gazette of Romania, Part IV".

3. **The approval** of the appointment by the Trade Register Office of the Bucharest Court of Law of an authorized valuator for the evaluation of the land located in 23 Energia Street, Cernavoda, Constanta county, in order to increase the share capital of the National Company Nuclearelectrica S.A.
4. **The approval** the delegation of the competences regarding the share capital increase to the Board of Directors of SNN up to a maximum authorized value of **3,015,427,980 lei** representing, on the basis of art. 114 paragraph 1 and 220¹ of the Law no. 31/1990 and the provisions of art. 85 of the Law no. 24/2017 under the following conditions:
 - The Extraordinary General Meeting of Shareholders approves the delegation, for a period of 3 years, of the competences regarding the share capital increase up to the maximum value of **3.015.427.980 lei**, representing:
 - ✓ the contribution in nature of the Romanian State, represented by the Ministry of Energy, following the obtaining of the land ownership certificate issued by the Ministry of Industry and Resources no 6899 / 12.10.2001 on the land of 34 170.15 sqm located in 23 Energia Street, Cernavoda; the value of the land representing the contribution in nature of the state shall be determined by independent experts designated by the Trade Register Office in accordance with the provisions of art. 215 of Law no. 31/1990 **by updating the value of the land from the moment of submitting the documentation with the inflation index according to the provisions of art. 6 of GD no. 834/1991, corroborated with the provisions of art. 143 of HG no. 577/2002;**
 - ✓ the cash contribution of the other shareholders within the exercise of the pre-emption right by the other shareholders in exchange for the contribution in nature of the Romanian State by means of the Ministry of Energy.

The proposed authorized share capital amounting to **3,015,427,980 lei** is based upon the following aspects:

- (i) The value mentioned in the documentation for establishing and evaluating the land in 23 Energia Street, Cernavoda, Constanta county being of 915,487,730 lei (the value before the denomination of the national currency), equivalent to 91.548.77 lei (RON).
- (ii) In the absence of an evaluation report prepared by an independent evaluator, the indexed value of this land with the inflation index for the period October 31, 2001 to September 30, 2018 is about RON 238,786.66 (value which was estimated by SNN). An independent evaluator will perform an assessment of this land in accordance with the provisions of art. 143 of GD no. 577/2002, as well as of art. 6 par. 3 of HG no. 834/1991;
- (iii) The fact that the value of the land referred to in point (i) above will be updated with the inflation index in accordance with the provisions of art. 6 of GD no.



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834/1991, corroborated with the provisions of art. 143 of GD no. 577/2002 by the independent experts appointed by the Trade Register; the inflation index used will be the last available at the time of drawing up the reports by the independent experts appointed by the Trade Registry;

- (iv) The fact that all shareholders will exercise their pre-emption right and will subscribe all the shares within the public offer that will be carried out by SNN as a result of the increase of the share capital.
- (v) A certain reserve margin that could come out of the results of the valuation due to the application of higher inflation indices due to reporting as the valuation date, the latest consumer price index since the reports were drawn up by independent experts (the reserve margin being of about 11% of current estimated values).

- Pursuant to art. 6 par. 3 of GD no. 834/1991, the value of the land, updated with the inflation index until the evaluation date, shall be included, according to the law, in the patrimony of the commercial companies, and the share capital shall be increased according to the provisions of art. 113 letter f), as well as of art. 210 of Law no. 31/1990;
- The Board of Directors will initiate the procedure for increasing the share capital after the appointment by the Trade Registry of an expert who is supposed to establish the value of the land on 23 Energiei Street, Cernavoda, Constanta County, and upon completion of the report by the appointed expert, based on the provisions of art. 215 of Law no. 31/1990 and art. 6 par. 3 of HG no. 834/1991;
- The Board of Directors will decide to increase the share capital with the contribution in nature of the Romanian state, represented by the value of the land and the cash contribution of the other shareholders, in the exercise of the pre-emption right, on the basis of the report for this land drawn up by the independent experts appointed by the Trade Registry, in accordance with the provisions of art. 143 of GD no. 577/2002, as well as of art. 6 par. 3 of HG no. 834/1991;
- The Board of Directors will set the date of registration, the date that serves to identify the shareholders whom the rights related to the capital increase will be granted upon according to the decision of the Board of Directors to increase the share capital with contribution in nature as a result of the authorization;
- The Board of Directors will establish "Ex-date", the calendar date preceding the registration date according to the T + 2 settlement cycle from which the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision;
- The Board of Directors will undertake the following actions in view of initiating, carrying out and finalizing the process of increasing the share capital:
 - The selection of the intermediary for the preparation of the prospectus due to the increase of the share capital, according to the provisions of GEO no. 34/2006;
 - The approval of the Prospectus for increasing the share capital with contribution in nature after their completion by the intermediary parts and coordination of the process of filing all the documents related to the approval of the Prospectus by the Financial Supervisory Authority;



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- The coordination of the process of notification of the capital market and shareholders regarding the availability of the Offer Prospectus and the actual organization of the bidding period;
- The approval of the subscription status and cancellation of the unsubscribed shares, respectively the return of the surplus amounts resulting from the exercise of the pre-emption right by the shareholders within 5 working days from the closing date of the subscription period, following notification of the final statement of the underwriting by the intermediary to the ASF, as well as receiving the ASF address regarding the initiation of the registered capital increase measures by the competent institutions: The National Trade Register Office and the Central Depository, approval validated by the decision of the Board of Directors.
- The coordination of the process of drawing up the necessary documentation for the registration of the increased share capital at the ONRC and the amendment of the SNN Memorandum of Association as a result of the modification of the share capital, based on the Additional Act and the Consolidated Memorandum of Association;
- The coordination of the process of obtaining the Securities Registration Certificate issued by the ASF based on the Confirmation of Company Details issued by the ONRC;
- The coordination of the process of submitting the necessary documentation to the Central Depository for the registration of the share capital increase, according to the Central Depository Code;
- New, nominative, dematerialized shares will be issued in exchange for the contribution in nature and the cash contribution, at a price of 10 lei / share, equal to the nominal value, without the share premium;
- Pursuant to the provisions of art. 173 par. (7) of Regulation No. 5/2018, the decision of the Board of Directors to increase the share capital shall specify the number of pre-emption rights required for the acquisition of a new share, the price of subscription of new shares on the basis of the pre-emption rights and the period during which the subscription will take place;
- The effective subscription period and the subscription procedure will be approved by the Board of Directors and will be communicated to shareholders by means of current report;
- The exact value of the contribution in nature will be established in accordance with the provisions of art. 143 of GD no. 577/2002, as well as of art. 6 par. 3 of HG no. 834/1991;
- SNN shareholders will be able to exercise their pre-emption rights within one month from the date mentioned in the prospectus approved by the Board of Directors Decision, the date after the date of registration and the date of publication of the Decision of the Board of Directors in the Official Gazette of Romania, Part IV, respectively, will have the right to subscribe a number of shares in proportion to the number of shares they own at the Date of Registration;
- The number of pre-emption rights granted to each shareholder will be proportional to the number of shares issued by SNN held at the Registered Date;
- After the period of exercise of the pre-emption rights, the Central Depository will issue allotment rights. The total number of allotment rights issued shall be equal to the maximum number of new shares subscribed in the exercise of the pre-emption right.



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- After the expiration of the pre-emption rights exercise term, all unsubscribed shares will be canceled.
- 5. The empowerment** of the Board of Directors, based on the provisions of art. 114 par. (1) of Law 31/1990 on societies, republished and amended, and the provisions of art. 87 of the Law no. 24/2017 on the capital market for the performance of any and all the formalities necessary to carry out the decision of the Extraordinary General Meeting of the Shareholders, including but not limited to the initiation, performance (including the establishment and approval of the subscription procedure, the approval of the period of subscription, payment methods, payment date, the place where the operations are performed, the establishment and validation of the subscriptions made, the cancellation of the unsubscribed shares, the setting of the exact value with which the share capital is increased), the closure (approval of the increase of the share capital after subscription and payment of the price / issuing of new shares), the registration and performance of the increase of the share capital, the corresponding modification of the Memorandum of Association of the company, the drafting and signing of all documents and the fulfillment of any formalities for the implementation and registration of the increase of the share capital with the competent authorities.
 - 6. The approval** of the date **23.01.2019** as **registration date** in compliance with art. 86, paragraph (1) of Law 24/2017 regarding issuers of financial instruments and market operations, namely the date serving for the identification of the shareholders who will benefit from dividends or any other rights and who will be affected by the resolutions of the OGMS/EGMS.
 - 7. The approval** of the date **22.01.2019** as „**ex date**”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, paragraph (2) letter 1) from the ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations.
 - 8. The empowerment** of the President of the Board of Directors, to sign, on behalf of the shareholders, the EGMS’s Resolutions and any other documents in connection therewith, and to perform any act or comply with any formality required by law for the registration and enforcement of the EGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. The President of the Board of Directors may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

In case the legal conditions are not met for holding the OGMS/EGMS on the date of the first calling, a new OGMS/EGMS, as appropriate, will be called for the date of **07.01.2019, hours 10.00, for the OGMS and 11:00 for the EGMS** having the same agenda. In case of a new calling, the reference date appointed for the identification of the shareholders entitled to attend and vote within the OGMS/EGMS is the same. The OGMS/EGMS will take place at the **Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest.**

The right to introduce new items on the agenda. The right to present draft resolutions for the items included or proposed to be included on the meeting’s agenda



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In compliance with the provisions under Art. 92, paragraph (3) of Law 24/2017, Art. 117¹ paragraph 1 of the Law No. 31/1990, Art 189 of Regulation 5/2018 and in compliance with the provisions under Art. 14 of the Articles of Incorporation of the company, one or more shareholders, representing individually or jointly, at least 5% of the company's share capital, may request, through a petition addressed to the company's Board of Directors, to introduce some additional items on the agenda of the OGMS/EGMS and/or the presentation of draft resolutions for the items included or proposed to be included on the OGMS/EGMS agenda.

The proposals referring to introducing new items on the OGMS/EGMS agenda and/or presenting draft resolutions for the items included or proposed to be included on the OGMS/EGMS agenda should cumulatively meet the following conditions:

- a) **In case of natural persons**, they shall be accompanied by a copy of the shareholder's identification document (the identity documents provided by the shareholders must permit their identification in the SNN shareholders registry issued by Depozitarul Central SA), **while in case of legal persons**, they shall be accompanied by:
 - confirmation of company details issued by the Trade Register Office, submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice, which permits their identification in the SNN shareholders registry issued by Depozitarul Central SA.
 - The quality of legal representative is acknowledged based on the list of SNN shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, **then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative.**
 - The documents certifying the quality of the legal representative prepared in a foreign language shall be accompanied by a translation performed into Romanian by a sworn translator. SNN will not request the legalization or the apostils of the documents with certify the quality of legal representative of the shareholder.
- b) Shall be accompanied by a justification and /or by a draft resolution submitted to be adopted;
- c) Shall contain provisions which fall under the responsibility of the GMS;
- d) Shall be sent to the company's Registration Office by any kind of delivery with receipt confirmation so that they may be registered at the Registration Office of the company by the date of **19.12.2018** hours **16:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND



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EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **04.01.2019**"; the proposals may be sent by e-mail with the extended incorporated electronic signature in compliance with the Law No. 455/2001 referring to the electronic signature by the date of **19.12.2018** hours **16:00** to the e-mail address aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **04.01.2019**", signed and stamped by the shareholder of its legal representative.

In order to identify and prove the capacity of shareholder of the person who makes proposals for the amendment of the agenda (or who addresses questions in compliance with article 198 of Regulation 5/2018 13, SNN may request the account statement of that particular person which proves the capacity of shareholder and the number of owned shares, issued by Depozitarul Central.

The amended agenda will be published by the Company until **21.12.2018**.

Information materials and questions referring to the agenda

Starting with the date of **04.12.2018, 18:30 hours**, all the information materials related to issues included on the agenda, the draft resolutions proposed to be adopted by the general meetings and the rules and regulations regarding the organization and development of the general meetings (which include the voting procedure based on representative and the procedure allowing the vote by correspondence) will be available on working days at the company's headquarters, in Bucharest, No. 65 Polona Street, sector 1, at the company's Registration Office between 08:30 and 16:30 as well as on the company's website (www.nuclearelectrica.ro) . The Company's shareholders may obtain, at request, copies of the documents referring to issues on the agenda of the OGMS/EGMS.

The Company's shareholders, notwithstanding their portion of the share capital, may ask questions in writing with respect to the items on the agenda of the OGMS/EGMS.

The identification requirements mentioned above within the section regarding the amendment of the agenda are applicable as well for the shareholder natural person and/or legal representative of a legal person who address questions regarding the items on the GMS agenda.

The questions will be sent to the Company's Registration Office by any kind of delivery, with acknowledgement of receipt, so they be received at the company's Registration Office by the date of **31.12.2018** hours **16.00**, in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **04.01.2019**".

The Company may provide a general answer for questions with the same content. It is considered that the Company has answered the questions if the required pertinent information is published on the Company's website www.nuclearelectrica.ro in the format of Q&A.



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The shareholders may send such questions by e-mail with the extended incorporated electronic signature, in compliance with the Law No. 455/2001 referring to electronic signature, by the date of **31.12.2018**, hours **16.00**, at the address: aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **04.01.2019**".

Participation in the General Meeting of the Shareholders

The shareholders registered in the shareholders register at the Reference Date may attend the OGMS/EGMS and may vote personally, through a representative or by correspondence.

The rules and regulations regarding the organization and development of the general meeting of the shareholders are available on the Company's internet page www.nuclearelectrica.ro and include the voting procedure by special or general power of attorney and the procedure allowing the vote by correspondence.

The access of the shareholders entitled to attend the OGMS/EGMS, at the reference date, is permitted by simply proving their identity for natural persons, based on their identity card and for legal persons and represented legal persons, based on the empowerment given to the representing natural person, with the observation of the applicable legal provisions.

The direct vote (personal) is exercised after the proof of the shareholders identity:

- a) In the case of natural persons, by presenting the identity card ; the identity documents presented by the shareholders must permit their identification in the shareholders list issued by S.C. Depozitarul Central S.A. at the reference date;
- b) For legal persons, by presenting :
 - (i) The identity card of the legal representative (BI or CI for Romanian citizens, or passport, for foreign citizens) ;
 - (ii) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date ;
The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative (so that the shareholders registry reflects this information), then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; for the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or



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extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy.

For all the above mentioned situations, the presented documents in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

Vote by representation based on special power of attorney

The shareholders can participate personally or they can be represented in the OGMS/EGMS by an appointed representative (“Representative”) for whom a special power of attorney was issued, based on the power of attorney form made available by the Company, in compliance with the laws. The power of attorney form can be obtained starting with the date of **04.12.2018, 18:30 hours** from the Company’s Registration Office and from the Company’s website (www.nuclearelectrica.ro). The power of attorney form shall be updated if new items on the OGMS/EGMS agenda are added.

The special power of attorneys must be filled in and (in 3 originals: one for the shareholder, one for the appointed representative and one for SNN), signed and they must contain specific voting instructions for each item on the OGMS/EGMS agenda for which the Representative will vote on behalf of the Shareholder (namely vote “for”, “against” or “abstain”). A shareholder may be represented in the OGMS/EGMS solely by one Representative having a power of attorney issued for the OGMS/EGMS of **04.01.2019**.

The special power of attorney will be accompanied by the following documents:

a) For natural persons : copy of the identity card of the shareholder which permits the identification in the list of SNN shareholders issued by SC Depozitarul Central SA at the reference date and copy oh the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin) ;

b) For legal shareholders:

The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date. For the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania



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(copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy.

The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date, then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative;

Copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin)

c) the presented documents in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

The special power of attorney is valid only for the GMS for which they have been requested; the representative is obliged to vote in compliance with the instructions formulated by the empowering shareholder, under sanction of vote cancellation.

Generally, a shareholder may empower a single representative to represent him in the GMS. However, the power of attorney may nominate one or more substitute representatives who ensure his representation within the GMS in case the main representative mentioned above is unable to fulfil his mandate. In case the power of attorney nominates more substitute members, an order for the exercise of the mandate will be established.

The representatives of the company cannot receive power of attorney in order to represent shareholders in the OGMS/EGMS. The rules and regulations regarding the organization and unfolding of the GMS will detail the voting by representative procedure, the shareholders having the obligation to respect the above mentioned regulation, under sanction of losing their voting right by representative in the OGMS/EGMS.

The special **power of attorney** for participation and vote within the GMS issued to a credit institution which performs **custodial services**, will be valid without the presentation of additional documents related to the shareholder, if the special power of attorney is prepared in compliance with art. 201 of the Regulation 5/2018, signed by the respective shareholder and accompanied by a declaration of honor of the credit institution which received the representation empowerment by means of the special power of attorney, which shall state that:

- The credit institution performs custodial services for the shareholder;
- The instructions specified in the special power of attorney are identical with the



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instructions in the SWIFT message received by the credit institution in order to vote on behalf of the shareholder;

- The special power of attorney is signed by the shareholder.

The special power of attorney and the declaration the custodian mentioned above must be submitted to SNN, in original, within 48 hours before the GMS, signed, and if applicable, stamped, without other formalities required regarding these documents.

The special power of attorney will be sent to the Company's Registration Office, with acknowledgement of receipt, so they be received at the company's Registration Office by the date of **31.12.2018**, hours **16.00** in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **04.01.2019**".

The special powers of attorney, in Romanian and/or English, may also be delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature, no later than **31.12.2018**, hours **16.00** at aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **04.01.2019**".

Vote by representative based on a general power of attorney

As per art. 92, paragraph (10) of Law 24/2017 regarding issuers of financial instruments and market operations, the representation of the shareholders in the GMS may be done by other persons than the shareholders based on a special or general power of attorney. Thus, the shareholder may grant a general power of attorney for a duration of 3 years, allowing his representative to vote in all the issues on the agenda of the GMS of one or more issuers identified by the power of attorney, either individually or by means of a general formulation referring to a certain category of issuers, including acts of disposition on the condition the power of attorney is granted by the shareholder, in quality of client, to an intermediary, in compliance with the legal provisions.

The general powers of attorney, before their first use, are submitted at the headquarters with 48 hours before the GMS, namely until **31.12.2018, 16:00**, in copy, stating the compliance with the original under the signature of the representative. SNN retains certified copies of the powers of attorney, mentioning this in the minutes of the GMS.

The shareholders may not be represented within the GMS by a person in a conflict of interest situation, such as:

- a) Is a majority shareholder of SNN, or of an entity controlled by the respective shareholder;
- b) Is member of an administration, management or oversight body of the company, of a major shareholder or of an entity controlled by the respective shareholder ;
- c) Is an employee or an auditor of a major shareholder or of an entity controlled, in compliance with the provisions of letter a) ;
- d) Is the husband/wife, relative or affine up to the forth degree with one of the natural



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persons provided at letters a)-c).

The proxy cannot be substituted by another person. In case the empowered person is a legal person, it can exercise its mandate through any person part of the administration or management body or by any of its employees.

The documents that accompany the general power of attorney:

- a) Proof that the proxy is either an intermediary (as per the provisions of article 2, paragraph (1), point (20) of the Law 24/2017) or a lawyer, and that the shareholder is his client.
- b) **For natural persons** : copy of the identity card of the shareholder which permits the identification in the list of SNN shareholders issued by SC Depozitarul Central SA at the reference date and copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin)
- c) **For legal entities** :
 - (i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date.
 - (ii) The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date , then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; For the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy.
 - (iii) Copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin).

The documents presented in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the Apostille of the documents with certify the quality of legal representative of the shareholder.



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SNN will accept a general power of attorney for the participation and vote in the GMS, issued by a shareholder, as client, in favour of an intermediary defined as per art. 2, paragraph (1) point 20 of the Law no. 24/2017, with the subsequent amendments, or in favour of an attorney, without requesting additional documentation, if the general power of attorney complies with the provisions of art. 202 of Regulation 5/2018, is signed by the shareholder and accompanied by a statement in good faith issued by the legal representative of the intermediary or by the attorney who received the general power of attorney, which should demonstrate that :

- (i) The power of attorney is issued by the shareholder, in his capacity of client in favour of its intermediary or its attorney;
- (ii) The general power of attorney is signed by the shareholder, including extended electronical signature, if applicable. The statement must be submitted to SNN in original, signed and stamped, if necessary, with any other formalities. The statement is submitted to SNN together with the general power of attorney.

The general powers of attorney will be submitted to the Company starting with **04.12.2018, 18:30 hours**, at the same location and in the same conditions as the informative materials.

Vote by correspondence

The Company's Shareholders registered on the Reference Date in the shareholders' register issued by Depozitarul Central S.A. (Central Depository) have the possibility of voting by correspondence, before the OGMS/EGMS, by means of Ballot Papers for voting by correspondence. The ballot paper can be obtained starting with the date of **04.12.2018, 18:30 hours**, from the Company's Registration Office and from the Company's website (www.nuclearelectrica.ro) and it shall be updated if new items are added to the OGMS/EGMS agenda.

Documents which accompany the voting ballots:

- a) **For natural persons** : copy of the identity card of the shareholder which permits the identification in the list of SNN shareholders issued by SC Depozitarul Central SA at the reference date and copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin), together with the proof of the capacity of legal representative ;
- b) **For legal persons** :
 - (i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued



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within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date.

(ii) His capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date , then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; For the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy.

The documents presented in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

The voting ballots may be submitted as follows :

- a) Delivered to the Company's Registration Office by any means of delivery with acknowledgment of receipt, so that they be registered as received at the Company's Registration Office by **31.12.2018, hours 16:00**, in a closed envelope, with a note legibly written in capitals: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **04.01.2019**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **31.12.2018, hours 16:00, at aga@nuclearelectrica.ro**, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **04.01.2019**".

The ballot papers, which are not received at the Company's Registration Office or by e-mail until the date and time mentioned above, shall not be taken into consideration to determine the quorum and majority in the OGMS/EGMS.

When filling in the special powers of attorney and ballot papers, we kindly ask you to take into consideration the possibility of adding new items to the OGMS/EGMS agenda, in which case the modified agenda shall be published by **21.12.2018**. In this case, the updated special powers of attorney and ballot papers can be obtained from the Company's Registration Office and from the Company's website (www.nuclearelectrica.ro) starting with the publishing date of the modified agenda.



In case the agenda is amended, and the shareholders do not send the updated special powers of attorney and/or the voting ballots by correspondence, the special powers of attorney and the voting ballots sent prior to the amendment of the agenda will be taken into consideration only for the items found on the amended agenda as well.

The verification and validation of the received special powers of attorney, as well as the centralization, verification, validation and evidence of the votes by correspondence shall be done by a commission appointed within the Company, the members of which have the obligation to safely keep the documentary evidence and the confidentiality of the exercised votes. The powers of attorney will be verified by the secretary of the OGMS/EGMS as well.

If the shareholder who express his vote by correspondence ballot participates in person or by representative at the GMS, the vote sent by correspondence for the respective GMS is cancelled. In this case, only the vote expressed in person or by representative will be considered.

If the person who represents the shareholder by attending the GMS is different than the one who expressed the vote by correspondence ballot, then, in order to validate the vote a written repeal of the correspondence ballot signed by the shareholder or his representative who expresses the correspondence vote shall be presented at the GMS. If the shareholder and his legal representative is present at the GMS, this requirement is no longer applicable.

**PRESIDENT OF THE BOARD OF DIRECTORS
IULIAN-ROBERT TUDORACHE**