



NUCLEARELECTRICA

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

The Board of Directors of Societatea Națională Nuclearelectrica S.A. (hereinafter called “SNN” or the “Company”) a national joint-stock company, managed according to a unitary system, established and operating in compliance with the Romanian laws, registered with the Trade Register Office attached to the Bucharest Court under number J40/7403/1998, Tax Identification Number RO 10874881, with registered office in 65 Polona Street, District 1, Bucharest, having a subscribed and paid-up share capital amounting to **Lei 3,015,138,510**.

Whereas

- Provisions of art. 13 and art. 14 of the Company’s Articles of Incorporation, in force (the "Articles of Incorporation");
- Provisions of Law no. 31/1990 on trading companies, republished, as subsequently amended and supplemented;
- Government Emergency Ordinance no. 109/2011 regarding corporate governance of the public institutions, as further amended and supplemented;
- Provisions of Law no. 24/2017 on the issuers of financial instruments and market operations;
- Provisions of the ASF Regulation no. 5/2018 on the issuers of financial instruments and market operations;
- Provisions of the National Securities Commission Regulations no. 13/2005 regarding the authorization and operation of the central repository, clearing houses and central counterparts

Convokes

- I. **The Ordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. for 30.01.2020, hours 10:00 (Romania’s time), at the Hotel Capital Plaza, Ion Mincu I Room, 54 Iancu de Hunedoara Blvd., District 1, Bucharest**
- II. **The Extraordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. for 30.01.2020, hours 11:00 (Romania’s time), at the Hotel Capital Plaza, Ion Mincu I Room, 54 Iancu de Hunedoara Blvd., District 1, Bucharest**

Societatea Națională NUCLEARELECTRICA S.A.

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

Running number with the Trade Register: J40/7403/1998, Sole Registration Code: 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 **13.01.2020** („Reference Date”) in the shareholder register issued by Depozitarul Central S.A. are entitled to attend and vote within the OGMS/EGMS.

The **Agenda** of the Ordinary General Meeting of Shareholders is as follows:

1. **The election** of the Secretary of the Ordinary General Meeting of Shareholders.
2. **The approval** of the initiation of the selection procedure of a member of SNN’s Board of Directors in compliance with OUG 109/2011 regarding the corporate governance of public companies with its subsequent amendments.
3. **The approval** to mandate SNN’s Board of Directors to unfold the procedure selection of the BoD member.
4. **The election** of a provisional BoD member for a 4-month mandate (secret vote).
5. **The approval** of the Contract of Mandate form which is to be signed by the company with the new BoD member and the mandating of the Ministry of Economy, Energy and Business Environment representative within the GMS to sign on behalf of the company the Mandate Contract with the administrator.
6. **The approval** of the monthly gross fixed indemnization for the provisional member of the Board of Directors at the level of 11331 lei, equal to the one of the current administrators, as well as of a short-term variable component identically determined with the one of the current administrators, granted proportionally to the provisional mandate related period.
7. **Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

The **Agenda** of the Extraordinary General Meeting of Shareholders is as follows:

1. **The election** of the Secretary of the Extraordinary General Meeting of Shareholders.
2. **The approval** of the amendment proposals to SNN’s Articles of Incorporation presented in Appendix 1 to the present Convening Notice. The appendix is part of the present Convening Notice.
3. **Information** on the approval to contract credit facilities to issue bank guarantee letters without collateral deposits.
4. **Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the EGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

In the event that the legal conditions for holding the OGMS/EGMS on the date of the first calling are not met, a new OGMS/EGMS, as appropriate, shall be convened for the date of



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31.01.2020, hours 10.00 for the OGMS, respectively, hours 11:00 for EGMS having the same agenda. In the event of a new calling, the reference date set 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, 54 Iancu de Hunedoara Blvd., 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.

According to the provisions of art. 92, par. (3) of Law no. 24/2017, art. 117¹, par. (1) of Law no. 31/1990, of art. 189 of the ASF Regulation no. 5/2018, as well as of art. 14 of the company's Articles of Incorporation, one or more shareholders, representing individually or together at least 5% of the Company's share capital, may request, by a petition addressed to the Company's Board of Directors, the introduction of some additional points on the OGMS/EGMS agenda, under the condition that each point is accompanied by a justification or by a resolution draft proposed to be adopted by the general meeting; and present resolution drafts for the points included or proposed to be included on the agenda of the general meeting.

The proposals regarding the introduction of additional points on the OGMS/EGMS agenda and/or the presentation of resolution drafts for the included points or for the points proposed to be included on the OGMS/EGMS agenda must meet the following cumulative conditions:

- a) In case of individual shareholders**, they shall be accompanied by the copies of the shareholders IDs (the IDs presented by the shareholders must make possible their identification in the shareholders register of SNN, held by SC Depozitarul Central S.A.), **and in case of legal entity shareholders** they shall be accompanied by:
- the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the SNN shareholders' register kept by SC Depozitarul Central S.A.;
 - the capacity of legal representative shall be established based on the list of SNN shareholders (register of shareholders) valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, **the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative.**
 - the documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into



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the Romanian or English language, performed by a certified translator. SNN will not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

- b) To be accompanied by a justification and/or a resolution draft proposed to be adopted;
- c) To contain prescriptions regarding the attributions of the assembly;
- d) To be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **07.01.2020, 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 30.01.2020"; the proposals may be sent by e-mail with the extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature by the date of **07.01.2020 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 30.01.2020"

In order to identify and prove the shareholder capacity of a person who makes proposals for supplementing the agenda (or who asks questions in compliance with art. 198 of the ASF Regulation no. 5/2018), SNN may ask from that person the bank account statement issued by the Central Depository, out of which result his shareholder capacity and the number of shares he owns.

The supplemented agenda will be published by the Company by **10.01.2020**.

Information materials and questions referring to the agenda

Starting with the date of **23.12.2019 hours 18.00**, 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) shall be available on business days at the Company's headquarters, in 65 Polona Street, District 1, Bucharest, 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, upon request, copies of the documents referring to issues included on the agenda of the OGMS/ EGMS.

The Company's shareholders, regardless of their interests in the share capital, may ask questions, in writing, regarding the items on the agenda of the OGMS/EGMS.

The identification requests aforementioned in the chapter regarding the supplementation of the agenda are applicable also for the individual shareholder and/or for the legal representative of the corporate shareholder who asks questions regarding the points on the GMS agenda.



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The questions shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **28.01.2020, 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 DATED **30.01.2020**".

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

Shareholders may also send such questions by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **28.01.2020 hours 16:00** to the e-mail address: aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **30.01.2020**".

Participation and voting 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 in person, through a representative or by correspondence.

The 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 participate, on the reference date, in the general meeting of shareholders, is allowed by simply proving their identity, in the case of natural-person shareholders, by their identity card or, in case of legal entities, of the legal representative, and in the case of legal entities and natural-person shareholders who are represented, with the power of attorney of the person who represents them, according to the applicable legal provisions in the field.

The direct vote (personal) shall be exercised after the shareholder proves his/her identity:

- a) In case of individual shareholders by presenting the identity document; the identity documents presented by shareholders must permit their identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A.;
- b) In the case of legal entities, by presenting:
 - (i) The identity document of the legal representative (ID or IC for the Romanian citizens, or passport for foreign citizens),
 - (ii) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in



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which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;

The capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative (so that the Shareholders' register shows this fact at that particular date), then the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

For all aforementioned situations, the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

Vote by representative, based on special power of attorney

Shareholders may participate personally or may be represented in OGMS/EGMS by a designated representative ("Proxy") who was issued a special power of attorney, based on the representation form provided by the Company, according to art. 92 par. (12) of Law no. 24/2017. The power of attorney form may be obtained starting with **23.12.2019 hours 18:00** 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 are added on the OGMS/EGMS agenda.

The special powers of attorney must be filed in by the shareholder (in three original copies: one form for the shareholder, one for the proxy and one for SNN), they must be signed and contain specific voting instructions for each item on the OGMS/EGMS agenda for which the Proxy is going to vote in the name of the shareholder, clearly specifying the voting option (i.e. vote "for", "against" or "abstain"). One shareholder may be represented in the OGMS/EGMS by only one Proxy, having a special power of attorney granted for the EGMS dated **30.01.2020**.

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

a) **for individual shareholders**: copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for



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the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);

b) for legal entity shareholders:

- (i) the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central S.A.; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).
- (ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative;
- (iii) copy of the representative's (proxy's) identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with visible PIN (personal identity number) - if it exists in their country of origin);

c) the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

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

Generally a shareholder may mandate only one representative to represent him/her in GMS. However, the power-of-attorney may name one or more alternative representatives to ensure the representation in the general meeting, for the case in which the main representative named above cannot fulfill his mandate. If more alternative representatives are assigned by the power-of-attorney, there shall be set the succession in which they are to exercise their mandate.



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The representatives of the company cannot receive power of attorney in order to represent shareholders in the OGMS/EGMS. The regulations regarding the organization and unfolding of the general meeting of shareholders shall detail the voting by representative procedure, the shareholders having the obligation to comply with such regulations, under sanction of losing their voting right by representative in the OGMS/EGMS.

The **special power of attorney** for participation and vote within the general meeting of shareholders, issued to a credit institution which performs **custodial services**, shall be valid without the presentation of additional documents related to the shareholder concerned, if the special power of attorney is prepared in compliance with art. 201 of Regulation 5/2018, signed by such shareholder and accompanied by an affidavit 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 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 custodian's declaration mentioned above should be submitted to SNN, in original, within 48 hours before the GMS, signed, and if applicable, stamped, without fulfilling other formalities regarding the form of these documents.

The special powers of attorney, in Romanian and/or English, shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by and not later than **28.01.2020**, 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 DATED **30.01.2020**".

The special powers of attorney, in Romanian and/or English, may also be sent by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by but not later than **28.01.2020** hours **16:00** to the e-mail address aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **30.01.2020**".

Vote by representative, based on a general power of attorney

In virtue of art. 92 par. (10) of Law no. 24/2017 on issuers of financial instruments and market operations, the shareholder's representation in GMS may also be done by other persons than the shareholders, based on a special or general power-of-attorney. So, the shareholder may give a general power-of-attorney valid no longer than 3 years, permitting to the representative to vote all the items on which the general meetings of shareholders debate for the one or more issuers named in the power-of-attorney, individually or by a generic formulation referring to a certain category of issuers, including the disposal acts, with the condition that the power-of-attorney shall be granted by a shareholder as client to an intermediary, in compliance with the legal



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provisions.

Before the first use, the general power-of-attorneys shall be reached in to the company's headquarters, 48 hours prior to the general meeting, i.e. by **28.01.2020, hours 16:00**, in copy, containing the mention of their compliance with the original and the representative's signature. The certified copies of the powers-of-attorney are kept by SNN, this being mentioned in the minutes of the general meeting.

Shareholders may not be represented within the general meeting of shareholders by a person in a conflict of interest situation, such as:

- a) it is a majority shareholder of SNN, or of an entity controlled by such shareholder;
- b) is a member of an administration, management or supervisory body of the company, of a majority shareholder or of a person controlled by such shareholder;
- c) is an employee or an auditor of the company or of a majority shareholder or of an entity controlled, in compliance with the provisions of let a);
- d) is the spouse, relative or a relative and kin up to and including 4th degree of one of the natural persons referred to under let. a) - c).

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

Document accompanying the general power-of-attorney:

a) the proof that the proxy has either the capacity of intermediary (in compliance with the provisions of art. 2 par. (1) pt. (20) of Law no. 24/2017), or of an attorney, and that the shareholder is its client.

b) for **individual shareholders** - copy of the shareholder's identity document, that shall

permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);

c) **for legal entity shareholders:**

- (i) confirmation of company details, as original document or a true copy of the original document, issued by the Trade

Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening



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notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central SA;

- ii) the capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative, or if this information is not mentioned in the list of SNN shareholders valid on the reference date, received from the Central Depository, than the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).
- (iii) copy of the representative's (assignee) identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with visible PIN (personal identity number) - if it exists in their country of origin);

The documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

SNN shall accept a general power-of-attorney for participation and voting in the GMS given by a shareholder, as client, to a defined intermediary according to art. 2 par. (1) pt. 20 of Law no. 24/2017, as further amended and supplemented, or given to an attorney, without asking for additional documents referring to that particular shareholder, if the general power of attorney complies with the provisions of art. 202 of the ASF Regulation no. 5/2018, if it is signed by such shareholder and if it is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received the mandate of representation by the general power of attorney, out of which it results that:

- (i) the power-of-attorney is given by that respective shareholder, as client, to the intermediary or, as the case may be, to the attorney;
- (ii) the general power-of-attorney is signed by the shareholder, inclusively by attaching the extended electronic signature, of applicable.

The aforementioned declaration must be submitted to SNN in original, signed and, as the case may be, stamped, without fulfilling other formalities regarding its form. The declaration shall be submitted to SNN together with the general power-of-attorney.

The form of the general power of attorney shall be provided to the shareholders, by the



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Company, starting with **23.12.2019, hours 18:00**, at the same coordinates, and in under same conditions as the informative materials.

Vote through correspondence

The Company's Shareholders registered on the Reference Date in the shareholders register issued by Depozitarul Central S.A. have the possibility to vote through correspondence, before the OGMS/EGMS, using the Ballot Papers form, for voting through correspondence. The Ballot Papers may be obtained starting with **23.12.2019, hours 18:00**, from the Company's Registration Office and from the Company's website (www.nuclearelectrica.ro) and shall be updated if new items are added to the OGMS/EGMS agenda.

Documents that accompany the ballot papers:

a) **for individual shareholders** - copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and, if the case may be, copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin), together with the prove of the capacity of legal representative;

b) **for legal entity shareholders:**

(i) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade

Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;

(ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative. For the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

The documents presented in a foreign language (excepting the identity documents valid on the



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territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

The ballots papers may be submitted as follows:

- a) Sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **28.01.2020**, 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 30.01.2020" or
- b) Sent by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **28.01.2020** 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 30.01.2020".

The ballot papers, that 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, please take into consideration the possibility that the EGMS agenda may be supplemented with new items, in which case the amended agenda shall be published by **10.01.2020**. 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 date of publication of the supplemented agenda.

If the agenda shall be supplemented and the shareholders do not send the up-to-dated special powers of attorney and/or ballot papers for the vote through correspondence, the special powers of attorney and ballot papers sent prior to the date the agenda has been supplemented shall be taken into account only for the items that are also to be found on the supplemented agenda.

Checking and validating the special powers-of-attorney submitted, as well as the certification, checking, validating and record of the votes expressed through correspondence shall be done by a commission set within the Company, the members of this commission shall keep safe the documents, and confidential the votes expressed in this way. The powers-of-attorney shall be verified also by the EGMS secretary.

If the shareholder expressing his/her vote through correspondence participates personally or by a representative to the general meeting, the vote through correspondence expressed for that general meeting shall be annulled. In this case, only the vote expressed personally or by representative shall be taken into consideration.

If the person representing the shareholder by his/her personal presence in the general meeting is



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another person than the one who expressed the vote through correspondence, then, in order for his/her vote to be valid, the person shall submit in the general meeting, a written revocation of the vote expressed through correspondence, signed by the shareholder or by the representative who expressed that vote through correspondence. If the shareholder, or his/her legal representative, is present at the general meeting, this is not necessary anymore.

As per art. 92 paragraph (19) of the Law 24/2017, provided that on the agenda of the general meeting of shareholders there are resolutions which imply a secret vote, the vote of participants in person or by representative, as well as of those voting by correspondence shall be expressed by means that only allow the disclosure to the members of the secretary responsible to count the expressed secret votes and only when the other secret votes expressed by the participating shareholders or by the representatives of the shareholders that take part in the meeting are known. In case of vote by representative, the disclosure of the vote to them, prior to the GMS, does not represent a breach in the secret character of the vote.

Proposals for the position of member of the Board of Directors

As per art. 187 paragraph (8) of ASF Regulation no. 5/2018, SNN shareholders have the right to make written proposals for candidates for the position of provisional members of the Board of Directors, which will include information regarding the name, residence and professional qualification of the persons proposed for the positions (CV), until **07.01.2020**.

The identification requirements mentioned within the section regarding the amendment of the agenda are applicable to the shareholders who make proposals for candidates for the positions of provisional Board members. The list comprising the information regarding the names, residence and professional qualification of the persons proposed for the position of provisional Board members is at the disposal of the shareholders on the company's website in the sections Investors Relations/GMS related information, and can be supplemented by the shareholders until **07.01.2020**.

At the end of the period for sending proposals, the candidates proposed by the shareholders for provisional Board members will be posted on the company's website and the voting ballots will be subsequently amended with the candidates in alphabetical order. The updated special powers of attorney and voting ballots with the proposals sent by the shareholders will be at the disposal of the shareholders starting with **10.01.2020** at the company's headquarters as well as on the company's website www.nuclearelectrica.ro, after the period for sending proposals and registering the proposals for the provisional Board members on the voting ballots.

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



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**ANNEX TO THE CONVENING NOTICE FOR THE ORDINARY AND
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF S.N.
NUCLEARELECTRICA S.A.**

**AMENDMENT AND ADDITIONS TO THE ARTICLES OF INCORPORATION OF
SNN**

Art 5, paragraph (4) of SNN Articles of Incorporation is amended in the sense of introducing the following new CAEN codes:

1. **0210** – Silviculture and other forestry activities
2. **0710** – Mining of iron ores
3. **0729** – Mining of other non-ferrous metal ores
4. **0811** – Quarrying of ornamental and building stone, limestone, gypsum, chalk and slate
5. **0812** – Operation of gravel and sand pits; mining of clays and kaolin
6. **0891** – Mining of chemical and fertiliser minerals
7. **0899** – Other mining and quarrying n.e.c.
8. **2370** – Cutting, shaping and finishing of stone
9. **2391** – Production of abrasive products
10. **2399** – Manufacture of other non-metallic mineral products n.e.c.
11. **2892** – Manufacture of machinery for mining, quarrying and construction
12. **3812** – Collection of hazardous waste
13. **4313** – Test drilling and boring
14. **4671** – Wholesale of solid, liquid and gaseous fuels and related products
15. **4676** – Wholesale of other intermediate products
16. **4690** – Non-specialized wholesale trade
17. **4920** – Freight rail transport
18. **8690** – Other human health activities

Therefore art. 5, paragraph (4) of SNN Articles of Incorporation will have the following content:

„Chapter 2 – Purpose and main activity

Purpose and main activity

Art. 5. (1) Nuclearelectrica aims to produce and sell electricity, by bringing into effect, in compliance with the legislation in force, commercial documents corresponding to the main activity approved by these Articles of Incorporation.

(2) Main field of activity: NACE code 351 – Production, transportation and distribution of electricity

(3) Main activity of the company: NACE code 3511 – Production of electricity

(4) Secondly, the company also carries out the following activities:

NACE code – 0162 Support activities for animal production;

NACE code – 0210 Silviculture and other forestry activities;



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NACE code – 0240 Support services to forestry;
NACE code – 0710 Mining of iron ores;
NACE code – 0721 Mining of uranium and thorium ores;
NACE code – 0729 Mining of other non-ferrous metal ores;
NACE code – 0811 Quarrying of ornamental and building stone, limestone, gypsum, chalk and slate;
NACE code – 0812 Operation of gravel and sand pits; mining of clays and kaolin;
NACE code – 0891 Mining of chemical and fertiliser minerals;
NACE code – 0899 Other mining and quarrying n.e.c.;
NACE code – 0990 Support activities for other mining and quarrying;
NACE code – 1071 Manufacture of bread; manufacture of fresh pastry goods and cakes;
NACE code – 1072 Manufacture of rusks and biscuits; manufacture of preserved pastry goods and cakes;
NACE code – 1085 Manufacture of prepared meals and dishes;
NACE code – 1089 Manufacture of other food products n.e.c.;
NACE code – 1610 Sawmilling and planing of wood;
NACE code – 1622 Manufacture of assembled parquet floors;
NACE code – 1623 Manufacture of other builders' carpentry and joinery;
NACE code – 1624 Manufacture of wooden containers;
NACE code – 1629 Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials;
NACE code – 1723 Manufacture of paper stationery;
NACE code – 1812 Other printing n.e.c.;
NACE code – 1813 Pre-press and pre-media services;
NACE code – 1814 Binding and related services;
NACE Code – 1820 Reproduction of recorded media;
NACE Code – 2011 Manufacture of industrial gases;
NACE Code – 2013 Manufacture of other inorganic basic chemicals;
NACE code – 2120 Manufacture of pharmaceutical preparations;
NACE code – 2369 Manufacture of other articles of concrete, plaster and cement;
NACE code – 2370 Cutting, shaping and finishing of stone;
NACE code – 2391 Production of abrasive products;
NACE code – 2399 Manufacture of other non-metallic mineral products n.e.c.;
NACE code – 2433 Cold forming or folding;
NACE code – 2446 Processing of nuclear fuel;
NACE code – 2511 Manufacture of metal constructions and parts of structures;
NACE code – 2512 Manufacture of metal doors and windows;
NACE code – 2550 Forging, pressing, stamping and roll-forming of metal; powder metallurgy;
NACE code – 2561 Treatment and coating of metals;
NACE code – 2562 Machining;
NACE code – 2571 Manufacture of cutlery;
NACE code – 2592 Manufacture of light metal packaging;
NACE code – 2593 Manufacture of wire products, chain and springs;
NACE code – 2594 Manufacture of fasteners and screw machine products;
NACE code – 2599 Manufacture of other fabricated metal products n.e.c.;



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NACE code – 2812 Manufacture of fluid power equipment;
NACE code – 2813 Manufacture of pumps and compressors;
NACE code – 2815 Manufacture of bearings, gears, gearing and driving elements;
NACE code – 2822 Manufacture of lifting and handling equipment;
NACE code – 2892 Manufacture of machinery for mining, quarrying and construction;
NACE code – 3299 Other manufacturing n.e.c.;
NACE code – 3311 Repair of fabricated metal products;
NACE code – 3312 Repair of machinery;
NACE code – 3319 Repair of other equipment;
NACE code – 3320 Installation of industrial machinery and equipment;
NACE code – 3513 Distribution and marketing of electricity;
NACE code – 3514 Trade of electricity;
NACE code – 3530 Steam and air conditioning supply;
NACE code – 3600 Water collection, treatment and supply;
NACE code – 3700 Sewerage;
NACE code – 3811 Collection of non-hazardous waste;
NACE code – 3812 Collection of hazardous waste;
NACE code – 3821 Treatment and disposal of non-hazardous waste;
NACE code – 3822 Treatment and disposal of hazardous waste;
NACE code – 3831 Dismantling of wrecks for recovery of materials;
NACE code – 3832 Recovery of sorted recyclable materials;
NACE code – 3900 Remediation activities and other waste management services;
NACE code – 4110 Development of building projects;
NACE code – 4120 Construction of residential and non-residential buildings;
NACE code – 4211 Construction of highways, roads, aerodromes and sports facilities;
NACE code – 4212 Construction of railways and underground railways;
NACE code – 4213 Construction of bridges and tunnels;
NACE code – 4221 Construction of utility projects for fluids;
NACE code – 4291 Construction of water projects;
NACE code – 4299 Construction of other civil engineering projects n.e.c.;
NACE code – 4311 Demolition;
NACE code – 4312 Site preparation;
NACE code – 4313 Test drilling and boring;
NACE code – 4321 Electrical installation;
NACE code – 4322 Plumbing, heat and air-conditioning installation;
NACE code – 4329 Other construction installation;
NACE code – 4331 Plastering;
NACE code – 4332 Joinery and carpentry works;
NACE code – 4333 Floor and wall covering;
NACE code – 4334 Painting, glazing and installation of windows;
NACE code – 4339 Other building completion and finishing;
NACE code – 4391 Roofing and scaffolding works and terraces for construction;
NACE code – 4399 Other specialised construction activities n.e.c.;
NACE code – 4511 Sale of cars and light motor vehicles (under 3.5 tons);
NACE code – 4519 Sale of other motor vehicles;



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NACE code – 4520 Maintenance and repair of motor vehicles;
NACE code – 4662 Wholesale of machine tools;
NACE code – 4671 Wholesale of solid, liquid and gaseous fuels and related products;
NACE code – 4676 Wholesale of other intermediate products;
NACE code – 4677 Wholesale of waste and scrap;
NACE code – 4690 Non-specialized wholesale trade;
NACE code – 4721 Retail sale of fresh fruits and vegetables in specialised stores;
NACE code – 4725 Retail sale of beverages in specialised stores;
NACE code – 4729 Other retail sale of food in specialised stores;
NACE code – 4920 Freight rail transport;
NACE code – 4931 Urban and suburban passenger land transport;
NACE code – 4939 Other passenger land transport n.e.c.;
NACE code – 4941 Freight transport by road;
NACE code – 4942 Removal services;
NACE code – 5030 Inland passenger water transport;
NACE code – 5040 Inland freight water transport;
NACE code – 5210 Warehousing and storage;
NACE code – Service activities incidental to water transportation;
NACE code – 5224 Cargo handling;
NACE code – 5320 Other courier activities;
NACE code – 5510 Hotels and similar accommodation;
NACE code – 5520 Holiday and other short-stay accommodation;
NACE code – 5530 Camping grounds, recreational vehicle parks and trailer parks;
NACE code – 5590 Other accommodation;
NACE code – 5610 Restaurants;
NACE code – 5621 Event catering activities and other catering;
NACE code – 5629 Other food service activities;
NACE code – 5811 Book publishing;
NACE code – 5812 Publishing of directories and mailing lists;
NACE code – 5813 Publishing of newspapers;
NACE code – 5814 Publishing of journals and periodicals;
NACE code – 5819 Other publishing activities;
NACE code – 5821 Publishing of computer games;
NACE code – 5829 Other software publishing;
NACE code – 5920 Sound recording and music publishing activities;
NACE code – 6010 Radio broadcasting;
NACE code – 6020 Television programming and broadcasting activities;
NACE code – 6110 Wired telecommunications activities;
NACE code – 6120 Telecommunications activities via wireless networks (exclusively via satellite);
NACE code – 6130 Satellite telecommunications activities;
NACE code – 6190 Other telecommunications activities;
NACE code – 6201 Computer programming activities (customer-oriented software);
NACE code – 6202 Computer consultancy activities;
NACE code – 6203 Computer facilities management activities;
NACE code – 6209 Other information technology and computer service activities;



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NACE code – 6311 Data processing, hosting and related activities;
NACE code – 6399 Other information service activities n.e.c.;
NACE code – 6420 Activities of holding companies;
NACE code – 6810 Buying and selling of own real estate;
NACE code – 6820 Renting and operating of own or rented real estate;
NACE code – 6832 Management of real estate on a fee or contract basis;
NACE code – 7010 Activities of head offices;
NACE code – 7021 Public relations and communication activities;
NACE code – 7022 Business and management consultancy activities;
NACE code – 7111 Architectural activities;
NACE code – 7112 Engineering activities and related technical consultancy;
NACE code – 7120 Technical testing and analysis;
NACE code – 7211 Research and experimental development on biotechnology;
NACE code – 7219 Other research and experimental development on natural sciences and engineering;
NACE code – 7220 Research and experimental development on social sciences and humanities;
NACE code – 7311 Advertising agencies;
NACE code – 7312 Media representation;
NACE code – 7320 Market research and public opinion polling;
NACE code – 7410 Specialized design activities;
NACE code – 7420 Photographic activities;
NACE code – 7430 Translation and interpretation activities;
NACE code – 7490 Other professional, scientific and technical activities n.e.c.;
NACE code – 7711 Renting and leasing of cars and light motor vehicles;
NACE code – 7712 Renting and leasing of trucks;
NACE code – 7734 Renting and leasing of water transport equipment;
NACE code – 7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.;
NACE code – 7740 Leasing of intellectual property and similar products, except copyrighted works;
NACE code – 7810 Activities of employment placement agencies;
NACE code – 7820 Temporary employment agency activities;
NACE code – 7830 Other human resources provision;
NACE code – 7990 Other reservation service and related activities;
NACE code – 8020 Security systems service activities;
NACE code – 8110 Combined facilities support activities;
NACE code – 8121 General cleaning of buildings;
NACE code – 8122 Other building and industrial cleaning activities;
NACE code – 8129 Other cleaning activities;
NACE code – 8211 Combined office administrative service activities;
NACE code – 8219 Photocopying, document preparation and other specialised office support activities;
NACE code – 8230 Organisation of conventions and trade shows;
NACE code – 8291 Activities of collection agencies and credit bureaus;
NACE code – 8292 Packaging activities;
NACE code – 8299 Other business support service activities n.e.c.;



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NACE code – 8425 Firefighting and fire prevention activities;
NACE code – 8532 Technical and vocational secondary education;
NACE code – 8551 Sports and recreation education;
NACE code – 8552 Cultural education (foreign languages, music, theater, dance, arts) and crafts, etc);
NACE code – 8559 Other education n.e.c.;
NACE code – 8560 Educational support activities;
NACE code – 8690 Other human health activities;
NACE code – 9312 Activities of sports clubs;
NACE code – 9319 Other sports activities;
NACE code – 9329 Other amusement and recreation activities;
NACE code – 9411 Activities of business and employers' membership organisations;
NACE code – 9412 Activities of professional membership organisations;
NACE code – 9511 Repair of computers and peripheral equipment;
NACE code – 9601 Washing and (dry-)cleaning of textile and fur products.

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