

APPROVED,
Chairman of the
Board of Directors
Teodor Minodor Chirica

Information NOTE
regarding the updated form of the Regulation regarding the Organization and Performance
of General Meetings of the Shareholders of National Company “Nuclearelectrica” S.A.

Recitals

The General Meeting of the Shareholders (“GMS”) of National Company Nuclearelectrica S.A. (“SNN”) performs its activity in compliance with its own Regulation of Organization and Performance regarding the organization of the meetings, drawn up in compliance with the legal provisions referred to under this Notice.

The current Regulation of Organization and Performance of the GMS of SNN in the form currently in force, was approved with the Resolution of the Board of Directors No. 231 of 18.12.2018, as a result of the entry into force of Law No. 24/2017 on the issuers of financial instruments and market operations and of ASF Regulation No. 5/2018.

Legislative Framework

The relevant provisions regarding the organization and performance of the General Meeting of Shareholders:

- Companies Law No. 31/1990, republished, as further amended and supplemented (“Law No. 31/1990”);
- Law No. 297/2004 on the capital market, as further amended and supplemented (“Law No. 297/2004”);
- The provisions of Law No. 24/2017 on the issuers of financial instruments and market operations (“Issuers' Law”), as further amended and supplemented;
- Government Emergency Ordinance No. 109/2011 on the corporate governance of the state-owned enterprises, as further amended and supplemented (“GEO No. 109/2011”);
- ASF Regulation No. 5/2018 on issuers of financial instruments and market operations (“Regulation No. 52018”);
- Articles of Incorporation of SNN (“Articles of Incorporation”);
- This Regulation regarding the Organization and Performance of the GMS.

Societatea Nationala NUCLEARELECTRICA S.A.

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Trade Registry number: J40/7403/1998, Sole registration code: 10874881,

Paid and subscribed capital: 3.016.438.940 lei.

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On July 29, 2020, Law No. 158/2020 was published in the Official Gazette of Romania No. 673, bringing a series of supplements and amendments to Law No. 24/2017 on issuers of financial instruments and market operations.

Thus, by amending and supplementing Law No. 24/2017, new requirements are set out with regard to:

- the issuer's obligation to establish a remuneration policy regarding the managers, in relation to which Shareholders have the right to vote within the OGMS, and which includes certain information laid down by the law (the issuers pay a remuneration to their managers only in compliance with a remuneration that has been approved within the OGMS, except for certain situations expressly set out);
- the issuer's obligation to draw up a remuneration report, providing an overview of all remuneration, including benefits, regardless of form, granted or due over the last financial year (the remuneration report contains certain information laid down by the law, regarding the remuneration of each manager).
- consolidation operations as well as additional provisions governing the operation of consolidating the nominal value of a share;

As a result of these requirements, the Regulation regarding the Organization and Performance of General Meetings of the Shareholders of National Company "Nuclearelectrica" S.A. needs to be adapted,

in order to correlate this with the new applicable legislative framework by adding certain approval powers within the Ordinary and Extraordinary General Meetings of Shareholders;

The updated form of the Regulation regarding the Organization and Performance of the GMS of SNN and which is annexed to this Notice, reflects all changes and additions of the legal provisions as of this date, set out in ASF Regulation No. 5/20218, Law No. 24/2017 on the issuers of financial instruments and market operations, as further amended and supplemented, the BSE governance code, Companies Law No. 31/1990, GEO No. 109/2011 on corporate governance of state-owned enterprises.

The updated form of the Regulation of Organization and Performance of the GMS of SNN is to be posted on the SNN website under the section dedicated to the General Meetings of Shareholders.

In view of the considerations indicated above, the Board of Directors informs the General Meeting of Shareholders about the updated form of the Regulation of Organization and Performance of the GMS of SNN.

Chief Executive Officer
Cosmin Ghita

Legal Division Manager
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