



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 3,016,438,940**.

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 27.01.2021, hours 10:00 (Romania’s time), at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest.**
- II. The Extraordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. for 27.01.2021, hours 11:00 (Romania’s time), at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest.**



Only the persons registered as shareholders of SNN on the date of **15.01.2021** („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. **Election** of the Secretary of the Ordinary General Meeting of Shareholders.
2. **Approval** of the report of the Board of Directors of SN Nuclearelectrica SA for the first semester of 2020.
3. **Approval** of the quarterly report of the Board of Directors for the period January 1- September 30, 2020
4. **The revoking** of Mr. Iulian Robert Tudorache from the position of member of the Board of Directors, as a result of withdrawing from the mandate (secret vote).
5. **The revoking** of Mr. Cristian Gentea from the position of member of the Bord of Directors, as a result of cessation de jure of the mandate contract considering the intervention of a case of incompatibility by occupying an elected position within the public administration. (secret vote).
6. **Approval** of the initiation of the selection procedure of two members in the Board of Directors of Societatea Nationale Nuclearelectrica SA, according to the provisions of GEO no. 109/2011 on the corporate governance of public enterprises, with subsequent amendments and completions.
7. **Approval** of the mandate of the Board of Directors of SNN for carrying out the selection procedure of two members of the Board of Directors of SN Nuclearelectrica SA.
8. **Information** regarding the updateing of the Regulation regarding the organization and performance of General Meetings of the Shareholders of SN Nuclearelectrica SA.
9. **Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter a) of OUG [*Government Emergency Ordinance*] no. 109/2011, as subsequently amended and supplemented, during the period 01.04.2020-30.10.2020.
10. **Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter b) of OUG no. 109/2011, as subsequently amended and supplemented, during the period 01.04.2020-30.10.2020.
11. **Approval** of date **17.02.2021** as the date of registration according to the provisions of art. 86 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.
12. **Approval** of date **16.02.2021** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.
13. **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. Election** of the Secretary of the Extraordinary General Meeting of Shareholders.
- 2. 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. The approval** of the setting-up (establishment) of a branch, fully owned by SNN, in its capacity as sole shareholder, with the following characteristics:
 - Legal form: branch of SNN, on the basis of the provisions of Art. (42) of Law no. 31/1990 on trading companies, republished, with its updated amendments and additions ("Companies Law"), organized in the form of a limited liability company, on the basis of the provisions of Art. (2) letter e) of the Companies Law, and having SNN as its sole shareholder, on the basis of the provisions of Art. (13) par. (1) of the Companies Law;
 - The scope of activities of the branch will include: Treatment and removal of hazardous waste, Collection of hazardous waste and decontamination activities and services; The main and the secondary activities will be provided for in the By-Laws to be approved by the Board of Directors of SNN;
 - The registered office will be in Cernavoda; the precise address will be provided for in the By-Laws to be approved by the Board of Directors of SNN;
 - Duration of the branch: indefinite;
 - The company will be managed by a Board of Directors consisting of 3 members, which will be appointed by the Board of Directors of SNN;
 - Term of office of the members of the Board of Directors: 4 years;
 - The share capital of the company will be RON 200, according to Art. (11) of the Companies Law, the contribution of the sole shareholder having to be exclusively in cash. SNN is entitled to finance the new company by contracting shareholder loans.
- 4. The approval** of the mandating of the Board of Directors of SNN to fulfill all the formalities for the establishment of the new branch, of the Board of Directors, including – without limitation – the following: establish/choose the location of the registered office of the branch in the locality of Cernavoda, choose the name of the branch, check the availability of and reserve the name of the branch, draw up and approve the By-Laws of the branch, in compliance with the legal requirements, appoint the members of the Board of Directors, appoint the external auditor/internal auditors, prepare all operations/formalities related to the paying-up of the share capital (including the opening of a bank account, making the actual payments, etc.), sign any statement required under the law in the name of the sole shareholder of the branch (e.g. statement of no overlap of office, statement concerning the fulfilment by SNN of all conditions required under the law, relevant for holding and exerting the capacity of sole shareholder of the branch, etc.), make the payment of all fees and rates related to the operation of establishing a new branch, contract notary's services, and, where appropriate, lawyer's services, as required for the establishment of the new branch and, in general, perform any operation and sign any document in relation to the establishment of the branch.

In order to fulfill the aforementioned acts, the Chairperson of the Board of Directors of SNN may delegate the duties/responsibilities related to the establishment of the new branch to any other



person, including the Board of Directors of the branch, which will be appointed to this position through a decision of the Board of Directors of SNN.

5. **Approval** of date **17.02.2021** as the date of registration according to the provisions of art. 86 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the EGMS resolutions impact will be identified.
6. **Approval** of date **16.02.2021** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.
7. **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 **28.01.2021, hours 10.00 for the OGMS and 11:00 for the 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 second convocation of the OGMS/EGMS will take place at the Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, 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:



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- 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 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 **05.01.2021, hours 18:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 27.01.2021"; 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 **05.01.2021 hours 18:00** to the e-mail address aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 27.01.2021"

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 **11.01.2021**.



Information materials and questions referring to the agenda

Starting with the date of **21.12.2020 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.

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 **25.01.2021, hours 10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **27.01.2021**".

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 **25.01.2021 hours 10:00** to the e-mail address: aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **27.01.2021**".

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 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), 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).

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 **21.12.2020 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 OGMS/EGMS dated **27.01.2021**.

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 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 Economy, Energy and the Business Environment 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) in order to prove the quality of legal representative of the Ministry of Economy, Energy and the Business Environment.
- (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.

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 **25.01.2021** hours **10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **27.01.2021**".

The special powers of attorney, in Romanian and/or English, may also be send by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by but not later than **25.01.2021** hours **10:00** to the e-mail address aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **27.01.2021**".

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 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 **25.01.2021, hours 10:00**, 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 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 Company, starting with **21.12.2020, 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 **21.12.2020, 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 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 **25.01.2021**, hours **10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 27.01.2021" 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 **25.01.2021** hours **10:00** to the e-mail address: aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 27.01.2021".

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 OGMS/EGMS agenda may be supplemented with new items, in which case the amended agenda shall be published by **11.01.2021**. 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 OGMS/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 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.

In compliance with art. 92, paragraph (19) of Law 24/2017, if the agenda of GMS contains resolutions which require secret voting, the vote of the shareholders participating in person or by means of a representative, as well of those who vote by correspondence will be expressed by means which allow the unveiling of the vote only to the members of the secretariat in charge with counting the expressed secret votes and only at the moment in which the other secret votes expressed by the present shareholders or by the representatives of the shareholders participating in the meeting are known. In case of vote by representative, the unveiling of the vote to the representative, prior to the general meeting of shareholders, does not represent a breach of the request regarding the secrecy of the vote.

**CHAIRMAN OF THE BOARD OF DIRECTORS
TEODOR MINODOR CHIRICA**



ANNEX

AMENDMENTS AND ADDITIONS TO THE ARTICLES OF INCORPORATION OF SNN

1. The name of the **ARTICLES OF INCORPORATION** of S.N. Nuclearelectrica S.A is hereby amended, as follows: "ARTICLES OF INCORPORATION of National Company "Nuclearelectrica" S.A. with the amendments and additions registered until"

2. Art. 7 of the Articles of Incorporation of SNN is hereby amended, following the increase of the share capital, and shall have the following content:

"Art. 7 Share Capital

Art. 7 (1) The share capital of the trading company is RON **3,016,438.940**, fully subscribed and paid by the Company's shareholders. The share capital is divided into **301,643,894 shares**, issued in dematerialized form, having a nominal value of RON 10.00 each.

(2) The Company's share capital is owned by the following Shareholders, as follows:

- a) The Romanian State, through the Ministry of Economy, Energy and Business Environment (the competent Ministry) owns a total of **248,850,476** shares, with a total value of RON **2,488.504,760**, accounting for a share of **82.4981 %** of the Company's share capital;
- b) S.C. Fondul Proprietatea S. A. owns a total of **21,112,037** shares, with a total value of RON **211,120,370**, accounting for a share of **6.9990 %** of the Company's share capital;
- c) Other Shareholders, Romanian and foreign natural persons and legal entities own a total of **31,681,381** shares, with a total value of RON **316,813,810**, accounting for a share of **10.5029 %** of the Company's share capital.

(3) The identification details of each Shareholder, the contribution of each of them to the share capital, the number of shares each is entitled to, and the participation in the total share capital are included in the Register of Shareholders, kept in the computer system of the Central Depository.

(4) The rights and obligations related to the share capital of Nuclearelectrica for the proportion of the share capital held by the Romanian State, are exercised in the name and on behalf of the Romanian State, by the competent ministry, to the authority of which the Company is subject.

3. Art.8 "**Share Capital or Increase**" is hereby amended by elimination par. (7) and will have the following content:

Art. 8 (1) The share capital may be reduced or increased based on the resolution of the Extraordinary General Meeting of Shareholders, under the conditions, and in compliance with the procedures laid down by the law.

(2) The share capital may be increased by:

- a) new contributions in cash and/or in-kind, under the conditions of the law;
- b) incorporation of reserves, except for legal reserves and favorable differences resulting from the



reevaluation of the corporate assets and legal reserves, as well as of the benefits or share issue premiums;

- c) compensation of some liquid and chargeable debts from Nuclearelectrica with its shares;
- d) other sources determined by the General Meeting of Shareholders, pursuant to the law.

(3) The shares issued for the share capital increase shall be offered for subscription first of all to the existing shareholders, on a pro rata basis, in relation to the number of shares they own, granting them, in this regard, a right of preference to subscribe for newly issued shares. The right of preference shall be exercised in compliance with the provisions of the applicable legislation.

(4) The share capital may be reduced by:

- a) reducing the number of shares;
- b) reducing the nominal value of the shares;
- c) acquiring own shares, followed by their annulment;
- d) any other procedures governed by the law.

(5) If the Board of Directors finds that, following some losses established by the approved annual financial statements, the Company's net assets, determined as the difference between the Company's total assets and its total liabilities, has decreased to less than half of the subscribed share capital, it shall immediately convene the Extraordinary General Meeting of Shareholders to decide whether the Company should be dissolved. If the dissolution is not decided, the Company shall be required, by the end of the financial year subsequent to that one in which the losses were found, to proceed with the reduction of the share capital by an amount at least equal to that of the losses which could not be covered by reserves, if during this timeframe the Company's net assets were not reinstated to a value at least equal to half of the share capital.

(6) The share capital reduction may only be implemented two months after the date of publication in the Official Gazette of Romania, Part IV, of the Resolution of the Extraordinary General Meeting of Shareholders, pursuant to the legal provisions.

4. **Art. 13 (2)** "*The main duties of the Ordinary General Meeting of Shareholders are*" is hereby amended as follows:

- par. (2) is amended by adding let. m) and n), and shall have the following content:

Art. 13 (1) General Meetings of Shareholders may be Ordinary or Extraordinary.

(2) The main duties of the Ordinary General Meeting of Shareholders are:

- a) discusses, approves and changes the annual financial statements based on the reports presented by the Board of Directors and the financial auditor;
- b) establishes the distribution of the net profit and sets the value of the dividend;
- c) elects and revokes the members of the Board of Directors;
- d) appoints and dismisses the financial auditor and establishes the minimum term of the financial audit contract;
- e) establishes the general limits for the remuneration of the Chief Executive Officer and the Managers;
- f) establishes the level of remuneration for the members of the Board of Directors, as well as the terms and conditions of the mandate contract concluded with the members of the Board of Directors;
- g) decides on the administration of the members of the Board of Directors;



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- h) approves the strategy and the development policies of the Company;
- i) establishes the annual revenues and expenditures budget for the next financial year;
- j) decides on pledging, renting or discontinuing one or several units of the Company;
- k) approves the reports of the Board of Directors regarding the activity performed;
- l) also analyzes and solves other issues submitted by the Board of Directors.
- m) approves the remuneration policy regarding the managers, as well as on the occasion of each significant change and, in any case, at least once every 4 years;**
- n) submits for voting within the annual Ordinary General Meeting of Shareholders, the remuneration report related to the most recent financial year, with Shareholders' opinion resulting from the vote, having an advisory nature.**

4. Art. 13 (4) is hereby amended by adding let. d), e), f), g) and h), and shall have the following content:

Art .13 (4) In addition to the powers and duties mentioned under par. 3 above or established by law, the Extraordinary General Meeting of Shareholders decides on the following matters:

- a) conclusion by the Company of any contract, undertaking of any obligation or commitment that might involve expenses or the undertaking any other important obligation by the Company, as per the competence limits set out in Annex No. 1 to these Articles of Incorporation.
- b) engagement by the Company in any type of loans, debts or obligations as per the competence limits set out in Annex No. 1 to these Articles of Incorporation;
- c) incorporation or participation in the incorporation of companies governed by Companies Law No. 31/1990 or of associations or foundations governed by GO No. 26/2000 on associations and foundations;
- d) delegating to the Board of Directors the duty of withdrawing the right of preference, in compliance with the conditions on quorum and majority;**
- e) approving the operation of consolidating the nominal value of a share;**
- f) approving the proposal of the Board of Directors related to the value of a consolidated share to be used for the calculation of the amount of compensation;**
- g) providing information on the amounts to be paid to Shareholders, approving the payment terms and conditions, as well as approving the calculation instructions to be made available to Shareholders;**
- h) granting mandate to the Board of Directors to carry out the amendment of the Articles of Incorporation, as an effect of consolidating the nominal value of the shares and to carry out all the operations necessary for the registration and amendment of the Articles of Incorporation in the Trade Register.**

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA