



AMENDS 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
- The request of the majority shareholder, the Ministry of Energy, registered with number 11268/VDP/18.03.2021 and registered at SNN under the number 3279/18.03.2021, regarding the introduction of items 2 and 3 on the agenda of the Extraordinary General Meeting of SNN Shareholders convened for 05.04.2021/06.04.2021. The request of the Ministry of Energy is based on the provisions of art. 117¹ paragraph (1) of the Companies’ Law no. 31/1990 republished, as subsequently amended, corroborated with the provisions of art. 92 paragraph (3) of the Law no. 24/2017 with subsequent amendments, corroborated with the provisions of art. 189 of the ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations and those of art. 14 par (12) of the Articles of Incorporation of the company, as shareholder who owns more than 5% of the share capital of the Company, regarding the

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.016.438.940 lei.

office@nuclearelectrica.ro, www.nuclearelectrica.ro



introduction of additional items on the agenda of the Extraordinary General Meeting of Shareholders scheduled for 05.04.2021/06.04.2021, namely items 2 and 3.

- I. Amends the agenda of the Extraordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. convened for 05.04.2021, hours 11:00 (Romania's time), at the Hotel Capital Plaza, Mihail Kogălniceanu Room, 54 Iancu de Hunedoara Blvd., District 1, Bucharest, with items 2 and 3.**
- II. The Ordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. for 05.04.2021, hours 10:00 (Romania's time), at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest, remains unchanged, being restated below in order to ensure ease of access to the shareholders.**

Only the persons registered as shareholders of SNN on the date of **25.03.2021** („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 Strategy for the continuation of Cernavoda NPP Units 3 and 4 Project.
- 3. Approval** of date **21.04.2021** 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.
- 4. Approval** of date **20.04.2021** 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.
- 5. 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 amended **Agenda** of the Extraordinary General Meeting of Shareholders is as follows:

- 1. Election** of the Secretary of the Extraordinary General Meeting of Shareholders.
- 2. The approval** of setting up a wholly owned subsidiary of SNN, as sole associate, under the following conditions:
 - Legal form: limited liability company, having Societatea Nationala Nuclearelectrica SA as sole associate
 - The scope of activity of the subsidiary will include: CAEN Code 2446 – Processing



of Nuclear Fuels; The main and secondary scopes of activity will be provided in the Articles of Incorporation which is approved by the Board of Directors of SNN;

- The headquarters is in Feldioara/Brasov; the exact address will be provided in the Articles of Incorporation;
- Duration of the subsidiary: unlimited;
- The company will be managed by a Board of Directors formed of 5 members, appointed by the Board of Directors of SNN; The Articles of Incorporation will include their identification data, the powers that they have been conveyed as well as whether they will exercise them jointly or separately;
- The duration of the mandate of the Board of Directors: 4 years;
- The share capital of the Subsidiary at the moment of establishment is of 200 lei, fully subscribed in cash by SNN. SNN has the right to finance the new company by contracting associate loans.

3. **The empowerment** of the Board of Directors of SNN to fulfill all the formalities related to the establishment of the new Subsidiary, including – without being limited to – the following: establishment of the social headquarters of the Subsidiary, selection of the name of the Subsidiary, verification of the availability and reservation of the name of the Subsidiary, drafting and approving of the Articles of Incorporation of the Subsidiary, in compliance with the legal requirements, appointment of the members of the Board of Directors, appointment of the auditor/censors, undertaking all the necessary operations/formalities for the subscription of the share capital (including opening the bank account, making the subscription etc), signing any statement required by the law in the capacity of sole associate of the subsidiary (for example, the statement regarding non-overlapping of the headquarters, the statement regarding the fulfillment, by SNN, of all the requirements necessary under applicable legal obligations for ownership and exercising of the capacity of sole associate of the subsidiary, etc.), paying all the taxes and tariffs related to the establishment of the new subsidiary, contracting of notary services and legal representation services, if necessary, needed for the establishment of the new Subsidiary and, in general, performing any operation and signing any document related to the setting up of the Subsidiary.
4. **Approval** of the share capital increase of EnergoNuclear SA with the amount of 25 million lei and approval of the participation of Societatea Nationala Nuclearelectrica SA to the share capital increase of EnergoNuclear SA, subsidiary wholly owned by Societatea Nationala Nuclearelectrica SA, with the amount of 25 million RON.
5. **Approval** of the mandate of the representatives of Nuclearelectrica in the Extraordinary General Meeting of Shareholders of Societatea Energonuclear SA, in order to vote in the favor of the modification of the share capital of EnergoNuclear SA, in the sense of its increase with the amount of 25 million lei and also the approval of the mandate of the representatives of Nuclearelectrica in the Extraordinary General Meeting of Shareholders of EnergoNuclear SA to vote in the favor of the full subscription by the sole shareholder of EnergoNuclear SA, namely Nuclearelectrica, of the additional share capital (increased), of 25 million lei, in the form of in cash contribution of Nuclearelectrica to the share capital of EnergoNuclear SA, in the amount of 25 million lei.
6. **The empowerment** of the SNN Board of Directors to initiate, unfold and approve the corporate procedures, operations and decisions necessary for the share capital increase of EN, the operationalization of EN and for ensuring the necessary resources, in compliance with the Strategy approved by the Ordinary General Meeting of SNN Shareholders.



7. **The approval** of the bearing by SNN, through EN, subsidiary wholly owned by SNN, of the expenses generated by the Phase I of the Cernavoda NPP Units 3 and 4 Project, in compliance with the provisions of the approved Strategy, under the condition of compliance with the revenue and expenses budget approved in compliance with legal provisions.
8. **Approval** of the proposals for the amendment of the Articles of Incorporation of SN Nuclearelectrica SA presented in Appendix to the current convening notice. The appendix is an integrated parte of the current convening notice.
9. **Approval** of date **21.04.2021** 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.
10. **Approval** of date **20.04.2021** 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.
11. **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 **06.04.2021, 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:

- 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 **18.03.2021, 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 **05.04.2021**"; 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 **18.03.2021 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 **05.04.2021**"

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 **24.03.2021**.

Information materials and questions referring to the agenda

Starting with the date of **03.03.2021 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 **02.04.2021, 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 DATED **05.04.2021**".

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 **02.04.2021 hours 18:00** to the e-mail address: aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **05.04.2021**".

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), 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 **03.03.2021 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 **05.04.2021**.

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 **02.04.2021** 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 DATED **05.04.2021**".

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 **02.04.2021** hours **18:00** to the e-mail address aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **05.04.2021**".

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 **02.04.2021, hours 18:00**, 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 **03.03.2021, 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 **03.03.2021, 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 **02.04.2021**, 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 05.04.2021" 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 **02.04.2021** 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 05.04.2021".

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 **24.03.2021**. 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.

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



ANNEX

AMENDMENT 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, par. (2) of the Articles of Incorporation of SNN is hereby amended, following the change 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) *Other Shareholders, Romanian and foreign natural persons and legal entities own a total of **52,793,418** shares, with a total value of RON **527,934,180**, accounting for a share of **17.5019** % 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. 13 par. (3) of the Articles of Incorporation shall be amended as follows:

(a) Article 13 par. (3) let. o) par. 2 is removed;

(b) Article 13 par. (3) is completed with a new letter, the letter "p".

Art. 13 par. (3) and shall have the following content:

„(3) **The Extraordinary General Meeting of Shareholders** has the right to decide on:

- a) changing the legal form of the Company;
- b) transferring the headquarters of the Company;
- c) amending the scope of business of the Company;
- d) establishing or dissolving secondary offices: subsidiaries, agencies, representative offices, and other such units without legal personality;
- e) increasing, reducing or reinstating the share capital through the issue of new shares;
- f) merging with other companies or dividing the Company;
- g) anticipated dissolution of the Company;
- h) issuance of bonds;
- i) conversion of shares from one category to another;



- j) conversion of a category of bonds into another category or into shares;
- k) withdrawing the Shareholders' preferential right to the subscription of new shares issued by the Company;
- l) authorizing the acquisition, by the Company, of its own shares, and establishing the conditions for such acquisition, in particular the maximum number of shares to be acquired, and, in case they are acquired for consideration, their minimum and maximum equivalent value and the period when the transaction is done, in compliance with the law; it also establishes the method of alienation of own shares acquired by the Company;
- m) acquiring, selling, exchanging or pledging as collateral certain assets under the category of non-current assets belonging to the Company, whose value exceeds, separately or cumulated, throughout a financial year, 20% of the total non-current asset of the Company, less receivables;
- n) renting tangible assets, for a period greater than a year, whose separate or cumulated value in relation to the same co-contractor or persons involved, or acting together exceeds 20% of the total value of non-current assets, less receivables, as of the date of conclusion of the legal act, as well as the associations for a period over one year, exceeding the same value;
- o) *approving any other amendments to the Articles of Incorporation and any other resolution for which the approval of the Extraordinary General Meeting of Shareholders is required.*
- p) *approving the mandate of Nuclearelectrica's representatives in the General Meeting of Shareholders of S.C. Energonuclear S.A. for:*
 - i. *dissolution and liquidation of Energonuclear S.A.;*
 - ii. *making any investment by S.C Energonuclear S.A exceeding 50,000,000 euro (fifty million euro) for a single transaction and/or exceeding 50,000,000 euros (fifty million euros) cumulated with other transactions in any financial year;*
 - iii. *conclusion by S.C Energonuclear S.A of any contract involving costs or taking any important obligations by S.C Energonuclear S.A exceeding 50,000,000 euros (fifty million euros), individually or cumulated, in a single financial year;*
 - iv. *any effective or proposed sale, any other alienation or any assets or rights of S.C Energonuclear S.A, any effective or proposed acquisition of assets or rights by S.C Energonuclear S.A exceeding the cumulated amount of 50.000.000 euro (fifty million euro);*
 - v. *Contracting, by S.C. Energonuclear S.A. of any types of loans or debts or obligations assimilated to loans, with a values exceeding EUR 50,000,000 (fifty million Euro)."*

4. Art. 20 par. (3) by removing the letter s) and will have the following content:

„Art. 20 par. (3) **The Board of Directors also has the following duties:**

- a) exercises the control on the way the Chief Executive Officer and other Managers govern the Company;
- b) approves the revenues and expenditures budget;
- c) approves the management plan prepared by the Chief Executive Officer and/or other Managers;
- d) submits to the General Meeting of Shareholders an annual report on the management activity;
- e) represents the Company in relationship with the Chief Executive Officers and the appointed Managers;



- f) endorses the financial statements of the Company;
- g) approves the Report of the Chief Executive Officer and the Reports of the Managers;
- h) proposes to the General Meeting of Shareholders the appointment and revocation of the financial auditor, as well as the minimum term of the audit contract.
- i) approves the mandate contracts of the Chief Executive Officer and of the appointed Managers, thus establishing the organization of the activity of the managers;
- j) approves the persons empowered to negotiate the Collective Employment Agreement with the representative trade unions and/or with the representatives of the employees, as well as the negotiation mandate granted thereto;
- k) approves the Company's collective work agreement;
- l) approves the Organization and Operation Regulations of the Board of Directors;
- m) approves the activity schedules (production, research – development, technological engineering, investments, etc);
- n) approves the organizational structure of the Company and the number of positions, as well as the Company's Organization and Operation Regulations;
- o) approves the energy transactions strategy of the Company;
- p) approves the conclusion of any contract/document which raises legal obligations for the Company (acts of acquisition, sale, exchange or pledge as guarantee for non-current assets belonging to the Company), the value of which does not exceed, individually and cumulated, during a financial year, 20% of the total non-current assets of the Company less receivables, in compliance with the competence limits set out in the Annex to these Articles of Incorporation;
- q) approves the renting of tangible assets, for a period greater than 1 year, with an individual and cumulated value in relation to the same co-contractor or the persons involved or acting together, not exceeding 20 % of the total value of non-current assets, less receivables, as of the date of conclusion of the legal act, as well as associations for periods greater than one year, which do not exceed the same value;
- r) approves the mandate of Nuclearelectrica's representatives in the General Meeting of Shareholders of S.C. Energonuclear S.A. for the decisions which fall under the competence of S.C. Energonuclear S.A. with the exception of those for which a resolution of the Company's General Meeting of Shareholders is necessary, in compliance with the provisions of these Articles of Incorporation."

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA