



ARTICLES OF INCORPORATION of National Company
"Nuclearelectrica" S.A. with the amendments and additions registered until
05.04.2021

Chapter 1
Corporate Name, Legal Form, Headquarters, Term

Company's Corporate Name

Art. 1 (1) The Company's Corporate Name is National Company "Nuclearelectrica" S.A. (hereinafter referred to as "Nuclearelectrica" or the "Company").

(2) All invoices, offers, orders, rates, leaflets and any other document used for trading, issued by the National Company Nuclearelectrica S.A. shall mention the corporate name, legal form, headquarters, sole registration code, registration number with the Trade Register Office, as well as the share capital, of which the actual paid capital, pursuant to the latest financial statements approved.

Company's Legal Form

Art. 2 (1) The National Company "Nuclearelectrica"- S.A. is a Romanian legal entity, having the legal form of joint-stock company.

(2) It shall conduct its business in compliance with the Romanian laws and with these Articles of Incorporation.

Company's Headquarters

Art. 3 (1) The National Company "Nuclearelectrica" S.A. has its headquarters in Bucharest Municipality, 65 Polona Street, District 1.

(2) The National Company "Nuclearelectrica" S.A. has two branches, as follows:

Branch "Cernavoda NPP", having its headquarters in Constanta County, Cernavoda town, 1 Medgidiei Street, and Branch "Pitesti NFP", having its headquarters in Arges county, Mioveni town, 1 Campului Street.

(3) The Company may also set up other types of subunits without legal personality (other branches, agencies, representation offices, work sites, territorial offices, etc.) or subsidiaries located in the same place/town and/or in other places/towns, in the country and/or abroad, under the conditions of the law, with the approval of the Extraordinary General Meeting of Shareholders.

Company's Term

Art. 4 The Company's Term is indefinite, commencing as of the date of registration of the Company with the Trade Register Office.



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Chapter 2

Purpose and Scope of Business

Purpose and Scope of Business

Art. 5. (1) Nuclearelectrica's purpose is the generation and sale of electricity, by performing, in compliance with the legislation in force, trading acts appropriate to its scope of business, approved by these Articles of Incorporation.

(2) The main field of business: NACE Code 351 – Electric power generation, transmission and distribution

(3) The Company's main activity: NACE Code 3511 - Production of electricity

(4) As secondary purpose, the Company also carries out the following activities:

NACE Code – 0162 Support activities for animal production;

NACE Code - 0210 Silviculture and other forestry activities;

NACE Code - 0240 Support services to forestry;

NACE Code - 0710 Mining of iron ores;

NACE Code - 0721 Mining of uranium and thorium ores;

NACE Code - 0729 Mining of other non-ferrous metal ores;

NACE Code - 0811 Quarrying of ornamental and building stone, limestone, gypsum, chalk and slate;

NACE Code - 0812 Operation of gravel and sand pits; mining of clays and kaolin;

NACE Code - 0891 Mining of chemical and fertilizer minerals;

NACE Code - 0899 Other mining and quarrying n.e.c.;

NACE Code - 0990 Support activities for other mining and quarrying;

NACE Code - 1071 Manufacture of bread; manufacture of fresh pastry goods and cakes;

NACE Code - 1072 Manufacture of rusks and biscuits; manufacture of preserved pastry goods and cakes;

NACE Code - 1085 Manufacture of prepared meals and dishes;

NACE Code - 1089 Manufacture of other food products n.e.c.;

NACE Code - 1610 Sawmilling and planing of wood;

NACE Code - 1622 Manufacture of assembled parquet floors;

NACE Code - 1623 Manufacture of other builders' carpentry and joinery;

NACE Code - 1624 Manufacture of wooden containers;

NACE Code - 1629 Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials;

NACE Code - 1723 Manufacture of paper stationery;

NACE Code - 1812 Other printing n.e.c.;

NACE Code - 1813 Pre-press and pre-media services;

NACE Code - 1814 Binding and related services;

NACE Code - 1820 Reproduction of recorded media;

NACE Code - 2011 Manufacture of industrial gases;

NACE Code - 2013 Manufacture of other inorganic basic chemicals;

NACE Code - 2120 Manufacture of pharmaceutical preparations;

NACE Code - 2369 Manufacture of other articles of concrete, plaster and cement;

NACE Code - 2370 Cutting, shaping and finishing of stone;



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NACE Code - 2391 Production of abrasive products;
NACE Code - 2399 Manufacture of other non-metallic mineral products n.e.c.;
NACE Code - 2433 Cold forming or folding;
NACE Code - 2446 Processing of nuclear fuel;
NACE Code - 2511 Manufacture of metal structures and parts of structures;
NACE Code - 2512 Manufacture of doors and windows of metal;
NACE Code - 2550 Forging, pressing, stamping and roll-forming of metal; powder metallurgy;
NACE Code - 2561 Treatment and coating of metals;
NACE Code - 2562 Machining;
NACE Code - 2571 Manufacture of cutlery;
NACE Code - 2592 Manufacture of light metal packaging;
NACE Code - 2593 Manufacture of wire products, chain and springs;
NACE code – 2594 Manufacture of fasteners and screw machine products;
NACE code – 2599 Manufacture of other fabricated metal products n.e.c.;
NACE Code - 2812 Manufacture of fluid power equipment;
NACE Code - 2813 Manufacture of other pumps and compressors;
NACE Code - 2815 Manufacture of bearings, gears, gearing and driving elements;
NACE code – 2822 Manufacture of lifting and handling equipment;
NACE code – 2892 Manufacture of machinery for mining, quarrying and construction;
NACE code – 3299 Other manufacturing n.e.c.;
NACE code – 3311 Repair of fabricated metal products;
NACE Code - 3312 Repair of machinery;
NACE Code - 3319 Repair of other equipment;
NACE Code - 3320 Installation of industrial machinery and equipment;
NACE Code - 3513 Distribution of electricity;
NACE code – 3514 Trade of electricity;
NACE code – 3530 Steam and air conditioning supply;
NACE code – 3600 Water collection, treatment and supply;
NACE code – 3700 Sewerage;
NACE code – 3811 Collection of non-hazardous waste;
NACE code – 3812 Collection of hazardous waste;
NACE Code - 3821 Treatment and disposal of non-hazardous waste;
NACE Code - 3822 Treatment and disposal of hazardous waste;
NACE Code - 3831 Dismantling of wrecks and recovery of materials;
NACE code – 3832 Recovery of sorted recyclable materials;
NACE code – 3900 Remediation activities and other waste management services;
NACE Code - 4110 Development of building projects;
NACE Code - 4120 Construction of residential and non-residential buildings;
NACE Code - 4211 Construction of roads and motorways;
NACE code – 4212 Construction of railways and underground railways;
NACE code – 4213 Construction of bridges and tunnels;
NACE code - 4221 - Construction of utility projects for fluids;
NACE Code - 4291 Construction of water projects;
NACE Code - 4299 Construction of other civil engineering projects n.e.c.;
NACE Code - 4311 Demolition;
NACE Code - 4312 Site preparation;



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NACE Code - 4313 Test drilling and boring;
NACE Code - 4321 Electrical installation;
NACE Code - 4322 Plumbing, heat and air-conditioning installation;
NACE Code - 4329 Other construction installation;
NACE Code - 4331 Plastering;
NACE Code - 4332 Joinery installation;
NACE Code - 4333 Floor and wall covering;
NACE Code - 4334 Painting and glazing;
NACE Code - 4339 Other building completion and finishing;
NACE Code - 4391 Roofing activities;
NACE Code - 4399 Other specialized construction activities n.e.c.;
NACE Code - 4511 Sale of cars and light motor vehicles (under 3.5 tons);
NACE Code - 4519 Sale of other motor vehicles;
NACE Code - 4520 Maintenance and repair of motor vehicles;
NACE Code - 4662 Wholesale of machine tools;
NACE Code - 4671 Wholesale of solid, liquid and gaseous fuels and related products;
NACE Code - 4676 Wholesale of other intermediate products;
NACE Code - 4677 Wholesale of waste and scrap;
NACE Code - 4690 Non-specialized wholesale trade;
NACE Code - 4721 Retail sale of fruit and vegetables in specialized stores;
NACE Code - 4725 Retail sale of beverages in specialized stores;
NACE Code - 4729 Other retail sale of food in specialized stores;
NACE Code - 4920 Freight rail transport;
NACE Code - 4931 Urban and suburban passenger land transport;
NACE Code - 4939 Other passenger land transport n.e.c.;
NACE code – 4941 Freight transport by road;
NACE code – 4942 Removal services;
NACE Code - 5030 Inland passenger water transport;
NACE Code - 5040 Inland freight water transport;
NACE Code - 5210 Warehousing and storage;
NACE Code - 5222 Service activities incidental to water transportation;
NACE Code - 5224 Cargo handling;
NACE Code - 5320 Other postal and courier activities;
NACE Code - 5510 Hotels and similar accommodation;
NACE Code - 5520 Holiday and other short-stay accommodation;
NACE Code - 5530 Camping grounds, recreational vehicle parks and trailer parks;
NACE code – 5590 Other accommodation;
NACE code – 5610 Restaurants;
NACE Code - 5621 Event (catering) activities;
NACE Code - 5629 Other food service activities n.e.c.;
NACE Code - 5811 Book publishing;
NACE Code - 5812 Publishing of directories and mailing lists;
NACE Code - 5813 Publishing of newspapers;
NACE code – 5814 Publishing of journals and periodicals;
NACE code – 5819 Other publishing activities;
NACE Code - 5821 Publishing of computer games;



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NACE Code - 5829 Other software publishing;
NACE Code - 5920 Sound recording and music publishing activities;
NACE Code - 6010 Radio broadcasting;
NACE Code - 6020 Television programming and broadcasting activities;
NACE Code - 6110 Wired telecommunications activities;
NACE Code - 6120 Wireless telecommunications activities;
NACE Code - 6130 Satellite telecommunications activities;
NACE Code - 6190 Other telecommunications activities;
NACE Code - 6201 Computer programming activities;
NACE Code - 6202 Computer consultancy activities;
NACE Code - 6203 Computer facilities management activities;
NACE Code - 6209 Other information technology and computer service activities;
NACE Code - 6311 Data processing, hosting and related activities;
NACE Code - 6399 Other information service activities n.e.c.;
NACE Code - 6420 Activities of holding companies;
NACE Code - 6810 Buying and selling of own real estate;
NACE Code - 6820 Renting and operating of own or leased real estate;
NACE Code - 6832 Management of real estate on a fee or contract basis;
NACE Code - 7010 Activities of head offices;
NACE Code - 7021 Public relations and communication activities;
NACE Code - 7022 Business and other management consultancy activities;
NACE Code - 7111 Architectural activities;
NACE Code - 7112 Engineering activities and related technical consultancy;
NACE Code - 7120 Technical testing and analysis;
NACE Code - 7211 Research and experimental development on biotechnology;
NACE Code - 7219 Other research and experimental development on natural sciences and engineering;
NACE Code - 7220 Research and experimental development on social sciences and humanities;
NACE Code - 7311 Advertising agencies;
NACE Code - 7312 Media representation;
NACE Code - 7320 Market research and public opinion polling;
NACE Code - 7410 Specialized design activities;
NACE Code - 7420 Photographic activities;
NACE Code - 7430 Translation and interpretation activities;
NACE Code - 7490 Other professional, scientific and technical activities n.e.c.;
NACE Code - 7711 Renting and leasing of cars and light motor vehicles;
NACE Code - 7712 Renting and leasing of trucks;
NACE Code - 7734 Renting and leasing of water transport equipment;
NACE Code - 7739 Renting and leasing of other machinery, equipment and tangible goods n.e.c.;
NACE Code - 7740 Leasing of intellectual property and similar products, except copyrighted works;
NACE Code - 7810 Activities of employment placement agencies;
NACE Code - 7820 Temporary employment agency activities;
NACE Code - 7830 Other human resources provision;
NACE Code - 7990 Other reservation service and related activities;
NACE Code - 8020 Security systems service activities;



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NACE Code - 8110 Combined facilities support activities;
NACE Code - 8121 General cleaning of buildings;
NACE Code - 8122 Other building and industrial cleaning activities;
NACE Code - 8129 Other cleaning activities;
NACE Code - 8211 Combined office administrative service activities;
NACE Code - 8219 Photocopying, document preparation and other specialized office support activities;
NACE Code - 8230 Organization of conventions and trade shows;
NACE Code - 8291 Activities of collection agencies and credit bureaus;
NACE Code - 8292 Packaging activities;
NACE Code - 8299 Other business support service activities n.e.c.;
NACE Code - 8425 Fire service activities;
NACE Code - 8532 Technical and vocational secondary education;
NACE Code - 8551 Sports and recreation education;
NACE Code - 8552 Cultural education (foreign languages, music, theatre, dance, fine arts, etc.);
NACE Code - 8559 Other education n.e.c.;
NACE Code - 8560 Educational support activities;
NACE Code - 8690 Other human health activities;
NACE code – 9312 Activities of sports clubs;
NACE code – 9319 Other sports activities;
NACE Code - 9329 Other amusement and recreation activities;
NACE Code - 9411 Activities of business and employers membership organizations;
NACE Code - 9412 Activities of professional membership organizations;
NACE Code - 9511 Repair of computers and peripheral equipment;
NACE Code - 9601 Washing and (dry-)cleaning of textile and fur products.

Amending the Scope of Business

Art. 6 The amendment of the scope of business shall be implemented through the resolution of the Extraordinary General Meeting of Shareholders, under the conditions and in compliance with the legislation in force.

Chapter 3 Share Capital, Shares and Bonds

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** registered 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;



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c) 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 a 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 on behalf and on account of the Romanian State, by the competent ministry, under the authority whereof the Company is placed.

Share Capital Reduction or Increase

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 revaluation 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."

Shares

Art. 9 (1) The Company's shares are nominal, of equal values and are issued in dematerialized form, by registration in the account and grant equal rights to their holders.

(2) The nominal value of a share amounts to 10 RON.

(3) The shares are indivisible with respect to Nuclearelectrica, which only recognize one owner for each



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share. If one share becomes the property of several persons, Nuclearelectrica and/or the Central Depository shall not be required to register the transfer as long as those persons will not appoint a sole representative to exercise the rights arising from such share. The record of the shares is kept by the Central Depository, which, at the request of any Shareholder, may issue a statement of account indicating the number of shares held.

(4) The Company's shares may be encumbered with a usufruct right or may be pledged, under the conditions of the law. (5) The Company's shares are freely transferable, and the Company may acquire its own shares, under the conditions of the law.

(6) Under the conditions of the law, with the resolution of the Extraordinary General Meeting of Shareholders, preferred shares may be issued, with priority dividend, with no voting rights.

Bonds

Art. 10 The Company is authorized to issue bonds, under the conditions of the law.

Rights and Obligations Arising from the Shares

Art. 11 (1) Each share subscribed and paid by the Shareholders provides equal rights and confers them the right to a vote in the General Meeting of Shareholders, the right to elect and be elected in the management bodies, the right to participate in the distribution of profit, according to the provisions of these Articles of Incorporation and the legal provisions, as well as other rights set out in these Articles of Incorporation and the applicable legal provisions. The shares issued in dematerialized form are traded on a regulated market, according to the capital market law.

(2) Holding a share certifies the legal adherence to the Articles of Association.

(3) The rights and obligations related to the shares follow the shares in case of their transfer to the ownership of different persons.

(4) When one share becomes the property of several persons, the transfer shall only be registered should such persons designate a sole representative to exercise the rights conferred to the Shareholders.

(5) The Company's obligations are guaranteed with its share capital, and Shareholders are liable within the limit of the value of the shares they hold.

(6) The Company's corporate assets cannot be encumbered with debts or other personal obligations of the Shareholders.

(7) Shareholders have the right to correct and complete information in the General Meeting of Shareholders on the Company's situation. In case of the issue of new shares, existent Shareholders have a preference right on subscription, under the conditions of the law, on a pro rata basis in relation to the percentage of shares owned by the Company.

Assignment of Shares

Art. 12 (1) The shares are indivisible with respect to the Company, which only recognize one owner for each share.

(2) The partial or total assignment of shares between Shareholders or to third parties may be performed under the conditions and in compliance with the procedure laid down by the law.

(3) Transactions with the Company's shares are performed in compliance with the laws in force, applicable



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to the organized securities markets.

Chapter 4 General Meeting of Shareholders

Duties of the General Meeting of Shareholders

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;
- 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.

(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;



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- 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 S.C. Energonuclear S.A.;
 - ii. making any investment by S.C. Energonuclear S.A. exceeding 50,000,000 euros (fifty million euros) 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 actual or proposed sale, any other disposal of any assets or rights of S.C. Energonuclear S.A., any actual or proposed acquisition of assets or rights by S.C. Energonuclear S.A. exceeding the cumulated amount of EUR 50,000,000 (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) 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 OG [*Government Ordinance*] 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;



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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.

Convening the General Meeting of Shareholders

Art. 14 (1) The General Meeting of Shareholders is convened by the Board of Directors.

(2) GMS may be convened in the following situations: (i) whenever applicable, as result of the resolution of the SNN's Board of Directors, of the Chairman of the Board of Directors or of one of its members, based on the Power of Attorney given by the Chairman; (ii) at the request of the Shareholders representing, individually or jointly, at least 5% of the share capital, and if the request contains provisions falling within the duties of the meeting.

The Board shall immediately convene the General Meeting of Shareholders at the request of the Shareholders according to the afore-mentioned paragraph, within maximum 30 days, and shall meet no later than 60 days after the date on which the request is received.

(3) Ordinary General Meetings of Shareholders are held at least once a year, within maximum 4 (four) months after the end of the financial year, in order to examine the financial statements for the previous year and the annual report of the Board and in order to establish the budget for the current year.

(4) The term for the meeting may not be set earlier than 30 days after the date of publication of the Convening Notice in the Official Gazette of Romania, Part IV.

(5) The General Meeting of Shareholders, either ordinary or extraordinary, will be convened whenever needed, in compliance with the legal requirements and the provisions of the Articles of Incorporation, by publishing the Convening Notice in the Official Gazette of Romania, Part IV, and in a national daily newspaper or in a newspaper with major circulation in the city of the registered office of the Company, at least 30 days before the date set.

The 30-day term is not applicable for the second convocation of the General Meeting of Shareholders due to the failure to meet the quorum, in compliance with the legal provisions.

(6) The Convening Notice shall contain, at least, the place, time and date of the General Meeting of Shareholders, as well as the reference date, the agenda, with the explicit indication of all the issues subject to its debates, and a clear and accurate description of the procedures that Shareholders need to fulfil in order to be able to participate and vote in the General Meeting of Shareholders, and all the mandatory elements laid down by the applicable law.

(7) The Notice for the first General Meeting of Shareholders shall set the day and time for the second meeting, having the same agenda as the first meeting, in order to cover the situation in which the first could not be held due to failure to meet the presence quorum.

(8) At least 30 days before the date set for the General Meeting of Shareholders to take place, and until its performance, the Company must publish the Convening Notice in the Official Gazette of Romania, Part IV, in a national daily newspaper or in a newspaper with major circulation in the city of the registered office of the Company, on the Company's website, as well as the Convening Notice of the meeting, as well as the documents to be submitted to Shareholders during the General Meeting of Shareholders.

(9) The supplemented agenda shall be published by the Company under the same conditions as set out in the previous paragraph. Upon request, Shareholders shall be issued copies of these documents.

(10) When the agenda includes proposals to amend the Articles of Incorporation, the Convening Notice shall include the full text of the proposals. When the agenda includes the appointment of members of the Board of Directors, the Convening Notice will mention that the list with the information regarding the



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names, residence and professional qualification of the persons proposed for the position of member of the Board of Directors is available to the Shareholders and may be consulted and supplemented by Shareholders.

(11) The General Meeting of Shareholders is usually reunited at the Company's headquarters, or in a different place, in the country or abroad, indicated in the Convening Notice.

(12) The Shareholders representing, individually or jointly, at least 5% of the share capital shall be entitled to introduce new items on the agenda of the General Meeting of Shareholders and to submit draft resolutions for the items included or proposed to be included on the agenda of the General Meeting of Shareholders. This right may be exercised only in writing and within 15 days after the publication of the Convening Notice, in compliance with the provisions of the Convening Notice published, and the applicable legal provisions. The agenda amended with the items proposed by Shareholders must be published at least 10 days before the session of the General Meeting of Shareholders, at the date mentioned in the initial Convening Notice.

Representation

Art. 15

(1) 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, for individual Shareholders, by their identity card or, for legal entities, of the legal representative, and for legal entities and individual shareholders who are represented, with the Power of Attorney of the person who represents them, in compliance with the applicable legal provisions in the field.

(2) Shareholders may participate in person or may be represented in the GMS by a designated representative ("Proxy") who was issued a special/general Power of Attorney, based on the Power of Attorney form provided by the Company, under the conditions of the law, which shall specify in its content how the representative shall exercise their vote.

Unless the GMS decides otherwise, press representatives do not have access in the meeting room.

Organization of the General Meeting of Shareholders

Art. 16

A. Quorum and Voting Rights in the Ordinary General Meeting of Shareholders

First Call

(1) The Ordinary General Meeting of Shareholders may adopt resolutions, if at the first call the Shareholders representing at least $\frac{1}{4}$ of the total number of voting rights are present or represented. If a quorum is met, resolutions may be adopted by the majority of the votes cast by the Shareholders present or validly represented in the meeting.

Second Call

(2) The Ordinary General Meeting reunited upon the second call, may decide on the items on the agenda of the first meeting convened, regardless of the number of attending Shareholders, simply through the vote of the Shareholders, present or validly represented in the meeting, representing the majority of the votes cast.



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B. Quorum and Voting Rights in the Extraordinary General Meeting of Shareholders

First Call

(3) The Extraordinary General Meeting of Shareholders may adopt resolutions, if at the first call the Shareholders holding at least $\frac{1}{4}$ of the total number of voting rights are present. If a quorum is met, resolutions may only be adopted by the majority of the votes held by the Shareholders present or validly represented in the meeting.

Second Call

(4) The Extraordinary General Meeting of Shareholders convened at the second call, may decide on the issues included on the agenda of the first meeting convened, if at least $\frac{1}{5}$ of the total number of voting rights are present or represented.

(5) If the quorum is met, at the second call of the Extraordinary General Meeting of Shareholders, it may decide on the issues included on the agenda by the majority of the votes held by the Shareholders present or validly represented in the meeting.

(6) By way of exception from the provisions of par. (5) above, in the case of any resolution regarding the withdrawal of the Shareholders' right of preference to subscribe for new shares in case of an increase in the share capital, the General Meeting of Shareholders must vote in compliance with the relevant legal provisions regarding the quorum of the General Meeting of Shareholders, and the majority of votes cast, as set out by the capital market law.

(7) The resolutions aimed at amending the Company's scope of business, reducing or increasing the share capital, changing the legal form, merging, dividing or winding up the Company shall be adopted with a majority of at least $\frac{2}{3}$ of the voting rights held by the Shareholders present or validly represented.

(8) When calculating the quorum present at a General Meeting of Shareholders, the shares to be calculated also include those shares for which the Shareholders casts his/her vote in the General Meeting of Shareholders, by expressing options of "abstention", as well as the shares for which the Shareholder does not express a right to vote. When calculating the majority that the resolutions are adopted with within the meetings, the "abstention" votes expressed are also taken into account, namely, if the majority of the votes cast is represented by "abstention" votes, in this case, the resolution is not deemed as approved by the Shareholders, as the number of votes required for adopting a resolution has not been met.

Performance of Meetings

Art. 17 (1) The General Meeting of Shareholders is chaired by the Chairman of the Board of Directors and, in the absence thereof, by the person replacing such.

(2) The Chairman of the Board of Directors or the person replacing such appoints one or several technical secretaries to check the fulfillment of the formalities required by law for the performance of the meeting, and to fulfil their duties according to the legal provisions.

(3) The General Meeting of Shareholders shall elect, from the Shareholders present, one to three secretaries who shall check the Shareholders' attendance list, indicating the share capital represented by each of them, the minutes for ascertaining the number of shares submitted and the fulfillment of all the formalities required by law and by these Articles of Incorporation for holding the meeting, proceeding next with the agenda.

(4) The minutes shall be drawn up by the meeting secretary and shall ascertain the fulfilment of the convening formalities, the date and place of the meeting, the agenda, the Shareholders present, the number of shares, a summary of the debates, the resolutions adopted and, at the request of Shareholders, the declarations made by them in the meeting. The minutes shall be signed by the Chairman of the meeting, by



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the secretary of the meeting and by the technical secretaries.

(5) The convening documents, as well as the lists with the Shareholders' attendance shall be attached to the minutes.

(6) The minutes of the meeting shall be typed and attached to the Register of the meetings and deliberations of the General Meetings of Shareholders, which may be kept in electronic format and, subsequently, at the end of the year, sealed and stamped.

(7) The resolutions of the General Meeting of Shareholders shall be drafted based on the minutes and/or the electronic result regarding the exercising of votes and shall be signed by the Chairman of the Board of Directors and the secretary of the meeting.

(8) In order to be binding on third parties, the resolutions of the General Meeting of Shareholders shall be submitted within 15 days to the competent Trade Register Office, to be mentioned, in extract, in the register, and published in the Official Gazette of Romania.

(9) Shareholders may participate in person or by a representative, according to the legal provisions. Shareholders may also be represented by persons other than Shareholders, by a proxy with a special/general Power of Attorney or may express their vote by correspondence. The procedure and forms for special/general Powers of Attorney and the ballot papers for the vote by correspondence shall be established by the Company according to the legal provisions in force and shall be posted on the Company's website no later than the date of the Convening Notice related to the General Meeting of Shareholders concerned.

(10) Considering the establishment of the voting right by correspondence, a right that may be exercised by any of the Shareholders, the statutory quorum to be met for the valid organization of any type of General Meeting of Shareholders is calculated by including the votes deemed valid, submitted by correspondence.

(11) In case of voting by correspondence, each Shareholder is also entitled to pronounce himself/herself, in writing, on all issues indicated on the agenda, voting "in favor", "against" or "abstention". The votes cast and not annulled for procedural defects are taken into account.

(12) In order to ensure the effective and real possibility of all Shareholders to become aware of the content of the documents and proposals of those requesting the organization of the General Meetings of Shareholders, with the care of the Board of Directors, they will be made available at the Company's headquarters, as well as on the Company's website, at least 30 days before the date scheduled for the meeting.

(13) In the announcements notifying the convening of the General Meeting of Shareholders of the Company, the Board of Directors shall indicate the reference date in relation to which the Shareholders shall be entitled to participate and vote. Also, it shall set the date by which Shareholders can send their Powers of Attorney, as well as the voting procedure by correspondence, on any of the issues subject to approval.

(14) Shareholders' votes by correspondence or the general/special Powers of Attorney submitted shall have a clear and precise form, containing the mention "in favor", "against" or "abstention" for each issue subject to approval.

Exercising the Right to Vote in the General Meeting of Shareholders

Art. 18 (1) Shareholders registered in the Register of Shareholders as of the Reference Date may vote in the General Meeting of Shareholders, in person, by representation or by correspondence.

(2) The Shareholders' representative shall enjoy the same rights of taking the floor and asking questions in the General Meeting of Shareholders as the Shareholder he/she represents would enjoy.

In order to be able to be appointed as representative, the person in question must have capacity of exercise.

(3) In case of voting by representation, the special Power of Attorney or the general Power of Attorney, on its first use, shall be submitted at the Company's headquarters, in original, 48 hours prior to the meeting, or shall be submitted by electronic means via e-mail, with an incorporated extended electronic signature, under



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the sanction of losing the right to vote in that meeting.

(4) Shareholders may vote by correspondence before the General Meeting of Shareholders, in compliance with the procedures established in this regard by the Company.

(5) The members of the Board of Directors, the Chief Executive Officer, Managers or employees, the servants of the Company may not represent Shareholders, under the sanction of the resolution becoming void, if, without their vote, the majority required had not been met.

(6) The resolutions of the General Meeting of the Shareholders are adopted by open vote. The secret vote is mandatory for choosing and revoking the members of the Board of Directors, for appointing and revoking the financial auditor and for adopting resolutions on the liability of the members of the Company's administration, management and control bodies.

(7) The following procedures regarding the secret vote shall be applied in mandatory cases, in order to ensure the secret character of the vote within the General Meeting of Shareholders:

- a) the technical secretaries of the meeting shall hand in to each Shareholder a ballot paper indicating the number of shares he/she has and instructions regarding the voting method;
- b) each Shareholder shall vote by filling in the ballot paper and submitting it to the secretaries of the meeting, who will determine the result of the voting.

(8) The resolutions of the General Meeting of the Shareholders shall be adopted, for each item on the agenda, by filling in a ballot paper.

(9) The resolutions adopted by the General Meeting of Shareholders, within the limits of the law and of these Articles of Incorporation, are mandatory even for absent Shareholders, for those who were not represented, or for those who voted against.

(10) Shareholders who voted "Against" have the right to withdraw from the Company and to request the purchase of their shares by the Company, only if such resolution of the General Meeting had as subject matter:

- a) amending the scope of business of the Company;
- b) transferring the headquarters of the Company abroad;
- c) changing the legal form of the Company;
- d) merging or dividing the Company.

Chapter 5 Board of Directors

Organization and Operation of the Board of Directors

Art. 19 (1) The company is managed in a unitary system. The executive body of the Company is the Board of Directors, composed of 7 (seven) members, of whom at least 4 (four) members must be independent directors. The members of the Board of Directors shall be elected for a 4-year term and can be reelected. The members of the Board of Directors are elected by the Ordinary General Meeting of Shareholders, in compliance with the legal provisions.

(2) In case of vacancy of one or several director positions, the Board of Directors proceeds to the appointment of interim directors, until the Ordinary General Meeting of Shareholders is held.

(3) Directors may be dismissed anytime by the Ordinary General Meeting of Shareholders. Each director must expressly accept to fulfil the mandate. The Company is required to conclude a D&O type insurance.

(4) During the fulfillment of the mandate, Directors may not conclude an employment agreement with the Company. In case the directors were appointed from among the Company's employees, the employment agreement concluded shall be suspended with the operation of the law as of the date she/he has accepted



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the mandate.

(5) The members of the Board of Directors have the obligation to exercise their mandate with the prudence and diligence of a good administrator, with loyalty, in the interest of the Company, and are not allowed to disclose confidential information and business secrets belonging to the Company.

(6) The Board of Directors is led by a Chairman. The Chairman of the Board is elected by the Board of Directors from among its members. The Chief Executive Officer of the Company cannot fulfill this capacity, even if he/she is a member of the Board of Directors. The Chairman of the Board is appointed for a period that may not exceed the term of his/her mandate of director and may be dismissed any time by the Board of Directors. The Chairman coordinates the activity of the Board and reports on this matter to the General Meeting of Shareholders. The Chairman monitors the smooth operation of the decision-making bodies of the Company.

(7) The meetings of the Board of Directors shall be convened as follows:

- a) by the Chairman of the Board of Directors (or by a member of the Board of Directors based on a mandate granted by the Chairman) whenever necessary, but at least once every 3 (three) months;
- b) by the Chairman of the Board of Directors, based on the substantiated request of two members of the Board or of the Chief Executive Officer, provided that the items included in the request fall within the duties of the Board of Directors;
- c) by two members of the Board of Directors, if the Chairman fails to convene the meeting of the Board of Directors as referred to under pt. (a) and (b) above.

(8) The meetings of the Board of Directors shall be convened by a notification sent at least 3 (three) business days before the date proposed for holding the meeting. The notification period will not include the day of transmission, nor the day on which the meeting is to take place. The notification shall be submitted to all the members of the Board of Directors, according to the provisions of the Articles of Incorporation.

(9) The Convening Notice of the meeting of the Board of Directors shall be submitted to each member of the Board of Directors, in writing, by fax or by e-mail. Each member of the Board of Directors is required to notify the Company in writing, by fax or by e-mail, regarding any change of address and/or fax number, of such member of the Board of Directors, as the case may be, and the Company may not be held liable against any rules regarding the notification if the change of address and/or the fax number has not been notified in this manner by the member of the Board of Directors.

(10) The Convening Notice regarding the meeting of the Board of Directors shall mention the date and time of the meeting, as well as the fact that it will take place at the Company's headquarters (unless the Convening Notice mentions a different place, case in which the address shall also be mentioned). The Convening Notice of the meeting of the Board of Directors shall also mention the agenda and shall comprise the entire documentation related to the items on the agenda to be discussed in the meeting.

(11) The Board of Directors may not decide on issues that are not included on the agenda, except for the case where all the members present agree to their inclusion on the agenda.

(12) The Board of Directors usually meets at the Company's headquarters, or operational meetings of the Board of Directors may be organized by remote communication mean, which need to meet the necessary technical conditions for identifying the participants, their actual participation in the meetings of the Board of Directors, and continuously resending the deliberations (telephone, videoconference or other communication equipment), whenever necessary, but at least once every 3 months, upon the summons of the Chairman or at the substantiated request of 2 of its members or of the Chief Executive Officer. If the Board of Directors is convened by two of its members or by the Chief Executive Officer, the Convening Notice shall be submitted within maximum 7 (seven) days after the request is received.

(13) If it is technically possible, any member of the Board of Directors can validly participate in a meeting of the Board or of the advisory committee by teleconference, videoconference or any other form of



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communications equipment, provided they allow the identification of the participants, their actual participation in the meeting of the Board and the continuous transmission of the meeting.

(14) The person participating by teleconference, videoconference or any other form of communications equipment that complies with the requirements set out in the paragraph above shall be considered personally present in such meeting and shall be taken into account when establishing the quorum, as having a voting right.

(15) The Board of Directors is chaired by the Chairman, and in his/her absence, by a member based on the Chairman's mandate. The Chairman appoints a secretary from the employees of the Company.

(16) The Board of Directors takes valid decisions in the presence of a majority of its members, and the decisions taken in the Board of Directors are adopted with the majority of the members present. The decision regarding the appointment or revocation of the Chairman of the Board of Directors is taken with the vote of the majority of the members of the Board of Directors. The Chairman of the Board of Directors shall have the decisive vote in case of a vote parity.

(17) The members of the Board of Directors can only be represented in meetings by other members of the Board based on a special Power of Attorney or a general discretionary mandate. A member of the Board of Directors may only represent a single absent member.

(18) The debates of the Board of Directors take place according to the agenda set and communicated by the Chairman at least 3 business days in advance. They are written down in the minutes of the meeting, which are recorded in a register sealed and stamped by the Chairman of the Board of Directors.

(19) The minutes are signed by all the members of the Board of Directors who are present and by the secretary. Based on the minutes, the secretary of the Board of Directors drafts his/her decision, which is signed by the Chairman, the secretary and at least another member of the Board of Directors.

(20) The members of the Board of Directors may exercise any act in relation to the management of the Company in its interest, within the limit of the rights granted thereto.

(21) In exceptional cases, substantiated by the urgency of the situation and the interest of the Company, the decisions of the Board of Directors may be taken by the members' unanimous vote expressed in writing, without meeting. In order to take a decision without meeting, it is necessary for the proposal to be communicated in writing, including by e-mail and accompanied by the related documentation, prior to taking the decision. This procedure may not be applied for the decisions of the Board of Directors related to the financial statements or the authorized capital.

(22) The meetings shall be attended by the Chairman and the members of the Board of Directors. As applicable, when he/she deems it necessary, the Chairman of the Board of Directors may invite to the meetings executive managers, internal auditors, and other employees of the Company or specialists in various fields of business, from outside the Company. Furthermore, the Chairman of the trade union may also be invited, in order to discuss issues of professional, economic and social interest. In order to defend the professional, economic and social rights and interests of members, the former shall receive from the Company's management the information required to negotiate the collective employment agreements. The articles from the decisions of the Board of Directors regarding issues of professional, economic and social interest shall be communicated in writing to the representative trade union, within two business days after the meeting takes place.

(23) The members of the Board of Directors are jointly liable towards the Company for:

- a) the reality of the payments made by Shareholders;
- b) the real existence of the dividends paid;
- c) the existence of the registers required by law and their accurate keeping;
- d) the exact implementation of the resolutions of the General Meeting of Shareholders;
- e) the strict fulfilment of the duties that the law and the Articles of Incorporation impose.



Duties of the Board of Directors

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

- a) exercises control over the manner in which the Chief Executive Officer and the 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 Employment 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."
- (2) The Board of Directors is responsible for the endorsement/approval of the contracts, loans and different operations at the level of the Company, according to the competence limits set out in the Annex to these Articles of Incorporation.
- (3) The Board of Directors may create advisory committees, made up at least of 2 members of the Board,



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and entrusted with the performance of investigations and the elaboration of recommendations for the Board.

(4) Within the Board of Directors, a Nomination and Remuneration Committee and an Audit Committee shall be set up. The Board of Directors may decide on setting up other advisory committees.

(5) The advisory committees are made up of at least 2 (two) members of the Board and at least a member of each Advisory Committee must be an independent non-executive director. The actual number of members of each advisory committee will be set by a resolution of the Board of Directors. The Advisory Audit Committee and the Nomination and Remuneration Committee are composed of non-executive directors only. At least one member of the Advisory Audit Committee should have experience in applying accounting principles or in financial audit.

(6) The Nomination and Remuneration Committee makes proposals for the position of member of the Board of Directors, Chief Executive Officer and Managers, elaborates and proposes to the Board of Directors the procedure for selecting the members of the Board of Directors, the Chief Executive Officer, the Managers, as well as for other management positions, formulates proposals regarding the remuneration of the Chief Executive Officer, Managers and other management positions.

The Advisory Audit Committee fulfills the duties laid down as the responsibilities of this committee under the legislation governing the statutory audit of financial statements.

(7) The Board of Directors shall decide on the additional duties of the Nomination and Remuneration Committee and the Advisory Audit Committee, as well as on the duties of the other Advisory Committees that it establishes.

(8) At the proposal of the Chairmen or of the members of Advisory Committees, the Board of Directors may approve the hiring of independent external permanent experts, natural persons or legal entities, specialists in the fields of business of the Advisory Committees, and who will assist their members in their work, also establishing the remuneration of these experts.

The Chief Executive Officer and the Managers

Art. 21 (1) The Board of Directors delegates the management of the Company to one or more Directors, naming one of them Chief Executive Officer. The Chief Executive Officer may be appointed from among the directors, becoming thus an executive director or from outside the Board of Directors. Within the Board of Directors, only one director may be an executive director. Within the meaning of these Articles of Incorporation, the term "Manager" means the person who has been delegated management duties regarding the Company by means of a resolution of the Board of Directors and who concludes a mandate contract with the Company, in compliance with the applicable legal provisions.

(2) The Chief Executive Officer represents the Company in relation to third parties and in court. The Board of Directors represents the Company in relation to the Managers.

(3) Managers are responsible for taking all the necessary measures related to the governing of the Company, within the limits of the Company's scope of business, and in compliance with the competences exclusively reserved by law or by the Articles of Incorporation to the Board of Directors and the General Meeting of Shareholders.

(4) The Chief Executive Officer and the Managers appointed by the Board of Directors shall have the duties established under the mandate contracts approved by resolution of the Board of Directors. The Chief Executive Officer shall coordinate and monitor the activity of the Managers appointed by the Board of Directors.

(5) Any Director may request from the Chief Executive Officer and the Managers information regarding



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the operational management of the Company. The Chief Executive Officer and the Managers have the obligation to inform the Board of Directors on a regular basis and comprehensively on the operations undertaken and on those envisaged.

(6) The Chief Executive Officer and the Managers must expressly accept to fulfil the mandate. The Company is required to conclude a liability insurance of the Directors and Managers ("Directors & Officers Liability"), to cover the civil liability towards third parties of the Company itself, as well as of its management (Chief Executive Officer, Managers, Board of Directors). The costs related to this insurance shall be borne by the Company.

(7) During the fulfillment of the mandate, the Chief Executive Officer and the Managers may not conclude an employment agreement with the Company. In case the Chief Executive Officer or the Managers were appointed from among the Company's employees, the employment agreement concluded shall be suspended with the operation of the law as of the date she/he has accepted the mandate. Throughout the period of exercising the office of Chief Executive Officer/Manager, the Chief Executive Officer/Managers shall conclude a mandate/management contract with the Company. The Company shall be liable to the Chief Executive Officer and the Managers in case of unjustified dismissal from office, under the conditions of the law and the mandate/management contract.

(8) The Chief Executive Officer and the Managers have the obligation to exercise their mandate with the prudence and diligence of a good administrator, with loyalty, in the interest of the Company, and are not allowed to disclose confidential information and business secrets belonging to the Company, both during the term of exercising their mandate of Chief Executive Officer/Manager, as well as for a period of 5 years after the termination of this position.

Obligations of the Members of the Board of Directors, of the Chief Executive Officer and of the Managers

Art. 22

(1) The members of the Board of Directors, the Chief Executive Officer and the Managers have obligations of diligence and loyalty towards the Company's Shareholders.

(2) The members of the Board of Directors, the Chief Executive Officer and the Managers are responsible to the General Meeting of Shareholders of the Company, according to the legal provisions related to the mandate. The decisions of the members of the Board of Directors, the Chief Executive Officer and the Managers shall be taken after due diligence on the relevant circumstances existing at the time when such decisions were taken.

(3) The members of the Board of Directors, the Chief Executive Officer and the Managers shall not disclose the confidential information and trade secrets of the Company that they have access to. This obligation shall also lie with them after the termination of their mandate.

(4) If a member of the Board of Directors, the Chief Executive Officer or a Manager has in a particular operation, directly or indirectly, interests that are contrary to the interests of the Company, he/she must inform the other members in this regard, as well as the internal auditors, and must not take part in any deliberations concerning this operation.

(5) The same obligation also lies with the members of the Board of Directors, the Chief Executive Officer and the Managers if, in a certain operation, they know that their spouse, relatives or kin up to the 4th degree are interested.

(6) The interdictions set out under par. (4) and (5), regarding the participation, deliberation and voting of the members of the Board of Directors, the decisions of the Chief Executive Officer and of the Managers, are not applicable if the subject matter of the vote/decision consists in:

a) offering for subscription to a member of the Board of Directors, the Chief Executive Officer and the



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Managers or to the persons referred to under par. (5) Company shares or bonds;

b) granting by a member of the Board of Directors, the Chief Executive Officer and the Managers or by the persons referred to under par. (5) of a loan or the establishment of a guarantee in favor of the Company.

(7) The member of the Board of Directors, the Chief Executive Officer and the Managers who failed to comply with the provisions of par. (4) and (5) are liable for the damages resulting for the Company.

(8) The Company is forbidden to credit the members of the Board of Directors, the Chief Executive Officer and the Managers, through operations, such as:

a) granting loans;

b) granting them financial advantages on the occasion or following the conclusion by the Company with them of operations of delivery of goods, provision of services or execution of works;

c) guaranteeing, directly or indirectly, in whole or in part, any loans granted to the members of the Board of Directors, the Chief Executive Officer and the Managers, at the same time or subsequently to the granting of the loan;

d) guaranteeing, directly or indirectly, in whole or in part, the execution by the members of the Board of Directors, the Chief Executive Officer and the Managers of any other personal obligations thereof in relation to third parties;

e) acquiring, for consideration or payment, in whole or in part, a receivable having as subject matter a loan granted by a third person to the members of the Board of Directors, the Chief Executive Officer and the Managers, or another personal benefit thereof.

(9) The provisions of par. (8) are also applicable to the operations that the spouse, relatives or kin up to the 4th degree are interested in, including those of the members of the Board of Directors, the Chief Executive Officer or the Managers; furthermore, if the operation concerns a civil or trading company in which one of the afore-mentioned persons is a director or holds, alone or together with one of the above-mentioned persons, a share of at least 20% of the value of the subscribed share capital.

(10) The provisions of par. (8) do not apply if the operation is concluded by the Company in the conditions of the current exercise of its activity, and the clauses of the operation are not more favorable to the persons referred to under par. (8) and (9) than those that the Company normally applies in relation to third parties.

Chapter 6 Company Audit

Financial Audit and Internal Audit

Art. 23 (1) The auditing of the financial statements shall be performed by a financial auditor, member of the Chamber of Financial Auditors in Romania, appointed by the Ordinary General Meeting of Shareholders, based on a contract for the provision of specialized services.

(2) The financial auditor has the obligation to audit the financial statements of the Company, i.e. to check the correct reflection of the situation of corporate assets and the financial performance of the Company. Furthermore, the financial auditor has the legal obligation to prepare and present to the General Meeting of Shareholders a report regarding the annual financial statements.

(3) The Company organizes the internal audit in compliance with the legal provisions.

Chapter 7 Activity of the Company



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Financing its Own Activity

Art. 24 In order to achieve the scope of business, and in compliance with the duties established, the Company uses the financing sources established according to the law, bank loans and other financial sources.

Financial Year

Art. 25 The financial year starts on January 1st and ends on December 31st of each year.

Personnel of the Company

Art. 26 (1) The personnel of the Company is hired and/or dismissed by the Chief Executive Officer and, as applicable, by the Managers that have this competence established under the mandate contract approved by the Board of Directors or by Decision of the Chief Executive Officer. The hiring and dismissal of personnel from the subsidiaries of the trading company, except for those in the management thereof, may be done by the manager of the subsidiary, within the limits of the delegation of competence that was granted thereto by the Chief Executive Officer. The rights and obligations of the Company's personnel are established in the Organization and Operation Regulations, the Collective Employment Agreement, the Internal Regulations and the Job Description. Salary rights and other rights due to the personnel are established under the Collective Employment Agreement.

(2) Furthermore, the personnel of the Company comply with the provisions of the Code of Conduct for Employees of the Nuclear Industry.

Amortization of Fixed Assets

Art. 27 The amortization of the Company's tangible and intangible assets shall be calculated pursuant to the amortization method established by the Board of Directors, in compliance with the legal regulations.

Accounting Records and the Preparation of Financial Statements

Art. 28 The Company shall keep the accounting records in RON and has the obligation to prepare the annual financial statements in compliance with the applicable legal provisions in force.

Calculation and Distribution of Profit

Art. 29 (1) The profit of the Company is established on the basis of the annual financial statements, approved by the General Meeting of Shareholders.

(2) The taxable profit is established under the conditions of the law.

(3) The profit of the Company, remaining following the payment of corporate tax, shall be distributed in compliance the resolution of the General Meeting of Shareholders and the legal provisions in force.

(4) The Company constitutes a reserve fund and other funds, under the conditions of the law. At least 5% from the Company's profit shall be taken every year for the formation of the reserve fund, until it reaches at least one fifth of the share capital.

(5) The payment of dividends due to Shareholders is done by the Company, under the conditions of the law.



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- (6) The dividends are distributed to the Shareholders in proportion to the number of the shares hold.
- (7) The losses shall be borne by the Shareholders proportionally to their contribution to the share capital of the Company.

Company Registers

Art. 30 The Company shall keep, with the care of the Directors, all the registers laid down by the law. The Register of Shareholders shall be kept by the Central Depository.

Chapter 8 Association, Amendment of the Legal Form, Dissolution, Liquidation, Disputes

Association

Art. 31 The Company may constitute, alone or together with other legal entity and/or natural persons, from Romania or abroad, other trading companies and/or other legal entities with similar scope of business, under the conditions set out by the law and by these Articles of Incorporation. The Company's conditions for the participation in the incorporation of new legal entities or in association contracts shall be established by the Articles of Incorporation or association contracts, that shall be approved by the General Meeting of Shareholders.

Amendment of the Legal Form

Art. 32 (1) The Company may be transformed into a different legal form of company by the resolution of the General Meeting of Shareholders. During the period when the Romanian State is a Shareholder, the amendment of the legal form of the Company may only be done with the approval of the competent ministry, under the authority of which the Company operates, through the proxies mandated to represent the interests of the state capital.

(2) The new company will fulfill the legal registration and publication formalities, required at the incorporation of companies.

Dissolution of the Company

Art. 33 (1) The Dissolution of the Company may take place in the following situations:

- a) the impossibility to achieve the Company's scope of business;
- b) the declaration of the Company's nullity;
- c) the resolution of the General Meeting of Shareholders, adopted in compliance with the provisions of art. 15 of these Articles of Incorporation;
- d) the Company's bankruptcy;
- e) other situations governed by the legal provisions.

(2) The dissolution of the Company must be registered at the Trade Register Office with territorial competence, and published in the Official Gazette of Romania, Part IV, in compliance with the relevant legislation.



Liquidation of the Company

Art. 34 (1) In case of dissolution, the Company shall be liquidated.

(2) The liquidation of the Company and the distribution of its corporate assets shall be done in compliance with the procedure laid down by the law.

Disputes

Art. 35 Disputes of any kind, arisen between the Company and Romanian or foreign natural persons and/or legal entities fall under the competence of the courts of law.

Chapter 9 Final Provisions

Art. 36 (1) These Articles of Incorporation may be amended by resolution of the General Meeting of Shareholders, in compliance with the Romanian legislation.

(2) The provisions of these Articles of Incorporation are supplemented with the provisions of Law No. 31/1990, republished and amended, and other applicable legal provisions in force, as well as the capital markets law, which governs the activity of issuers of shares admitted for trading on a regulated market.



NUCLEARELECTRICA

Annex

Competence limits of the Chief Executive Officer, the Board of Directors and the General Meeting of Shareholders in relation to the contracts and operations within the Company:

	Contracts, loans and operations		Approval competence		
	Type of contract/operation	Value of contract/operation	Managers (*)	Board of Directors	General Meeting of Shareholders
1	Initiating the procurement procedure for products, services and works.	Less than Euro 5,000,000	Approves	Is informed	
		Over or equal to Euro 5,000,000	Endorses	Approves	
2	Investment decisions	Less than Euro 3,000,000	Approves	Is informed	
		Over or equal to Euro 3,000,000 and less than Euro 50,000,000	Endorses	Approves	Is informed
		Over or equal to Euro 50,000,000.	Endorses	Endorses	Approves
3	Conventions on staging receivables	Less than Euro 3,000,000	Approves	Is informed	
		Over or equal to Euro 3,000,000	Endorses	Approves	
4	Contracting loans, regardless of their term	Less than Euro 50,000,000	Endorses	Approves	Is informed
		Over or equal to Euro 50,000,000	Endorses	Endorses	Approves
5	Guarantees for loans	Less than Euro 50,000,000	Endorses	Approves	Is informed
		Over or equal to Euro 50,000,000	Endorses	Endorses	Approves

() the term "Manager" means the person who has been delegated management duties regarding the Company by means of a resolution of the Board of Directors and who concludes a mandate contract with the Company, in compliance with the applicable legal provisions.*

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA