THE AMENDED CONVENING NOTICE OF
THE GENERAL MEETING OF THE SHAREHOLDERS
SOCIETATEA NATIONALA NUCLEARELECTRICA S.A.

The Board of Directors of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "SNN" or "the Company") a national joint-stock company, managed according to a unitary system, set up and operating in compliance with the Romanian laws, registered with the Trade Register Office of the Bucharest Law Court under number J40/7403/1998, with Sole Registration Code 10874881, having its headquarters in Bucharest, No. 65 Polona Street, , sector 1, having a share capital subscribed and paid up in quantum of 2,817,827,560.

Whereas

- Provisions of Art. 14 of the Company's Constitutive Act in force ("The Constitutive Act");
- Provisions of Law No. 31/1990 referring to companies, as subsequently amended;
- Provisions of the Government Emergency Ordinance No. 109/2011 regarding the corporate governance of public companies;
- Provisions of Law No. 297/2004 referring to the capital market as subsequently amended;
- Provisions of Rules and Regulations No. 1/2006 regarding the issuers and operations related to securities;
- Provisions of Rules and Regulations No. 6/2009 regarding the exercising of certain rights of the shareholders within the the general meetings of companies as subsequently amended;
- The Financial Supervisory Authority's Executive Order No. 26/20.12.2012.
- The letter No. 1066 of 1st of November 2013 registered with SNN under No. 10679 of 4th of November, sent by the shareholder SNN - Ministry of Economy – the Department for Energy, that holds 229,006,139 shares representing 81.2705% of the share capital of SNN, based on art. 117^1 under Law No. 31/1900, whereby some addition to the agenda of the Ordinary General Meeting of the Shareholders is requested, agenda that was initially published in the Official Gazette of Romania, Section 4, No. 5492/21st of October 2013, and in the "Adevarul" newspaper No. 7013 of 21st of October 2013,

ADDS TO THE AGENDA OF:

I. The Ordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date of **23 December 2013**, hours **13:00**, at the National Statistics Institute – The Blue Room, Blvd Libertatii, No. 16, sector 5, Bucharest (**OGMS)**

Only the persons registered as shareholders of SNN on the date of **12 December 2013** ("Reference Date") in the shareholder register issued by Depozitarul Central S. A. (Central Depository S.A.) are entitled to attend and vote within EGMS and OGMS.

I. **The agenda** of the Ordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. is the following:

1. The election of the Secretary of the Ordinary General Shareholders Meeting.
2. The appointment of the financial auditor and assigning the minimum duration of the financial audit contract.
3. The appointment of the members of the Board of Directors of the company through the application of the cumulative voting method.
4. The empowerment of a representative of the shareholders to sign the administration contract with the new member/members of the Board of Directors.
5. The information on the transactions concluded by SNN with another public company or with the public supervisory body, if the transaction has a value, separately or in a series of transactions, of at least the equivalent amount in lei of 100,000 euro, during the period between 30.09.2013-15.11.2013, which fall under the art. 52, paragraph (3) of the Government Emergency Ordinance No. 109/2011.
6. The information on the transactions concluded with the administrators or managers, with the employees, with the shareholders holding the control over the company or a company controlled by them, during the period between 30.09.2013-15.11.2013, in compliance with art. 52, paragraphs (1) and (2) under the Government Emergency Ordinance No. 109/2011.
7. The approval of the date of **15.01.2014** as the registration date in compliance with the provisions under art. 238 of the Capital Market Law No. 297/2004, namely, the date contributing to the identification of the shareholders who will be affected by the decisions made by the OGSM.
8. The empowerment of Mr. Alexandru Sandulescu, in his capacity as President of the Board of Directors, in order to sign the decisions made by the OGMS on behalf of the shareholders, the modified and updated form of the Constitutive Act and any other documents related thereto and in order to perform any act or comply with any formality required by law for the registration and implementation of the OGMS decisions, including the publishing and registration procedures thereof with the Trade Register Office or with any other public institution. Mr. Alexandru Sandulescu may delegate the powers mentioned above to any appropriate, competent person in order to fulfill this mandate.

The agenda of the Extraordinary General Meeting of the Shareholders, initially published in the Official Gazette of Romania, Section 4, No. 6444/22.11.2013 and in the „Adevarul" newspaper No. 124 of 22-24 November 2013, remains unmodified.

In case the legal conditions are not met for holding the EGMS/OGMS on the date of the first calling, a new EGMS/OGMS, as appropriate, will be called for the date of **24 December 2013,**

hours **12:00**, having the same agenda. In case of a new calling, the reference date appointed for the identification of the shareholders entitled to attend and vote within the EGMS/OGMS is the same. The meeting of EGMS/OGMS will take place at the National Statistics Institute – The Blue Room, Blvd Libertatii, No. 16, sector 5, 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

In compliance with the provisions under Art. 117 paragraph 1 of the Law No. 31/1990, Art 7 paragraph 1 of the CNVM's Rules and Regulations No. 6/2009 and in compliance with the provisions under Art. 14 of the Constitutive Act of the company, one or more shareholders, representing individually or jointly, at least 5% of the company's share capital, may request, through a petition addressed to the company's Board of Directors, to introduce some additional items on the agenda of the EGMS/OGMS and/or the presentation of draft resolutions for the items included or proposed to be included on the EGMS/OGMS agenda.

The proposals referring to introducing new items on the EGMS/OGMS agenda and/or presenting draft resolutions for the items included or proposed to be included on the EGMS/OGMS agenda should cumulatively meet the following conditions:

a) In case of natural persons, they shall be accompanied by a copy of the shareholder's identification document, while in case of legal persons, the copy of the identification document of the legal representative, together with the certificate of recognition issued by the Trade Register Office, submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice; the documents certifying the quality of the legal representative prepared in a foreign language shall be accompanied by a translation performed into Romanian by a sworn translator;
b) Shall be accompanied by a justification and /or by a draft resolution submitted to be adopted;
c) Shall be sent to the company's Registration Office by any kind of delivery by the date of **9 December 2013,** hours **12:00 PM,** in a closed envelope, with the note legibly written in capital letters: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **23 December 2013**"; the proposals may be sent by e-mail with the extended incorporated electronic signature in compliance with the Law No. 455/2001 referring to the electronic signature by the date of **9 December 2013**to the e-mail address aga@nuclearelectrica.ro with the subject: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **23 December 2013**"

Information materials and questions referring to the agenda

Starting with the date of **22 November 2013**, 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 correspondance) will be available on working days at the company's headquarters, in Bucharest, No. 65 Polona Street, sector 1, at the company's Registration Office between 08:30 AM and 04:30 PM, as well as on the company's website (www.nuclearelectrica.ro) . The

Company's shareholders may obtain, at request, copies of the documents referring to issues on the agenda of the EGMS/OGMS.

The Company's shareholders, notwithstanding their portion of the share capital, may ask questions in writing with respect to the items on the agenda of the EGMS/OGMS.

The shareholders may also file such questions only accompanied by a copy of the shareholder's identification document (in case of natural persons, identity card, in case of legal persons, identity card of the legal representative) as appropriate, together with the documents certifying the quality of legal representative, namely a recognition certificate issued by the Trade Register Office, submitted in original or in copy in compliance with the original, or any other document, in original or in copy in compliance with the original issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting's convening notice, sent to the Company's Registration Office by any kind of delivery, with acknowledgement of receipt, so they be received at the company's Registration Office by the date of **20.12.2013,** hours **10:00 AM**, in a closed envelope with the note legibly written in capital letters: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **23.12.2013**".

The shareholders may send such questions by e-mail with the extended incorporated electronic signature, in compliance with the Law No. 455/2001 referring to electronic signature, accompanied by a copy of the shareholder's identification document (in case of natural persons, identity card, in case of legal persons, identity card of the legal representative) as appropriate, together with the documents certifying the quality of legal representative, namely a recognition certificate issued by the Trade Register Office, submitted in original or in copy in compliance with the original, or any other document, in original or in copy in compliance with the original issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting's convening notice by the date of **20.12.2013,** hours **10:00 AM,** at the address: aga@nuclearelectrica.ro with the subject: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **23 December 2013**".

Participation in the General Meeting of the Shareholders

The shareholders registered in the shareholders register at the Reference Date may attend the EGMS and/or OGMS and may vote personally, through a representative or by correspondence.

The rules and 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 power of attorney and the procedure allowing the vote by correspondence.

The access of the shareholders entitled to attend the EGMS and/or the OGMS is permitted by simply proving their identity, as follows:

a) In case of natural persons, based on the identity document;
b) In case legal persons, based on presenting a copy of the recognition certificate or the equivalent, and a copy of the identity document of the legal representative or, as appropriate, of the documents certifying the quality of legal representative of the

legal person (in case the legal representative of the institutional shareholder does not attend the EGMS and/or the OGMS);

c) In case of participation through representative, the documents provided under items a) or b) accompanied by special power of attorney.

In case of shareholders, natural persons, the quality of legal representative (aplicable to all types of voting) is proved by presenting a recognition certificate issued by the Trade Register Office (or by another institution having a similar authority in the state where the shareholder si legally registered as a foreign legal person), in original or in copy in complyance with the original document issued within maximum 3 months before the publishing date of the general meeting's convening notice; the documents certifying the quality of legal representative prepared in a foreign language, other than Romanian, shall be accompanied by a translation into Romanian performed by a sworn translator.

Vote by representation based on power of attorney

The shareholders can participate personally or they can be represented in the Ordinary General Meeting of the Shareholders (OGMS)/Extraordinary General Meeting of the Shareholders (EGMS) by an appointed representative ("Representative") for whom a special power of attorney was issued, based on the power of attorney form made available by the Company, in compliance with the laws. The power of attorney form can be obtained starting with the date of **22.11.2013** 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 on the OGMS/EGMS agenda are added.

The special power of attorneys must be filled in and signed and they must contain specific voting instructions for each item on the OGMS/EGMS agenda for which the Representative will vote on behalf of the Shareholder (namely vote "for", "against" or "abstain"). A shareholder may be represented in OGMS/EGMS solely by one Representative having a power of attorney issued for the OGMS/EGMS of **23.12.2013**. The Representatives of the Company cannot receive the power of attorney for representing the shareholders in OGMS and/or EGMS. The rules and regulations regarding the organization and unfolding of the general meeting of the shareholders shall detail the voting procedure by representation, the shareholders having the obligation to comply with the rules and regulations, otherwise the right to vote by representation in OGMS and/or EGMS shall be lost.

In the case the special power of attorney is issued to a credit institution which performs custodial services, the power of attorney having the content specified within this Convening Notice, signed by the shareholder, shall be accompanied by a declaration of honor, in original (signed and sealed), issued by the credit institution, 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 attorneys in original, in Romanian and/or English, filled in and signed by the shareholder, accompanied by a copy of the shareholder's ID card (in the case of natural persons, ID card, and in the case of legal entities, ID card of the legal representative),as appropriate, together with all documents certifying the quality of legal representative, namely a recognition certificate issued by the Trade Register Office, in original or in copy in compliance

with the original, or any other document, in original or in copy in compliance with the original issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum three months prior to the publishing date of the OGMS/EGMS Convening Notice shall be transmitted to the Company's Registration Office, by any form of delivery, with acknowledgment of receipt, so that they be registered as received at the Company's Registration Office, no later than **20 December 2013,** hours **12:00 AM,** in closed envelope, with the note legibly written in capitals: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **23.12.2013".**

The special powers of attorney, in Romanian and/or English, may also be delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature, no later than **20 December 2013,** hours **12:00 AM** at aga@nuclearelectrica.ro, with the subject: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **23 December 2013**".

The documents that certify the quality of legal representative elaborated in a foreign language, other than English, shall be accompanied by a translation carried out into Romanian by a sworn translator, needing no legalization or apostille.

Vote by correspondence

The Company's Shareholders registered on the Reference Date in the shareholders' register issued by Depozitarul Central S.A. (Central Depository) have the possibility of voting by correspondence, before OGMS/EGMS, by means of Ballot Papers for voting by correspondence. The ballot paper can be obtained starting with the date of 22.11.2013 from the Company's Registration Office and from the Company's website (www.nuclearelectrica.ro) and it shall be updated if new items are added to the OGMS/EGMS agenda.

In case of vote by correspondence, the ballot papers, filled in and signed, accompanied by a copy of the shareholder's ID card (in case of natural persons, ID card, and in case of legal entities, ID card of the legal representative), together with all documents which certify the quality of legal representative, namely a recognition certificate issued by the Trade Register Office, in original or in copy in compliance with the original, or any other document, in original or in copy in compliance with the original issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum three months prior to the publishing date the OGMS/EGMS Convening Notice, can be forwarded as follows:

a) Delivered to the Company's Registration Office by any means of delivery with acknowledgment of receipt, so that they be registered as received at the Company's Registration Office by **20 December 2013,** hours **12:00 AM,** in a closed envelope, with a note legibly written in capitals: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS/ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **23 December 2013"** or,
b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **20 December 2013,** hours **12:00 AM,** at aga@nuclearelectrica.ro**,** with the subject: "FOR THE EXTRAORDINARY

GENERAL MEETING OF SHAREHOLDERS/ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **21 November 2013".**

The ballot papers, which 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 OGMS and/or EGMS.

When filling in the special powers of attorney and ballot papers, we kindly ask you to take into consideration the possibility of adding new items to the EGMS/OGMS agenda, in which case the modified agenda shall be published by **09.12.2013.** 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 publishing date of the modified agenda.

The verification and validation of the received special powers of attorney, as well as the centralization, verification, validation and evidence of the votes by correspondence shall be done by a commission appointed within the Company, the members of which have the obligation to safely keep the documentary evidence and the confidentiality of the exercised votes.

Proposals for the position of member of the Board of Directors

According to the Article 32. Paragraph 5 of the Government Emergency Ordinance No. 109/2011, the members of the Board of Directors in office on the date of the General Meeting of the Shareholders will be enrolled on the list of candidates for the election of the members of the Board of Directors.

SNN's shareholders may submit written proposals to the directors, for applying the cumulative voting method with at least ten days prior to the date of the General Meeting of Shareholders having on the agenda the election of the directors, that is until **12.12.2013**. If the shareholders want to formulate proposals for candidates, their applications shall include information regarding the name, town of residence and professional qualifications of the persons proposed for these functions.

The list including information about the name, town of residence and professional qualifications of the persons proposed for the position of director is available for the shareholders on the company's website under the Section of the General Meeting of Shareholders.

All the candidates enrolled on the list of candidates shall be subject to the shareholders' vote within the General Meeting of Shareholders.

Through the cumulative voting method, each shareholder has the right to assign his/her cumulated votes - obtained as a result of the multiplication of the votes held by any shareholder, according to his/her participation in the share capital, by the number of members who are going to make up the Board of Directors – to one or more persons proposed to be elected for the Board of Directors.

When exercising the cumulative voting the shareholders may grant all their cumulated votes to a single candidate or to more candidates. The shareholders shall specify for each candidate the number of granted votes.

The number of cumulative votes, to which each shareholder is entitled, is written in a ticket received when entering the room, following to be attached to the ballot paper, in the final form. The number of votes cast by a shareholder on the ballot paper shall not exceed the number of cumulated votes of such a shareholder, under the penalty of annulling the ballot paper.

The persons who have obtained more cumulative votes within the General Meeting of Shareholders shall be declared elected as members of the Board of Directors of the company. In

case that two or more persons proposed to be elected as a member of the Board of Directors obtain the same number of cumulated votes, the person who has been voted by a larger number of shareholders is declared elected as a member of the Board of Directors. The criteria for the election of the members of the Board of Directors, in the event that two or more proposed persons obtain the same number of cumulated votes, cast by the same number of shareholders, shall be determined by the General Meeting of Shareholders and shall be set out in the minutes of the meeting.

The members of the Board of Directors in office on the date of the General Meeting, who are not re-confirmed by the cumulative vote as members of the Board of Directors, are considered removed from the office by resolution of the General Meeting.

The persons who have obtained the most cumulative votes within the General Meeting of Shareholders shall form the Board of Directors

The office term of the Board members in office on the date of the General Meeting of Shareholders, where the cumulated vote has been applied, will continue if they are re-confirmed through the cumulative voting method.

PRESIDENT OF THE BOARD OF DIRECTORS
ALEXANDRU SANDULES