



NUCLEARELECTRICA

**CONVENING NOTICE FOR THE
GENERAL MEETING OF THE SHAREHOLDERS OF
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 lei**.

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 the 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 general meetings of companies as subsequently amended;
- The Financial Supervisory Authority’s Executive Order No. 26/20.12.2012.
- The letter of the Department for Energy number 150119/16.01.2014 registered at SNN under the number 610/17.01.204;
- The letter of the Department for Energy number 150225/23.01.2014 registered at SNN under the number 839/23.01.2014

Convokes:

I. The Extraordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date of **11 March 2014**, hours **12:00**, at the National Statistics Institute – The Blue Room, Blvd Libertatii, No. 16, sector 5, Bucharest (**EGMS**)

II. The Ordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date of **11 March 2014**, hours **01:00 PM**, at the National Statistics Institute – The Blue Room, Blvd Libertatii, No. 16, sector 5, Bucharest (**OGMS**).

Societatea Nationala NUCLEARELECTRICA S.A.

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www.nuclearelectrica.ro

Only the persons registered as shareholders of SNN on the date of **11 November 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 Extraordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. is the following:

1. The election of the Secretary of the Extraordinary General Meeting of the Shareholders
2. The approval of the participation of Societatea Nationala Nuclearelectrica SA to the share capital increase of the company Hidro Tarnita SA, through the subscription of 89.000 shares at a nominal value of 100 lei, issued by Hidro Tarnita SA;
3. The approval of the addition to the expenses and revenues budget project for 2014 of the amount necessary to subscribe the shares;
4. The approval of the ceasing the investment for Unit 5 within the investment objective “The Cernavoda Nuclear Power Plant 5x700 MW”.
5. The approval for changing the purpose and use of spaces and structures already built, related to Unit 5, for other activities of SN Nuclearelectrica SA.
6. The approval of the Agreement in principle for the completion of the project “Under water interconnection cable of 400 Kv Romania – Turkey”, endorsed by the Board of Directors.
7. The approval of the participation in the establishment of the Project company “IIVDCC Romania – Turkey SA” through the subscription and pay of the equivalent in lei of 2.000.000 shares at a nominal value of 1 euro.
8. The addition to the expenses and revenues budget project for 2014 of the amount necessary to subscribe the shares;
9. Approving the date of **1 April 2014** as the registration date in compliance with the provisions under Art. 238 of the Law of capital market No. 297/2004, namely the date contributing to the identification of the shareholders who will be affected by the decisions made by the EGMS.
10. 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 EGMS on behalf of the shareholders, the modified and updated form of the Constitutive Act and any other document related thereto and in order to perform any act or comply with any formality required by law for the registration and implementation of the EGMS’s 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.

II. **The agenda** of the Ordinary General Meeting of the Shareholders is the following:

1. The election of the Secretary of the Ordinary General Meeting of the Shareholders
2. The information on the transactions concluded by SNN with another public company or with the public supervisory body of at least the equivalent in lei of an amount of 100,000 euro, in the period 18.11.2013 – 31.12.2013, which falls under the Art. 52, paragraph (3) of the Government Emergency Ordinance No. 109/2011.
3. Information on the transactions concluded with the administrators or managers, with employees, with shareholder who have control over the Company or over a company controlled by them in the period between 18.11.2013 – 31.12.2013, as per Art. 52 paragraphs (1) and (2) of the Government Emergency Ordinance No. 109/2011.
4. Approving the date of **1 April 2014** as the registration date in compliance with the provisions under Art. 238 of the Law of capital market No. 297/2004, namely the date

contributing to the identification of the shareholders who will be affected by the decisions made by the OGMS.

5. 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 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.

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 **17.03.2014**, hours **12:00** for the EGMS and **13:00** for the OGMS, 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 **24 February 2014**, 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 **11 March 2014**"; 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 **24 February 2014** to the e-mail address aga@nuclearelectrica.ro with the subject: "FOR THE

EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 11.03.2014”

Information materials and questions referring to the agenda

Starting with the date of **7.02.2014**, all the information materials related to issues included on the agenda, the draft resolutions proposed to be adopted by the general meetings and the rules and regulations regarding the organization and development of the general meetings (which include the voting procedure based on representative and the procedure allowing the vote by correspondence) 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 **7.03.2014**, 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 **11.03.2014**”.

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 **7.03.2014**, hours **10:00 AM**, at the address: aga@nuclearelectrica.ro with the subject: “FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **11.03.2014**”.

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 (applicable 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 is legally registered as a foreign legal person), in original or in copy in compliance 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 **07.02.2013** 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 **11.03.2014**. 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 **10.03.2014**, hours **12:00 AM**, in closed envelope, with the note legibly written in capitals: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **11.03.2014**".

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 **10.03.2014**, hours **12:00 AM** at aga@nuclearelectrica.ro, with the subject: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **11.03.2014**".

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 **7.02.2014** 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 **10.03.2014**, 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 **11.03.2014**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **10.03.2014**, hours **12:00 AM**, at aga@nuclearelectrica.ro, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS/ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **11.03.2014**".

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 **27.02.2014**. 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.

**PRESIDENT OF THE BOARD OF DIRECTORS
ALEXANDRU SANDULESCU**

Disclaimer: The Romanian version prevails over the English version.