

RULES AND REGULATIONS REGARDING THE ORGANIZATION AND HOLDING OF GENERAL MEETINGS OF SHAREHOLDERS OF SOCIETATEA NATIONALA “NUCLEARELECTRICA” S.A.

Contents

Chapter 1 – Introduction

Chapter 2 – Convening the General Meetings of Shareholders

Chapter 3 – General rules and regulations of holding the General Meeting of Shareholders

Chapter 4 – Reference date, shares and voting rights

Chapter 5 – Exercising the voting right

Chapter 6 – Quorum

Chapter 7 – Documents subsequent to the General Meeting

Chapter 1 – Introduction

The present rules and regulations regarding the organization and holding of the General Meetings of Shareholders (“GMS”) of Societatea Nationala Nuclearelectrica S.A. (“SNN”) were approved by Decision of the Board of Directors no. 46/18.10.2013.

Relevant provisions regarding the organization and holding of the General Meeting of Shareholders:

- (i) Companies’ Law no. 31/1990 (“Law no. 31/1990”);
- (ii) Law no. 297/2004 on capital market (“Law no. 297/2004”);
- (iii) Regulation of the Romanian National Securities Commission no. 1/2006 on issuers and securities operations (“Regulation 1/2006”);
- (iv) Regulation of the Romanian National Securities Commission no. 6/2009 on exercising certain rights of the shareholders within the general meetings of the shareholders of companies (“Regulation 6/2009”);
- (v) Romanian National Securities Commission Executive Order no. 26/20.12.2012;
- (vi) Constitutive Act of SNN (“Constitutive Act”);
- (vii) The present rules and regulations on organizing and holding GMS.

The GMS attributions are provided in the Constitutive Act of SNN.

As provided by the Constitutive Act of SNN, the Ordinary General Meeting of the Shareholders is in charge of the following:

- To appoint the members of the BoD and to cancel their appointments;
- To appoint and cancel the appointment of the financial auditor and to set the minimum duration of the financial audit agreement;
- To approve the pledge or lease of one or more of the company’s subunits;
- To set the level of remuneration and any other amounts and due benefit, for the ongoing fiscal year, of the members of the BoD (including the President), and to set the limits and general conditions of the remuneration of the General Manager;
- To approve the income and expenditure budget and, as the case may be, the business programme for the following financial year;
- To examine, discuss, approve or amend the annual financial statements subsequently to analyzing the reports of the Board of Directors and the reports of the financial auditor and also to approve the distribution of profit in compliance with the law;
- To approve and set dividends and to decide upon usage of dividends related to administered shares in order to restructure and develop;
- To analyze the reports of the Board of Directors regarding the company’s status and perspectives in relation to profit and dividends;

- To decide upon the administrators management activity and modality to recover damages brought to the company;
- To analyze and solve other problems submitted by the Board of Directors.

As provided by the Constitutive Act of SNN, the Extraordinary General Meeting of the Shareholders is in charge of the following:

- To approve changes to the legal form of the company;
- To approve relocation of the company's headquarters;
- To approve changes to the company's object of activities;
- To approve share capital increase, decrease or re-completion;
- To approve merger with other companies or company's division;
- To approve the anticipated dissolution of the company;
- To approve issuance of bonds;
- To approve the conversion of the registered shares, issued in dematerialised form, into registered shares issued in materialised form and viceversa;
- To approve the conversion of debenture stock, with priority dividend, without voting right, into ordinary shares and viceversa;
- To authorize the company to acquire its own shares and establish the ways to acquire, the maximum number of shares to be acquired, their maximum and minimum countervalue and the operation duration, in compliance with the law; as well, to establish the way to alienate shares acquired by the company;
- To approve the closing of legal documents in relation to the company, legal documents whose value is more than half of the company's assets value;
- To approve the annual percentage of the company's profit that will be overtaken for the reserve fund, as provided by law, as well as the participation to the company's profit of the administrators, general manager, or as the case may be, of its employees, establishing the participation conditions for each financial year;
- To approve any other change in the Bylaws or any other decision that requires the approval of the Extraordinary General Meeting of Shareholders.
- To approve the mandate of S.N. NUCLEARELECTRICA S.A. representatives in the General Meeting of Shareholders of S.C. ENERGONUCLEAR S.A. for:
 - Change of share capital of S.C. ENERGONUCLEAR S.A.;
 - Change of the participation quota of S.N.NUCLEARELECTRICA S.A. to the share capital of S.C.ENERGONUCLEAR S.A.;
 - Activities whose approval requires issuance of normative acts;
 - Dissolution and liquidation of S.C.ENERGONUCLEAR S.A.;
 - Implementation of any investment by S.C.ENERGONUCLEAR S.A. which exceeds Euro 5,000,000 Euro (Euro five million) in one transaction and/or

exceeds Euro 10,000,000 (Euro ten million) in cumulated transactions in any financial year;

- Closing by S.C.ENERGONUCLEAR S.A. of any agreement which involves expenses or assuming any important obligation by S.C.ENERGONUCLEAR S.A. which exceeds Euro 5,000,000 (Euro five million), individually or cumulated, in a single financial year;
- Any important change in the organizational structure of S.C.ENERGONUCLEAR S.A. or in the way it carries out its activity, ceasing of activity of S.C.ENERGONUCLEAR S.A. or a substantial reduction in its activity;
- Any effective or intended sale or any other alienation of any assets or rights of S.C.ENERGONUCLEAR S.A. or any effective or intended acquirement of any assets or rights by S.C.ENERGONUCLEAR S.A. which exceeds the cumulated amount of Euro 5,000,000 (Euro five million) in any financial year.

Chapter 2 – Convening the General Meeting of Shareholders

The General Meeting of the Shareholders can be convened in the following situations:

- (i) Following a decision of the Board of Directors of SNN, by the President of the Board of Directors or a member, based on a power of attorney granted by the President;
- (ii) Following the request of a shareholder or several shareholders who own individually or together 5% of the share capital, if the requirement complies with the attributions of the meeting.

In accordance with the legal provisions (Law no. 31/1990, GEO no. 109/2011, with the Regulation 6/2009) and with the provisions of the Constitutive Act, **the GMS Convening Notice shall contain at least the following information:**

- a) Name of issuer;
- b) Date, time and location of GMS for the first and second convening, respectively;
- c) Suggested agenda, including details on all the issues to be debated within the meeting;
- d) Clear and accurate description of the rules and regulations to be observed by the shareholders in order to be able to participate in, and vote during the general meeting, as well as information on:
 - The right of one or more shareholders representing individually or together at least 5% of the share capital to introduce items on the agenda (accompanied by a justification) and to present draft resolutions for the items included or suggested for inclusion on the agenda of the general meeting;
 - Voting based on power of attorney (by representation), and on the fact that for this voting procedure the special power of attorney forms shall be used. The means to obtain the special power of attorney form for representation within the GMS, the deadline and location to transmit/receive the special powers of attorney, as well as the means by which the company can accept the notice of designation of the representatives by electronic means;
 - Rules and regulations that allow voting by correspondence.

- e) Reference date, as well as a note stipulating that only the persons holding the title of shareholders, on that date, may participate and vote in GMS;
- f) The deadline to receive proposals for candidates for the administrator positions, if the agenda includes an item referring to the election of the administrators;
- g) The place where the full text of documents and draft resolutions may be found, other information on items on the agenda of the GMS and the date when they are available, as well as the procedure that needs to be complied with in such cases;
- h) If the agenda includes proposals to amend the Constitutive act, the convocation shall include the full text of such proposals;
- i) The web address of the company;
- j) The proposed registration date;
- k) The express indication that the right to vote may be exercised directly, by representative or by correspondence and the related requirements;
- l) The distribution method of the ballot paper by correspondence and of the special power of attorney form for representation in the GMS as well as the date when they become available;
- m) The deadline and place where the special powers of attorney and the ballot papers by correspondence shall be sent/received;
- n) Indication of the exact address where the special powers of attorney and votes by correspondence are sent.

As per Law no. 297/2004, the identification of the shareholders, who will benefit from dividends or other rights and who also fall under the effects of SNN GMS resolutions, will be established by the meeting. The date will be subsequent to the GMS date by at least 10 working days.

The GMS Convening Notice must be approved by the BoD, signed by the President of the BoD, published at least 30 days prior to the GMS in the Official Gazette Part IV and in a national newspaper and on SNN's website; the current report related to the GMS convening notice shall be communicated to the Financial Supervisory Authority and the Bucharest Stock Exchange.

One or more shareholders, representing individually or together at least 5% of the share capital of SNN, may require through a request addressed to the BoD, the introduction of additional items on the agenda of EGMS and/or OGMS and/or may present draft resolutions for the items included or suggested for inclusion on the agenda of the EGMS and/or OGMS.

These proposals filed by the shareholders must cumulatively comply with the following conditions:

- a) **In the case of natural person shareholders**, they must be accompanied by copies of the shareholders' identity documents (the identity documents presented by the shareholders must allow their identification in the SNN's register of shareholders kept by SC Depozitarul Central SA), **and in the case of legal persons shareholders**, they must be accompanied by copies of the identity documents of the legal representative (identification document or identification card for Romanian citizens or passport for foreign citizens), along with the original or a true copy of the findings certificate issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated proving the legal person's existence and the name/capacity of legal representative, all issued within maximum 3 months prior to the publishing date of

the GMS convening notice, allowing for the identification thereof in SNN's register of shareholders kept by SC Depozitarul Central SA; the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator. SNN shall not request that the documents attesting the shareholder's legal representative capacity be notarized or apostilled. The same identification requirements shall also be applicable to the legal representative of the shareholders addressing questions regarding the items on the GMS's agenda.

- b) They must contain dispositions that comply with the attributions of the meeting;
- c) They must be accompanied by a justification and/or a draft resolution proposed for passing, and
- d) They must be sent to and registered at SNN's headquarters in Bucharest, 65 Polona Street, 1st district, by any type of courier service with acknowledgement of receipt or by e-mail with incorporated electronic signature in accordance with Law no. 455/2001 on the electronic signature at aga@nuclearelectrica.ro, within 15 days from the publication of the convening notice in the Official Gazette, Part IV.

With a view to identifying and proving the shareholder capacity of a person making proposals for the supplementation of the GMS agenda (or who raises questions in accordance with Article 13 of Regulation 6/2009), SNN may request that such person present an account statement ascertaining such capacity along with the number of held shares, issued by the Central Depository, or, as the case may be, by the participants defined under Article 168 paragraphs (1) letter (b) of Law no. 297/2004 providing custodian services.

GMS necessary documents and materials

The company makes available to the shareholders, within at least 30 days prior to the GMS date and until the date of the meeting, the following documents and materials:

- (i) The rules and regulations regarding the organization and holding of SNN's General Meeting of Shareholders
- (ii) The GMS Convening Notice;
- (iii) The total number of shares and voting rights at the date of convening;
- (iv) The documents that are to be presented to the GMS;
- (v) The draft resolutions;
- (vi) The special power of attorney forms that are to be used for the vote by representation;
- (vii) The forms used for the vote by correspondence;

Chapter 3 – General Rules of holding the General Meeting of Shareholders

At the date and time established in the convening notice, the GMS meeting shall be opened by the President of the Board of Directors, or in the lack thereof, by the person in charge.

1. The members of the Board of Directors and the General Manager shall participate at the GMS.
2. The GSM will be attended by the Board of Directors as well as by the general Manager.
3. The GMS shall elect, from the present shareholders, 1 to 3 secretaries, who shall verify and sign the shareholders' list of presence, indicating the share capital held by each, the

- minutes prepared by the technical secretary in order to fulfill all formalities required by law and by the Constitutive Act regarding the GMS meeting.
4. SNN may appoint, from its employees, one or several technical secretaries to comply with their corresponding attributions in accordance with the law.
 5. Except the case the GMS decides otherwise, media representatives are not allowed to the meeting room.
 6. All discussions held within the GMS are audio and video recorded. In case the participants want to obtain a copy of the recordings, this shall be made available at SNN's headquarters, in exchange of a fee (the cost will not exceed the value of expenses incurred by SNN in relation to transferring the audio and video recording to material support), within 15 days after the GMS date.
 7. Each participant entitled to vote will receive a ballot paper to use when voting. The Board of Directors may decide with regard to the use of other voting methods (based on ballot papers with bar code, etc.).
 8. Each participant may speak by raising his/her hand. For accurate minutes of the meeting purposes, each shareholder will state his/her full name when taking the word. Within the GMS meeting, participants may only speak about subjects indicated on the agenda. In order for all interested persons to be able to speak within the GMS, each speaker shall limit his/her speech to maximum three minutes. If one of the speakers exceeds the indicated limit, the President may proceed to interrupt the speaker.
 9. In accordance with the provisions of Art. 129 par. (7) of Law no. 31/1990, all discussions and speeches, as well as votes for the passing of decisions shall strictly refer to the issues on the meeting agenda.
 10. For a correct determination of the quorum and voting results for each resolution, it is forbidden to exit or enter the meeting room between the checks related to the quorum and the completion of the voting procedure related to the respective resolution.
 11. The solemnity of the GMS meeting will be ensured by the meeting President, who may have persons disturbing the meeting or offending the other participants leave the GMS meeting.
 12. Within 24 hours as from the closing of the GMS meeting, SNN will post on the website www.nuclearelectrica.ro the results of the passing of agenda issues.
 13. Within 48 hours as from the closing of the GMS meeting, SNN will post on the website www.nuclearelectrica.ro the resolutions of the GMS.

Chapter 4 – Reference date, shares and voting rights

The Reference Date

The Reference date is the calendar date set by the Board of Directors of the company, which serves for the identification of the shareholders who are entitled to participate in GMS and vote therein. Only the shareholders registered in the company's shareholders' register kept by SC Depozitarul Central SA on the reference date set by the Board of Directors at the time of the GMS convening are entitled to participate in the GMS and vote after proving their identity under the penalty of vote annulment.

The Board of Directors will set a reference date for the shareholders entitled to be notified and vote within the GMS, a date that will also be valid if the GMS is convened again in case the quorum has not been met.

The reference date shall be set by SNN as follows:

- At least 5 (five) working days after the press publication date of the convening notice,
- Not to exceed 60 days prior to the date when the GMS is convened for the first time;
- No less than 30 days prior to the applicable GMS date;
- Before the deadline for the submission/receipt of special powers of attorney and ballot papers in case of voting by correspondence;
- At least 8 days (first and last day excluded) must be allowed between the permitted deadline for the convening of the general meeting and the reference date.

Shares and voting rights

Each share paid by the shareholders, according to the law, entitles them to vote in the GMS, to elect and to be elected in the management bodies, to participate in the profit distribution, as per the Constitutive Act and legal provisions, and other rights set forth in the Constitutive Act.

Share-related rights and obligations follow the shares if they are transferred to another holder.

Each issued and paid-up share by the shareholders, according to the law, entitles them to vote in the GMS, to elect and to be elected in the management bodies, to participate in the profit distribution, as per the updated Constitutive Act of the company and as per the legal provisions.

Chapter 5 – Methods of exercising the voting rights

SNN shareholders may vote as follows:

1. Direct vote – in person, within the GMS
2. By representative through a special power of attorney;
3. By correspondence

Direct voting as well as voting by representative with a special power of attorney in the GMS may be exercised by using the ballots.

The direct vote (in person) may be exercised after proving the shareholder's identity:

- a) In the case of individual shareholders – by presenting the identity card; identity cards submitted by shareholders must allow for their identification on the list of SNN shareholders as on the reference date issued by SC Depozitarul Central SA
- b) In the case of legal persons, by submitting:
 - a. a copy of the identity card or passport of the legal representative (identity document or identity card for Romanian citizens or passport for foreign citizens) legibly indicating the social security number (CNP) – if applicable in the country of origin, and
 - b. an original or a true copy of the findings certificate issued by the Trade Register (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by the competent authority of the state where the shareholder is duly incorporated proving the existence of the legal person and the name/capacity of legal representative, all issued within maximum 3 months prior to the publishing date of the general meeting

convening notice, allowing for identification thereof on the list of SNN shareholders on the reference date issued by SC Depozitarul Central SA or, in case of the Romanian State, a copy of the appointment decree issued by the President of Romania (a copy of the Official Gazette where it was published or an excerpt from a legal program), in order to prove its capacity as legal representative of the Ministry of Public Finances – the Department for Energy).

c) for all above-mentioned cases, the documents presented in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) shall be accompanied by their certified translation into Romanian. SNN shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled.

Vote by representative holding a special power of attorney

The shareholders may participate and vote in the GMS by representative, based on special powers of attorney, granted for the current GM.

The shareholders who do not have the capacity to exercise their vote as well as the legal persons may be represented by their legal representatives who may in turn grant other persons special power of attorney for the current GM.

Shareholders may delegate other persons, except for BoD members, Managers and SNN employees, to represent them and vote in GMS based on a special power of attorney.

To this end, SNN shall make available to the shareholders special power of attorney forms drafted both in Romanian and in English, with the shareholders being free to fill in either the Romanian or the English form.

The special power of attorney must include the following mandatory elements:

- a) SNN shareholder's identification data and his/her ownership (number of held shares) as compared to the total number of shares issued by SNN and to the total number of voting rights, as well as the shareholder's signature on each page;
- b) identification data of the representative (the person granted the special power of attorney);
- c) date, place and time of the respective GMS;
- d) date of the special power of attorney; the special powers of attorney bearing a subsequent date determine the annulment of those bearing a foregoing date;
- e) clear indication of each issue to be voted on – and the possibility for the shareholder to vote “for”, “against” or “abstained”.

Documents accompanying the special power of attorney:

a) **for natural person shareholders** – a copy of the shareholder's identity card, allowing for identification thereof on the list of SNN shareholders on the reference date issued by SC Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens, with social security number (CNP) - if applicable in the country of origin;

b) for legal person shareholders:

- i) original or true copy of the findings certificate issued by the Trade Register (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by a

competent authority of the state where the shareholder is duly incorporated proving the existence of the legal person and the name/capacity of legal representative, within maximum 3 months prior to the publishing date of the general meeting convening notice and allowing the identification thereof on the SNN shareholders list on the reference date issued by SC Depozitarul Central SA; for the Romanian State, a copy of the appointment decree issued by the President of Romania (a copy of the Official Gazette of Romania in which the appointment decree was published or an excerpt of the law programme) shall be provided in order to prove the quality of legal representative of the Ministry of Economy – Department for Energy

ii) copy of the identity card of the legal representative (identity document or identity card for Romanian citizens or passport for foreign citizens with visible social security number (*CNP*) – if applicable in the country of origin);

c) for all the above-mentioned cases, documents presented in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their certified translation into Romanian. SNN shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled.

The special power of attorney is valid only for the requested GMS; the representative must vote in accordance with the instructions provided by the shareholder who has appointed him/her, under the penalty of annulling the vote.

SNN must publish on its website the template of the special power of attorney at least 30 days prior to the date of the GMS. If the meeting agenda is amended after the Convening Notice is published, SNN must publish the updated special power of attorney template on its website.

The shareholder exercising its voting right in this manner must communicate the special power of attorney either (i) **in original**, to the address indicated in the convening notice or (ii) **by e-mail, with incorporated extended electronic signature** as per Law no. 455/2001 on the electronic signature to aga@nuclearelectrica.ro, so that it is received by SNN, **24 hours** before the date of the first GMS convocation.

Powers of attorney may be not taken into consideration in any of the following circumstances:

a) the power of attorney was not submitted **in original 24 hours prior to the GMS** or it was not sent by e-mail **with incorporated extended electronic signature** as per Law no. 455/2001 on the electronic signature, to aga@nuclearelectrica.ro, **24 hours prior to the GMS**;

b) empowered persons have the capacity of BoD members, Managers or SNN employees,

c) the power of attorney does not contain SNN shareholder's identification data;

d) the power of attorney does not contain the representative's (person whom the special power of attorney is granted to) identification data;

e) the power of attorney is not signed on each page;

f) powers of attorney given under private signature are not accompanied by copies of the documents indicated in this chapter;

g) the power of attorney does not contain the name legibly written and the authorised signature of the SNN shareholder;

h) the power of attorney does not contain the essential elements mentioned in the convening notice and/or in the legal regulations.

Powers of attorney received in due time by SNN and which are taken into consideration, but which are affected by any of the faults below shall be taken into consideration for establishing the presence quorum but shall not be taken into consideration when voting on the resolution they relate to:

- a) they are illegible;
- b) they contain contradictory or confusing options;
- c) are expressed conditionally.

The **special power of attorney** for the participation and voting in the general meeting, granted by a shareholder to a credit institution providing **custodian services** shall be valid without it being necessary to present any other additional documents regarding the respective shareholder if the power of attorney is drafted in accordance with Regulation 6/2009, signed by that respective shareholder and accompanied by a sworn statement issued by the credit institution acting as a proxy via special power of attorney and stating that:

- the credit institution provides custodian services for that respective shareholder;
- the instructions of the special power of attorney are identical to those comprised by the SWIFT message received by the credit institution instructing it to vote on behalf of the shareholder;
- the special power of attorney is signed by the shareholder.

The special power of attorney and the statement of the custodian described above must be delivered to SNN in original, 24 hours before the GMS, signed, and as the case may be, stamped, without any other formalities being necessary in relation to the form of these documents.

Voting by correspondence

Voting by correspondence may be used by any shareholder, legal or natural person, within any kind of GMS. With a view to shareholders' exercising their vote by correspondence, SNN will prepare, print and provide shareholders at its own expense with the special ballot papers for each GMS, drafted both in Romanian and in English, with the shareholders being free to fill in either the Romanian or the English form.

The ballot paper shall include the following mandatory elements:

- a) the ballot paper shall contain information on the identity of the shareholder and his/her holding;
- b) the ballot paper shall contain blank spaces to this purpose, to be filled in with complete identification data of shareholders, respectively: (i) *for natural persons*: first name, last name, residence address, social security number (for Romanian citizens) and identity card series, number and issuer (for foreign persons), as well as number of shares held and related voting rights and (ii) *for legal persons*: name, registered office, sole registration code and registration number with the Trade Register (not required for the Ministry of Economy – Department for Energy) (for Romanian citizens), and the registration number with the appropriate register in the state of origin (for foreign persons), first name, last name and social security number (or, as the case may be, the identity card

series, number and issuer) of the legal representative, as well as the number of shares held and the related voting rights;

c) date, place and time of the respective GMS;

d) each item on the agenda must be accompanied by one of the three voting options (“for”, “against” “abstained”);

e) express note according to which: “the shareholder must select only one option of those indicated above” under the penalty of vote annulment, if applicable;

f) filling in of ballot papers by shareholders and signing them on each page, as follows: (i) for natural persons – **natural person** shareholders shall personally sign on each page of the ballot paper and they will undertake full and exclusive responsibility for the capacity of shareholder and the genuineness of the signature; (ii) *for legal persons*, the ballot papers by correspondence shall be personally signed and stamped on each page by the legal representative of the legal person and the signing person shall undertake full and exclusive responsibility for the genuineness of the capacity and signature. In the case of the Ministry of Economy – Department for Energy, the ballot papers by correspondence shall be signed by the Minister Delegate for Energy or by the person exercising the Minister’s Delegate duties on the day of the correspondence vote – in this case, the correspondence vote shall be accompanied by a copy of the order of the Minister Delegate for Energy regarding the delegation of a person to fulfil his/her responsibilities for the period of time in question;

g) ballot papers must be dated and contain the name legibly written and authorised signature of the SNN shareholder;

h) ballot papers shall be communicated to SNN either (i) **by e-mail, with incorporated extended electronic signature** as per Law no. 455/2001 on the electronic signature, to aga@nuclearelectrica.ro, or (ii) **in original**, personally, by a representative, by mail or courier service to the address indicated in the convening notice;

h) submission of the ballot papers with the SNN registration office as per the instructions in the convening notice;

i) registration thereof with the SNN registration office within the deadline indicated in the convening announcement under the sanction of the ballot papers’ annulment by the Commission in charge of checking and polling votes by correspondence and of not taking it into consideration for quorum purposes.

Documents accompanying ballot papers:

a) for natural person shareholders – copy of identity card, with legible social security number (CNP) – if such exists in the country of origin, allowing for identification thereof in the list of SNN shareholders on the reference date issued by SC Depozitarul Central SA (identity document or identity card for Romanian citizens or passport for foreign citizens, with legible social security number (CNP) – if applicable in the country of origin;

b) for legal person shareholders -

(i) original or true copy of the findings certificate issued by the Trade Register (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated in order to prove the legal person’s existence and the name/capacity of the legal representative, all being issued within maximum 3 months as from the date of the general meeting convening notice, allowing for the identification thereof in SNN’s list of shareholders on the reference date issued by SC Depozitarul Central SA; for the Romanian State, a copy of the

appointment decree issued by the President of Romania (a copy of the Official Gazette of Romania in which the appointment decree was published or an excerpt of the law programme) shall be provided in order to prove the quality of legal representative of the Ministry of Economy – Department for Energy

(ii) copy of the identity document of the legal representative (identity document or identity card for Romanian citizens or passport for foreign citizens, with legible social security number (CNP) – if applicable in the country of origin;

c) documents presented in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their certified translation into Romanian. SNN shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled

Ballot papers may not be taken into consideration, in any of the following cases:

a) they have not been submitted (i) in original by the deadline set in the convening notice, or (ii) have not been sent by email, bearing incorporated extended electronic signature as per Law no. 455/2001 on electronic signature, to the address aga@nuclearelectrica.ro, within the deadline set in the convening notice;

b) they do not comprise the identification data of the SNN shareholder;

c) they are not signed on each page;

d) they are not accompanied by copies of the documents indicated in this document;

e) they do not comprise the legible name and authorised signature of the SNN shareholder;

f) they do not comprise essential elements mentioned in the convening notice and/or the legal provisions.

Ballot papers timely received by SNN and which are taken into consideration, but which are however affected by any of the faults below shall be taken into consideration in order to determine the quorum, but shall not be taken into consideration when voting on the related decision:

a) they are illegible;

b) they comprise contradictory or confusing options;

c) they are expressed conditionally.

The Secret vote is compulsory for the election and dismissal of the BoD members, of the financial auditors and for passing measures/decisions regarding the responsibility of the members of the administrative, management and control bodies of the company.

Ballot papers must be published on SNN website at least 30 days prior to the date of the GMS.

The Commission in charge of the vote by correspondence and of checking special powers of attorney shall be appointed by the BoD Decision.

The Commission is composed of at least 3 members, out of which at least one having legal education. The BoD shall appoint as president one of the Commission members who will coordinate the activity of the Commission.

The Commission will have the following duties:

- a) to check and centralise powers of attorney and correspondence ballot papers;
- b) to prepare minutes recording the Commission's conclusions; they must include the following: (i) information on the total number of votes cast by correspondence in order to determine the fulfillment of the quorum requirements; (ii) the result of the vote by correspondence for each resolution (number of votes for/against/abstained); (iii) the number of annulled votes and related reasons; (iv) the result of powers of attorney check; (v) the comments – if applicable.
- c) to ensure confidentiality of the votes transmitted by correspondence, as well as of the powers of attorney content, until the submitting to vote within the meeting of each resolution on the agenda.
- d) the president of the Commission or, in his/her absence, the person appointed by the Commission to replace him/her, shall communicate to the meeting chairman the information required to determine the quorum and the results of the vote for each issue on the agenda, as presented in the Commission's minutes.

The powers of attorney shall also be checked by the GMS secretary.

Chapter 6 - Quorum

The quorum shall be checked by the meeting chairman for each separate resolution, prior to voting on the said resolution.

OGMS Quorum

For the OGMS deliberation validity purposes, the following are compulsory:

- a) on the first calling, the presence of the shareholders representing at least a fourth of all voting rights (25%), and OGMS resolutions shall be passed by a majority of expressed votes.
- b) on the second calling, OGMS may deliberate on the agenda issues regardless of the quorum, passing decisions by a majority of expressed votes.

EGMS Quorum

For EGMS deliberation validity purposes the following are compulsory:

- a) on the first calling, the presence of shareholders representing at least a fourth of all voting rights (25%), and the resolutions shall be taken by a majority of votes of present or represented shareholders;
- b) on the second calling, the General Meeting of Shareholders may deliberate on the agenda issues of the first meeting in the presence of the shareholders representing at least one fifth of all voting rights (20%), resolutions shall be adopted by majority of votes of the present or represented shareholders;
- c) decisions regarding the modification of the main object of the company's activity, decrease or increase of the share capital, modification of the legal form, merger, division or dissolution of the company are taken with a majority of at least two thirds of the voting rights of the present or duly represented shareholders.

Chapter 7 – Documents subsequent to GMS

Minutes of the GMS

- a) find the fulfillment of convening formalities, GMS date and place, present shareholders, number of shares, summarized debates, decisions passed and, at the shareholders' request, statements made by them during the meeting;
- b) are signed by: (i) the technical secretary (ii) the secretary appointed from among the shareholders (iii) the chairman of the meeting.
- c) is written within 48 hours since the date of the GM.

GMS Resolutions

- a) GMS draft resolutions are published on www.nuclearelectrica.ro along with the other documents;
- b) are passed by open vote (except for those passed by secret vote);
- c) attest the fulfillment of the requirements related to their passing;
- d) are prepared based on the minutes and signed by the chairman of the meeting or by a person empowered by him;
- e) shall be registered in the GMS registry of resolutions;
- f) shall be registered with the Trade Register within 15 days after the date of their approval;
- g) shall be published on SNN website within 48 hours from the date of the GM.

Within 48 hours from the date of the GMS, the company shall issue a current report which will briefly present the development of the GMS as well as the adopted decisions. If the GMS cannot be held due to lack of quorum, the current report shall contain this information.

The report shall be distributed to the institutions of the capital market, namely to BVB (Bucharest Stock Exchange), and will be published on SNN website as well as in the local and national media.

The Resolutions adopted with the GMS are also mandatory for the shareholders who did not attend the meeting or who voted against.

The Resolutions of the GMS which are contrary to the law or to the Constitutive Act of the company, may be brought to law, within 15 days from the publication date in the Official Gazette of Romania, Part IV, by any of the shareholders who did not attend the meeting or who voted against and have asked to include this in the Minutes of the GMS.