



NUCLEARELECTRICA

Reporting date: November 14, 2014

Name of the issuing entity: Societatea Nationala NUCLEARELECTRICA S.A.

Registered office: Strada Polona nr. 65, Sector 1, Bucuresti

Phone/fax number: 021-203.82.00 / 021 – 316.94.00

Sole Registration Code with the Trade Register Office: 10874881

Order number in the Trade Register: J40/7403/1998

Subscribed and paid share capital: 2,817,827,560.00 lei

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

**Catre: Bucharest Stock Exchange Market
Financial Supervisory Authority**

Ref: Current report in compliance with art. 113, item A., letter b) of the Romanian National Securities Commission's Regulation No. 1/2006 regarding the issuers and security operations, as subsequently amended, as well as with the provisions of art. 99 of the Code of Bucharest Stock Exchange, Title II, Issuers and Financial Instruments

Important event to be reported: The Decision of the Board of Directors regarding the convening of the Ordinary and Extraordinary General Meeting of Shareholders established for December 18, 2014.

Societatea Nationala Nuclearelectrica S.A. ("SNN") informs its shareholders that on 13.11.2014, the Board of Directors of SNN approved the Convening Notice of the Ordinary and Extraordinary General Meeting of Shareholders for **18.12.2014**. The Convening Notice is attached to the current Report.

The informative materials related to the items included on the agenda will be available on the company website (www.nuclearelectrica.ro) starting **17.11. 2014, 18:00 HRS**.

**Daniela Lulache
Chief Executive Officer**

**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. 13 of the Company’s Articles of Incorporation in force (“The Articles Incorporation”);
- 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.

Convokes:

I. The Ordinary General Meeting of the Shareholders (“OGMS”) of Societatea Nationala Nuclearelectrica S.A. on the date of **18.12.2014**, hours **12:00**, at the Howard Johnson Hotel – Colorado Room, 5-7 Calea Dorobantilor, District 1, Bucharest (**OGMS**)

II. The Extrordinary General Meeting of the Shareholders (“EGMS”) of Societatea Nationala Nuclearelectrica S.A. on the date of **18.12.2014**, hours **13:00**, at the Howard Johnson Hotel – Colorado Room, 5-7 Calea Dorobantilor, District 1, Bucharest (**EGMS**)

Only the persons registered as shareholders of SNN on the date of **05.12.2014** (“Reference Date”) in the shareholder register issued by Depozitarul Central S. A. (Central Depository S.A.) are entitled to attend and vote within the OGMS/EGMS.

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 Shareholders.
- 2. The approval** of the Report on the administration activity related to the 3rd quarter of 2014, prepared in compliance with the provisions of art. 7. Paragraphs 7.19 and 7.21 of the Administration Contract concluded between the members of the Board of Directors and S.N. Nuclearelectrica S.A.

3. **The revocation** of the financial auditor KPMG Audit SRL following the termination of the audit contract by party agreement, **the appointment of Baker Tilly Klitou and Partners SRL**, as the new financial auditor and **the establishment** of the duration of the financial audit contract for 3 years.
4. **Information** regarding the transactions concluded with the administrators or directors, employees, shareholders which own the control over the company or a company controlled by them, during 1.06.2014 – 31.10.2014, in compliance with art. 52 paragraph. (1) and (2) of OUG 109/2011.
5. **Information** on the transactions concluded by SNN with another public company or with the public supervisory body, if the transaction has a value, either individually or in a series of transactions, of at least EUR 100 000 in lei equivalent, during 1.06.2014 – 30.09.2014, which falls under the incidence art. 52 paragraph.(5) of OUG 109/2011.
6. **Approval** of concluding a lease contract for the « Gabara 1000 tone » ship by means of open-outcry auction. In case the open-outcry auction is not be finalized by concluding a contract after three consecutive trials, the proposal of annulment of the ship and its capitalization in compliance with the applicable procedures will be subjected to the Board of Directors.
7. **The approval** of the date **14.01.2015** as the registration date in compliance with the provisions of art. 238 of the capital market Law 297/2004, namely the date serving to the identification of the shareholders who will be affected by the Resolutions made by the OGMS.
8. **The approval** of the date **13.01.2015** as the “ex-date”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Rules and Regulations number 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of companies modified and amended by the Rules and Regulations number 13/2014 for the modification and amendment of certain regulations issued by the Romanian National Securities Commission.
9. **The empowerment of** Mr. Alexander Săndulescu, in his capacity as President of the Board of Directors, to sign, on behalf of the shareholders, the OGMS’s Resolutions and any other documents in connection therewith, and to perform any act or comply with any formality required by law for the registration and enforcement of the EOGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. Mr. Alexander Săndulescu may delegate all or part of the powers mentioned above to anyone competent to fulfill this mandate.

The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. **The election** of the Secretary of the Extraordinary General Meeting of the Shareholders.
2. **The approval** of the procurement of legal, financial and technical assistance/consultancy services related to the Project Units 3 and 4 Cernavoda NPP, including also other cases thoroughly justified through the Resolution of the Board of Directors, with the ulterior information of the General Meeting of Shareholders.
3. **The approval** of the date **14.01.2015** as the registration date in compliance with the provisions of art. 238 of the capital market Law 297/2004, namely the date serving to the identification of the shareholders who will be affected by the Resolutions made by the EGMS.
4. **The approval** of the date **13.01.2015** as the “ex-date”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s

resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Rules and Regulations number 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of companies modified and amended by the Rules and Regulations number 13/2014 for the modification and amendment of certain regulations issued by the Romanian National Securities Commission.

5. The empowerment of Mr. Alexander Săndulescu, in his capacity as President of the Board of Directors, to sign, on behalf of the shareholders, the EGMS's Resolutions and any other documents in connection therewith, and to perform any act or comply with any formality required by law for the registration and enforcement of the EGMS's Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. Mr. Alexander Săndulescu may delegate all or part of the powers mentioned above to anyone competent to fulfill this mandate.

In case the legal conditions are not met for holding the OGMS/EGMS on the date of the first calling, a new OGMS/EGMS, as appropriate, will be called for the date of **19.12.2014, hours 12:00 for the OGMS, respectively, hours 13:00 for the EGMS**, 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 OGMS/EGMS is the same. The OGMS/EGMS will take place at the Howard Johnson Hotel – Colorado Room, 5-7 Calea Dorobantilor, District 1, Bucharest.

The right to introduce new items on the agenda. The right to present draft resolutions for the items included or proposed to be included on the meeting's agenda

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 OGMS/EGMS and/or the presentation of draft resolutions for the items included or proposed to be included on the OGMS/EGMS agenda.

The proposals referring to introducing new items on the OGMS/EGMS agenda and/or presenting draft resolutions for the items included or proposed to be included on the OGMS/EGMS 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 (the identity documents provided by the shareholders must permit their identification in the SNN shareholders registry issued by Depozitarul Central SA) , **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, which permits their identification in the SNN shareholders registry issued by Depozitarul Central SA. The quality of legal representative is acknowledged based on the list of SNN shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of

shareholders at the reference date, then certificate of recognition/similar documents mentioned above must prove the quality of the legal representative. 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. SNN will not request the legalization or the apostils of the documents with certify the quality of legal representative of the shareholder.

- 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 with receipt confirmation so that they may be registered at the Registration Office of the company by the date of **02.12.2014**, hours **16:00 PM**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **18.12.2014**"; 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 **02.12.2014** to the e-mail address aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **18.12.2014**."

Information materials and questions referring to the agenda

Starting with the date of **17.11.2014, 18:00 hours**, 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 OGMS/EGMS.

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 OGMS/EGMS.

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 registered in the SNN shareholders list, issued by Depozitarul Central SA) as appropriate, 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 **16.12.2014, hours 10:00 AM**, in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **18.12.2014**".

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, by the date of **16.12.2014, hours 10:00 AM**, at the address: aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **18.12.2014**".

Participation in the General Meeting of the Shareholders

The shareholders registered in the shareholders register at the Reference Date may attend the OGMS/EGMS and may vote 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 OGMS/EGMS 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 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 OGMS/EGMS);
- 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 acknowledged based on the SNN list of shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, the certificate of recognition/similar documents (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) must prove the quality of the legal representative. 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. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

Vote by representation based on power of attorney

The shareholders can participate personally or they can be represented in the OGMS/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 **17.11.2014** 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 the OGMS/EGMS solely by one Representative having a power of attorney issued for the OGMS/EGMS of **18.12.2014**.

At the same time, a shareholder can designate by empowerment one or more substitute representatives in order to ensure his representation within the OGMS/EGMS, in case the legal representatives appointed by power of attorney is unable to fulfill his mandate. If more representatives are empowered, then the order in which they can exercise their mandate must be established.

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 registered in the SNN list of shareholders, issued by Depozitarul Central SA). However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, the certificate of recognition/similar documents (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) must prove the quality of the legal representative. The documents will be sent to the Company's Registration Office, with acknowledgement of receipt, so they be received at the company's Registration Office by the date of **16.12.2014**, hours **12:00 AM**, in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **18.12.2014**".

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 **16.12.2014**, hours **12:00 AM** at aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **18.12.2014**".

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 apostils.

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 the OGMS/EGMS, by means of Ballot Papers for voting by

correspondence. The ballot paper can be obtained starting with the date of **17.11.2014** 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 registered in the list of SNN shareholders, issued by Depozitarul Central SA). However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, the certificate of recognition/similar documents (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) must prove the quality of the legal representative and can be submitted 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 **16.12.2014**, hours **12:00 AM**, in a closed envelope, with a note legibly written in capitals: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **18.12.2014**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **16.12.2014**, hours **12:00 AM**, at aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS GENERAL MEETING OF SHAREHOLDERS OF **18.12.2014**".

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 the OGMS/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 OGMS/EGMS agenda, in which case the modified agenda shall be published by **08.12.2014**. 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.

In case the agenda is amended, and the shareholders do not send the updated special powers of attorney and/or the voting ballots by correspondence, the special powers of attorney and the voting ballots sent prior to the amendment of the agenda will be taken into consideration only for the items found on the amended agenda as well.

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.