



**Report date: September 4<sup>th</sup>, 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: **RON 2,536,823,610.00***

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

**To: Bucharest Stock Exchange  
Financial Supervisory Authority**

**Important events to be reported:**

**The amended current report of the date of September 3<sup>rd</sup>, 2014**

Societatea Nationala Nuclearelectrica S.A. (“SNN”) informs the public and the shareholders that the amended Convening Notice for the Ordinary and Extraordinary Meeting of the Shareholders of **October 6<sup>th</sup>, 2014** can be found in the Appendix to this Report. The additions refer to items 7 and 8 on the agenda of the Extraordinary General Meeting of Shareholders.

The informative documents related to the items included on the agenda will be available on the company’s website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) starting with the date of September 5<sup>th</sup>, 2014.

**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. 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 Department of Energy’s letter no. 1502309 / 25.08.2014, registered with SNN under no. 9562 / 08.25.2014, calling for the convening of an Extraordinary General Meeting of Shareholders to debate and submit to the shareholders’ approval the following items on the agenda: **1. Approval** of the presentation by the Board of Directors of quarterly information on the purchase of goods, services and works of a value exceeding the amount of 500,000 Euro / purchase (for procurement of goods and works), and the amount of 100,000 Euro / purchase (for services) respectively, and on the implementation of a centralized system monitoring the public procurement within the company, expected to be in-service as of January 1<sup>st</sup>, 2015. Information will be included in a report of the Board of Directors that will be quarterly published on the website of the company. The report will include information on the legal basis in compliance with which the purchase took place, on the procurement procedure, on the object, value and duration of the procurement contract. Regular briefings on the process progress will take place in order to monitor the implementation of the centralized system. **2. Approval** of the elaboration by the Board of Directors of an annual report on the sponsorship granted by the company and the publication on the Company’s website, no later than the end of January, of the report for the previous year. **3. Approval** of the elaboration by the Board of Directors, by the end of 2014, of the Development Strategy for the period 2015-2025, in conjunction with the management plan prepared by the Board.

**Convokes:**

I. The Extraordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date of **6 October 2014**, hours **12:00**, at the Capital Plaza Hotel – Ion Mincu Room, 54 Iancu de Hunedoara Blvd., Bucharest (**EGMS**).

II. The Ordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date of **6 October 2014**, hours **13:00**, at the Capital Plaza Hotel – Ion Mincu Room, 54 Iancu de Hunedoara Blvd., Bucharest (**OGMS**)

Only the persons registered as shareholders of SNN on the date of **25.09.2014** (“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 (EGMS) is the following:

1. **Election** of the Secretary of the Extraordinary General Meeting of Shareholders.
2. **Approval** of the presentation by the Board of Directors of quarterly information on the purchase of goods, services and works of a value exceeding the amount of 500,000 Euro / purchase (for procurement of goods and works), and the amount of 100,000 Euro / purchase (for services) respectively, and on the implementation of a centralized system monitoring the public procurement within the company, expected to be in-service as of January 1<sup>st</sup>, 2015. Information will be included in a report of the Board of Directors that will be quarterly published on the website of the company. The report will include information on the legal basis in compliance with which the purchase took place, on the procurement procedure, on the object, value and duration of the procurement contract. Regular briefings on the process progress will take place in order to monitor the implementation of the centralized system.
3. **Approval** of the elaboration by the Board of Directors of an annual report on the sponsorship granted by the company and the publication on the Company’s website, no later than the end of January, of the report for the previous year.
4. **Approval** of the elaboration by the Board of Directors, by the end of 2014, of the Development Strategy for the period 2015-2025, in conjunction with the management plan prepared by the Board.
5. **Approval** of SNN’s share capital increase by **in-kind and cash contributions** amounting to maximum **241,499,110** lei, from the current value of **2,817,827,560** lei to the value of **3,059,326,670** lei, by issuing a maximum number of **24,149,911** new nominative, dematerialized shares at a price of 10 lei / share, equal to the nominal value (without share premium) out of which:
  - (i) **189,074** new shares in the amount of **1,890,740** lei representing the contribution in kind of the Romanian state, represented by the Ministry of Economy through the Department of Energy, as a result of obtaining the ownership certificate issued by the Ministry of Economy no. 12900 Series M03 for the undivided share of land of 239.05 sqm in 33 Gh. Magheru Blvd. Bucharest;
  - (ii) **19,437,670** new shares amounting to **194,376,700** lei representing the cash contribution of the Romanian state through the Ministry of Economy - Department of Energy, namely the value of the budget allocations for the period 2006-2009 designed for the completion of the Cernavoda NPP’s Unit 2;
  - (iii) maximum **4,523,167** new shares in the amount of **45,231,670** lei will be provided, in exercising the pre-emption right for the subscription in exchange for the contribution in kind and in cash of the Romanian state through the Ministry of Economy - Department of Energy, to the other shareholders of SNN or to the persons having the quality of shareholders on the registration date, in order to maintain their participation in SNN on the registration date.

SNN's shareholders will be able to exercise their rights preferably within a period of one month from the date mentioned in the prospectus, the date subsequent to the date of registration and date of publication of the Resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will have the right to subscribe a number of shares proportional to the number of shares they hold on the Registration Date. Subscriptions will be held at the nominal value of 10 lei/ share without issue premium. The number of pre-emption rights given to each shareholder will be proportional to the number of shares issued by SNN and held on the Registration Date. After expiry of the exercise of pre-emptive rights, all unsubscribed shares will be canceled. The effective period of the subscription and the subscription procedure will be communicated to shareholders through a current report subsequently to the publication of the EGM' Resolution in the Official Gazette, Part IV.

6. **Approval** of the transfer of the amount of 0.06 lei to the company's reserves, representing the difference in cash contribution of the Romanian state through the Ministry of Economy - Department of Energy for which there cannot be issued 1 entire share.
7. **Empowering** the Board of Directors of the Company, in accordance with the provisions of Article 114 paragraph (1) of Law 31/1990 on companies, republished and amended, in order to meet any and all formalities necessary for the implementation of the Resolution of the Extraordinary General Meeting of Shareholders, including, but not limited to, the initiation (establishing the payment agent), conduct (including the establishment and approval of the subscription procedure, approval of the subscription period, payment methods, payment date, the place where the operations will take place, record and validation of the subscriptions, cancellation of unsubscribed shares, determination of the accurate value by which the share capital is increased), closing (approving the share capital increase following the subscription and payment of the price / release of new shares), registration and operation of the share capital increase, the adequate modification of the Articles of Incorporation of the Company, drafting and signing of all documents and fulfillment of all formalities for implementing and registering the capital increase with the proper authorities.
8. **Approval** of the date of **22 October 2014** as the registration date in accordance with Art. 238 of the Capital Market Law no. 297/2004, namely the date serving to the identification of the shareholders subject to the EGM's resolutions as well as the **approval** of the date of **20 October 2014** as the "ex date", namely the date preceding the registration date when the financial instruments, subject of the resolutions of the corporate bodies, are traded without the rights derived from the resolution, pursuant to Art. 2 letter f) of Rules no. 6/2009 regarding the exercise of certain rights of shareholders within the General Meetings of the trading companies as amended and supplemented by Regulation no. 13/2014 for amending and supplementing certain regulations issued by the National Securities Commission.
9. **Empowering** 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.

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

1. **Election** of the Secretary of the Ordinary General Meeting of Shareholders.

2. **Dismissal** of Mr. Ionel Bucur from the position of administrator of SNN, by the agreement of the Parties as a result of changing Art. 20 of the SNN's Articles of Incorporation through the Resolution of the Extraordinary General Meeting of Shareholders no. 6 / 07.31.2014.
3. **Approval** to start the procedure of selecting an administrator for the vacancy in the SNN's Board of Directors, according to the Government Emergency Ordinance no. 109/2011 regarding the corporate governance of public companies.
4. **Approval** of the Report on the administration activity related to the first half of 2014 prepared in accordance with the provisions under Art. 7, items 7.19 and 7.21 of the Administration Contract signed by the members of the Board of Directors and the Company.
5. **Approval** of SNN applying the legal provisions relating to exemption from payment of the tax on the reinvested profit.
6. **Approval** of the date of **22 October 2014** as the registration date in accordance with the provisions under Art. 238 of the Capital Market Law no. 297/2004, namely the date serving to the identification of the shareholders subject to the OGMS's Resolutions.
7. **Empowering** 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 OGMS'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 EGMS/OGMS on the date of the first calling, a new OGMS/EGMS, as appropriate, will be called for the date of **07.10.2014**, 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 OGMS/EGMS will take place at the Capital Plaza Hotel – Ion Mincu Room, 54 Iancu de Hunedoara Blvd., 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 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 **22.09.2014**, hours **16:30 PM**, in a closed envelope, with the note legibly written in capital letters: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **6.10.2014**"; 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 **22.09.2014** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **6.10.2014**"

### **Information materials and questions referring to the agenda**

Starting with the date of **5.09.2014**, hours **18:00 PM**, 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](http://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) 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 **01.10.2014**, 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 **6.10.2014**".

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 **01.10.2014**, hours **10:00 AM**, at the address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **6.10.2014**".

### **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](http://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 **5.09.2014** from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://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 **6.10.2014**. 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 **3.10.2014**, hours **12:00 AM**, in closed envelope, with the note legibly written in capitals: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **6.10.2014**".

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 **3.10.2014**, hours **12:00 AM** at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **6.10.2014**".

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 **5.09.2014** from the Company's



Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://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 **3.10.2014**, 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 **6.10.2014**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **3.10.2014**, hours **12:00 AM**, at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS/ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **6.10.2014**".

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 OGMS/EGMS agenda, in which case the modified agenda shall be published by **25.09.2014**. 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](http://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.