



NUCLEARELECTRICA

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

The Board of Directors of Societatea Nationala Nuclearelectrica S.A. (hereinafter called “SNN” or “the Company”) a national joint-stock company, managed according to a unitary system, set up and operating in compliance with the Romanian laws, registered with the Trade Register Office of the Bucharest Law Court under number J40/7403/1998, with Sole Registration Code 10874881, having its headquarters in Bucharest, No. 65 Polona Street, , sector 1, having a share capital subscribed and paid up in quantum of **3.012.210.410 lei**,

Whereas

- Provisions of Art. 13 and 14 of the Company’s Constitutive Act in force (“The Constitutive Act”);
- Provisions of Law No. 31/1990 referring to companies, as subsequently amended;
- Provisions of the Government Emergency Ordinance No. 109/2011 regarding the corporate governance of public companies;
- Provisions of Law No. 297/2004 referring to the capital market as subsequently amended;
- Provisions of Rules and Regulations No. 1/2006 regarding the issuers and operations related to securities;
- Provisions of Rules and Regulations No. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of companies as subsequently amended;
- The Financial Supervisory Authority’s Executive Order No. 26/20.12.2012.
- The address of the Ministry of Energy, Small and Medium Sized Enterprises and the Business Environment registered at SNN with the number 1959/13.02.2015, which requests the convening of the extraordinary general meeting of shareholders in order to debate and subject for approval of the shareholders the amendment of article 7 of the Articles of Incorporation.

Convokes:

- I.** The Ordinary General Meeting of the Shareholders (“OGMS”) of Societatea Nationala Nuclearelectrica S.A. on the date of **29.04.2015**, hours **12:00**, at the Howard Johnson Hotel – Colorado Room, 5-7 Calea Dorobantilor, District 1, Bucharest (**OGMS**)
- II.** The Extraordinary General Meeting of the Shareholders (“EGMS”) of Societatea Nationala Nuclearelectrica S.A. on the date of **29.04.2015**, hours **13:30**, 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 **20.04.2015** (“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.

Societatea Nationala NUCLEARELECTRICA S.A.

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

Trade Registry number: J40/7403/1998, Sole registration code: 10874881,

Paid and subscribed capital: 3.012.210.410 lei

office@nuclearelectrica.ro, www.nuclearelectrica.ro

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 Annual Individual Financial Statements** for the financial year ended at 31 December 2014, prepared in compliance with the International Financial Reporting Standards adopted by the European Union (“IFRS-EU”), as provided by the Order of the Ministry of Public Finance number 1286/2012 with the subsequent amendments («OMFP 1286/2012”), based on the **Annual Report of the Administrators** for the year 2014 and on the **Independent Auditor’s Report** on the annual individual financial statements for the year 2014.
3. **The approval of the Consolidated Financial Statements** for the financial year ended at 31 December 2014, prepared in compliance with IFRS-UE, as provided by OMFP 1286/2012, based on the **Annual Report of the Administrators** for the year 2014 and on the **Independent Auditor’s Report** on the annual consolidated financial statements for the year 2014.
4. **The approval of the Annual Report of the Administrators for the financial year 2014.**
5. **The approval of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2014**, of the gross dividend per share in the amount of 0,30 lei, of the date when the dividend payment starts namely 26 June 2015 and of the payment methods provided in the Note presented to the shareholders
6. **The Presentation of the Administration Activity Report** for the fourth quarter of the year 2014, prepared in compliance with articles 7, item 7.19 of the administration contract concluded by the members of the Board of Directors with SN.Nuclearelectrica SA.
7. **The approval of the Administration Activity Report** for the fourth quarter of 2014, prepared in compliance with articles 7, item 7.19 of the administration contract concluded by the members of the Board of Directors with SN.Nuclearelectrica SA.
8. **The presentation of the Annual Report of the Nomination and Remuneration Committee** regarding the remuneration and other advantages awarded to the administrators and managers during the financial year 2014.
9. The approval of the **discharge of duties of the administrators for the financial year ended at 31 December 2014**
10. **The approval of the Revenues and Expenses Budget for the year 2015.**
11. **The approval of the update of the Annex 1.1. and of the annex 1** to the administration contract concluded between the administrators and the company and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.
12. **The election of a new member of the Board of Directors** for the vacant position and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the administration contract with the elected administrator in the form presented to the shareholders.
13. **The approval of maintaining the current level of the fixed monthly indemnity for the administrators** in the amount of **4.028 lei gross monthly** representing the average for the last 12 months of the average gross monthly income in the branch of activity of the Company, communicated by the National Statistics Institute before 25.04.2013. The variable component of the remuneration of the Board members remains unchanged, as provided in the administration contract, approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders.

- 14. The approval of the amendment of art. 16 of the Administration contract** approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders, as follows: «The administrator receives a monthly fixed gross indemnity for the execution of his mandate in the amount of maximum 4.028 lei, as follows:
- *The president of the board of directors and the members of the board of directors who are members of at least two (2) advisory committees at the level of the board receive a fixed monthly gross indemnity in the amount of 4.028 lei;*
 - *The members of the board of directors who are members of one advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 90% of the maximum value of 4.028 lei;*
 - *The members of the board of directors who are not member of any advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 85% of the maximum value of 4.028 lei;*
- The empowerment** of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.
- 15. Information note** regarding the transactions concluded with the administrators or managers, employees, shareholders having control over the company or with a company controlled by them during 01.11.2014 – 28.02.2015, in accordance with Art. 52 paragraphs (1) and (2) of OUG No. 109/2011.
- 16. 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 01.11.2014 – 28.02.2015, which falls under the incidence art. 52 paragraph. (5) of OUG 109/2011.
- 17. The approval** of the date of **23.06.2015** as a 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.
- 18. The approval** of the date **22.06.2015** 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 with the subsequent amendments.
- 19. The approval** of the date of **26.06.2015** as the payment date, namely the date when the distribution of revenues related to the ownership of securities, consisting of cash or securities, becomes certain, as per the provisions of article 2, letter g) of the Regulation number 6/2009, with the subsequent amendments and with that of article 1, paragraph (3) of the Ordinance number 64/2001, with the subsequent amendments.
- 20. 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 fulfil 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 modification of the Articles of Incorporation of the Company, as follows:**

Article 7 is amended and will have the following content:

Art. 7 (1) The share capital of the Company is 3.012.210.410 lei, fully subscribed and paid by the Company's shareholders. The share capital is divided into 301.221.041 nominative shares, issued in dematerialized form, having a nominal value of 10.00 lei each.

(2) The company's share capital is owned by the following shareholders, as follows:

a) The Romanian State, through the Ministry of Energy, Small and Medium Sized enterprises and Business Environment (the appropriate Ministry, or its successors, according to law) owns a total of 248.443.809 shares with a total value of 2.484.438.090 lei corresponding to a quota of 82,48 % of the share capital of the Company;

b) S.C. Fondul Proprietatea S. A. owns a total of 27.408.381 shares with a total value of 274.083.810 lei, which corresponds to a quota of 9,10 % of the share capital of the company;

c) Other shareholders, Romanian and foreign natural and legal persons own a total of 5.368.851 shares with a total value of 253.688.510 lei, representing a quota of 8.42 % of the share capital of the company.

Article 8 is amended with paragraph (7) and will have the following content:

(7) In compliance with the provisions of article 220¹ of the Law number 31/1990, the Board of Directors is empowered, during its mandate, to increase the share capital of the company by the issue of new shares in exchange for the shareholders contributions, up to the an authorized equity value of 3.016.200.000 lei representing:

- the in kind contribution of the Romanian state, represented by the Ministry of Economy, Small and Medium Sized Enterprises and Business Environment, following the obtaining of the ownership certificate number 12900, series M03, issued by the Ministry of Economy, for the land undivided share of 239,05 sm located in Magheru Av., number 33, Bucharest and of the ownership certificate number 9462/04.02.2005, series M03, issued by the Ministry of Economy, for the land "Guard house and access road" located in Saligny, Constanta county; the in kind contributions will be evaluated by evaluators assigned by the Trade Registry in compliance with the provisions of article 215 of the Law number 31/1990 using the evaluation method provided at article 6, paragraph 3 of HG number 834/1991, corroborated with the provisions of article 143 of HG number 577/2002;

- the in kind contribution of other shareholders, within the preference right in exchange for in kind contributions of the Romanian State through the Ministry of Economy, Small and Medium Sized Enterprises and Business Environment;

The resolution of the Board of Directors regarding the share capital increase will be published in the Official Gazette of Romania, part IV.

Article 20, paragraph 1 is amended and will have the following content:

ART.20 *(1) The Board of Directors delegates the management of the company to one or more managers, appointing one of them as General Manager. The General Manager*

may be appointed from among the administrators, who thus become executive administrators or from outside the Board of Directors. Within the Board of Directors there can be only one executive administrator. As per the Articles of Incorporation, the concept “Director” refers to the person empowered to manage the company through a resolution of the Board of Directors and who concludes a mandate contract with the Company, as per the provisions of the company Law 31/1990, subsequently amended.

3. The Approval of the renouncing to SNN’s participation in the investment projects:

(i) Pumping storage hydroelectric power plant (CHEAP) Tarnita – Lapustesti and the underwater interconnection cable of 400 Kv Romania – Turkey. The acknowledgment of the termination of the validity of items 2, 3, 7 and 8 of the resolution number 1/11.03.2014 of the Extraordinary General Meeting of Shareholders.

4. The approval of the assignment of an authorized evaluator by the Trade Registry belonging to the Bucharest Tribunal for the evaluation of the land in the area of 3.873,13 sm located in Saligny, Constanta county for which the ownership certificate series M03, number 9462/04.02.2005, in view of increasing the share capital of Nuclearelectrica, in compliance with the provisions of article 215, of the Law for companies number 31/1990, with the subsequent amendments.

5. The approval of the delegation of competence regarding the share capital increase of SNN to the Board of Directors up to the value of the authorized equity of **3.016.200.000 lei**, based on the provisions of article 114, paragraph 1 and 220¹ of the Law number 31/1990 and the provisions of article 236 of the Law number 297/2004, under the following conditions:

- The Extraordinary General Meeting of Shareholders approves the delegation to the Board of Directors, on a year period, of the attributions regarding the share capital increase of SNN up to a maximum value **3.016.200.000 lei** representing:
 - The contribution in kind of the Romanian State, represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment, as a result of obtaining the Land Ownership Certificate, series M03, number 12900, issued by the Ministry of Economy for the undivided share land of 239,05 m², located in 33 Gheorghe Magheru Av, Bucharest and of the Land Ownership Certificate, series M03, number 9462/04.02.200, issued by the Ministry of Economy for the « Guard House and Access Road » land, located in Saligny, Constanta County; the value of the two lands representing contribution in kind will be established by independent experts appointed by the Trade Registry in compliance with art. 215 of Law no. 31/1990 through **an update of the land value from the date of forwarding the documentation, with the inflation index in compliance with art. 6 of GD no. 834/1991 corroborated with art. 143 of GD no. 577/2002;**
 - The contribution in cash of the other shareholders, within the exercise of the pre-emptive rights by the other shareholders in exchange for the contribution in kind of the Romanian State through the Ministry of Energy, Small and Medium Enterprises and Business Environment;
- The proposed authorised equity in value of **3.016.200.000 lei** is based on the following:
 - (i) The value stated in the Real Estate Assessment Report elaborated on 04.12.2008 by Technical Expert Assessor Eng. Mihaela Borborici, namely the estimated market value, by means of direct comparison, of **2.547.230 RON**, the equivalent of 662.806 euro (1 EURO = 3,8431 RON/ 04.12.2008), for the area indicated in the assessment report;

- (ii) The value stated in the Supplement to the extra judiciary technical expertise report elaborated on 20.02.2015 by the expert appointed by the Trade Registry, namely the updated value of the land was established at **2.945.247 lei** and took into consideration the real data of the cadastral measurements for the area of 239,05 m². The date of assessment is 20.02.2015. The Supplement to the extra judiciary technical expertise report was based on the provisions of GD no. 834/1991 amended by GD no. 107/2008 through an update of the inflation index communicated by the National Institute of Statistics on the value from the assessment report on the date of elaborating the documentation forwarded to the responsible authority in order to have the Land Ownership Certificates of the land issued.
 - (iii) The value stated in the assessment documentation of the “Guard House and Access Road” land, located in Saligny, Constanta County being **91.861.073 lei/ROL** (value prior to the denomination of the national currency, the equivalent of 9.186,11 RON). Without an assessment report elaborated by an independent assessor, the indexed value of this land with the inflation index during January 2005-January 2014 is approximately 14.804 RON (value estimated by SNN). An independent assessor will do an assessment of this land in compliance with art. 143 of GD no. 577/2002 and with art. 6, paragraph 3 of GD no. 834/1991;
 - (iv) The fact that the values of the two lands mentioned at items (i) and (iii) will be updated with the inflation index in compliance with art. 6 of GD no. 834/1991 corroborated with art. 143 of GD no. 577/2002 by independent experts appointed by the Trade Registry; the used inflation index will be the last one available on the date of elaborating the reports by the independent experts appointed by the Trade Registry;
 - (v) The fact that all shareholders will exercise their preemptive rights and will subscribe all the shares of the public offer that will be unfolded by SNN as a result of the share capital increase;
 - (vi) A certain reserve margin that could emerge due to the assessment results after applying certain higher inflation indexes due to reporting on assessment date, the last index of the consumption price on the date of elaborating the reports by the independent experts (reserve margin of nearly 11% of the current estimated values).
- As per art. 6, paragraph 3 of GD no. 834/1991, the value of the lands, updated by inflation index until the date of assessment, is included, according to the legislation, in the patrimony of the commercial companies, and the share capital is increased in compliance with art. 113 letter. f) and art. 210 of Law no. 31/1990;
 - The Board of Directors will initiate the share capital increase procedure after the appointment by the Trade Registry of an expert to establish the value of the “Guard House and Access Road” land, located in Saligny, Constanta County and after the completion of the report by the appointed expert in compliance with art. 215 of Law no. 31/1990 and art. 6, paragraph 3 of GD no. 834/1991;
 - The Board of Directors will decide the share capital increase with contribution in kind of the Romanian State represented by the value of the two lands and the contribution in cash of the other shareholders within the pre-emptive right, based on the reports for the two lands elaborated by independent experts appointed by the Trade Registry in compliance with art. 143 of GD no. 577/2002 and art. 6,

- paragraph 3 of GD no. 834/1991;
- The Board of Directors will establish the record date, date that serves to identify the shareholders upon whom the rights related to the share capital increase will bear effects, as per the Decision of the Board of Directors regarding the share capital increase with contribution in kind as a result of attribution delegation;
 - The Board of Directors will establish the « ex-date », date prior to the record date in compliance with T+2 settlement cycle from which the financial instruments object of the company's resolutions are transacted without the rights deriving from the resolution;
 - The Board of Directors will undertake the following actions in order to initiate, unfold and complete the share capital increase:
 - The selection of the underwriter to elaborate the Prospectus in compliance with ED 34/2006;
 - Approval of the Prospectus and Offer Announcement of the share capital increase with contribution in kind after their completion by the underwriter and the coordination of the process of forwarding all documents relating to the approval of the Prospectus by the Financial Supervisory Authority;
 - The coordination of the notification process to the capital market and shareholders regarding the availability of the Prospectus and the effective unfolding of the offer period;
 - The approval of the subscriptions and the cancellation of the unsubscribed shares, respectively the pay back of the amounts resulting in surplus after exercising the pre-emptive right by the shareholders, within five working days from the closing date of the subscription period, after the final notification of the subscriptions by the underwriter to the Financial Supervisory Authority and the receiving of the FSA notice regarding the initiation of the measures to register the increased share capital to the responsible institutions: Trade Registry and the Central Depository, approval validated by the Decision of the Board of Director;
 - The coordination of the process to forward the documentation necessary for the registration with the Trade Registry of the increased share capital and to amend the Articles of Incorporation of SNN as a result of changing the share capital, based on the Addendum and the Consolidated Articles of Incorporation;
 - Coordination of the process to obtain the Share Registration Certificate issued by FSA based on the Confirmation of Company Details issued by the Trade Registry;
 - Coordination of the process to forward the necessary documentation to the Central Depository to register the share capital increase, as per the Code of the Central Depository;
 - New, nominative, dematerialised shares will be issued in exchange for the contribution in kind and in cash, at a price of 10 lei/share, equal to the nominal value, without issue premium.
 - As per the provisions of article 130, paragraph (6) of the Regulation number 1/2006, the resolution of the Board of Directors regarding the share capital increase will also provide the number of preference rights for the purchase of new shares, the subscription price for the new shares based on the preference rights and the subscription period;
 - The actual subscription period and the subscription procedure will be approved by the Board of Directors and will be communicated to the shareholders through a current report;

- The exact value of the in kind contribution will be determined in compliance with the provisions of article 143 of HG number 577/2002 and article 6, paragraph 3 of HG number 834/1991;
 - SNN shareholders will be able to exercise their preference right within the period of one month starting from the date mentioned in the Prospectus approved by the resolution of the Board of Directors, date consequent to the registration date and the date of the publication in the Official Gazette of Romania, Part IV of the resolution of the Board of Directors, namely, the shareholders will have the right to subscribe a number of shares proportional with the number of shares owned at the Registration Date.
 - The number of preference rights which is granted to each shareholder will be proportional with the number of shares issued by SNN and owned at the Registration Date.
 - After the expiration of the period for exercising the preference right, all the unsubscribed shares will be annulled.
6. **The empowerment** of the Board of Directors of the Company, in compliance with the provisions of article 114, paragraph (1) of the Law number 31/1990, republished and amended and the provisions of article 236 of the Law number 297/2004 regarding the capital market for fulfilling all the necessary formalities for the implementation of the resolution of the Extraordinary General Meeting of Shareholders, including, without limiting to, the initiation, unfolding (including the establishment and approval of the subscription procedure, approval of the subscription period, the payment method, the payment date, the location for the subscription, the acknowledgement and validation of the subscriptions, the annulment of the unsubscribed shares, the establishment of the exact value of the share capital increase), conclusion (the approval of the share capital increase following the subscription and payment of the new share), registration and operation of the share capital increase, adequate amendment of the Articles of Incorporation of the Company, elaboration and signing of all the documents and fulfilment of any formalities for the implementation and registration of the share capital increase with the relevant authorities.
 7. **The approval of the change of destination of the quantity of 75.260,58 kg heavy water** for the initial load of Cernavoda NPP units 3 and 4 for current use in the operation of Cernavoda NPP Units 1 and 2, under the condition of issuing a legal document which amends the destination of this quantity of heavy water.
 8. **The approval** of the date of **23.06.2015** as a 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.
 9. **The approval** of the date **22.06.2015** 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 with the subsequent amendments.
 10. **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 fulfil 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 **30.04.2015, hours 12:00 for the OGMS, respectively, hours 13:30 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**, they shall be accompanied by:
- confirmation of company details 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 confirmation of company details/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 contain provisions which fall under the responsibility of the GMS;
- d) 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 **14.04.2015 hours 12:00 PM**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **29.04.2015**"; 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 **14.04.2015** to the e-mail address aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **29.04.2015**."

In order to identify and prove the capacity of shareholder of the person who makes proposals for the amendment of the agenda (or who addresses questions in compliance with article 13 of the Regulation 6/2009), SNN may request the account statement of that particular person which proves the capacity of shareholder and the number of owned shares, issued by Depozitarul Central or, if applicable, by the participants stated at article 168, paragraph (1), letter b) of the Law number 297/2004 which provide custody services.

The amended agenda will be published by the Company until **17.04.2015**.

Information materials and questions referring to the agenda

Starting with the date of **27.03.2015, 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 identification requirements mentioned above within the section regarding the amendment of the agenda are applicable as well for the shareholder natural person and/or legal representative of a legal person who address questions regarding the items on the GMS agenda.

The questions will be 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 **27.04.2015, 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 **29.04.2015**".

The Company may provide a general answer for questions with the same content. It is considered that the Company has answered the questions if the required information is published on the Company's website www.nuclearelectrica.ro in the format of Q&A.

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, by the date of **27.04.2015, hours 10:00 AM**, at the address: aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **29.04.2015**".

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, at the reference date, is permitted by simply proving their identity for natural persons, based on their identity card and for legal persons and represented legal persons, based on the empowerment given to the representing natural person, with the observation of the applicable legal provisions.

The direct vote (personal) is exercised after the proof of the shareholders identity:

- a) In the case of natural persons, by presenting the identity card; the identity documents presented by the shareholders must permit their identification in the shareholders list issued by S.C. Depozitarul Central S.A. at the reference date;
- b) For legal persons, by presenting:
 - (i) The identity card of the legal representative (BI or CI for Romanian citizens, or passport, for foreign citizens);
 - (ii) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted 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 the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A. at the reference date;
 - (iii) The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative (so that the shareholders registry reflects this information), then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; for the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment.

For all the above mentioned situations, the presented documents in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. 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 **27.03.2015, 18:00 hours** 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 **29.04.2015**.

The special power of attorney will be accompanied by the following documents:

- a) **For natural persons:** copy of the identity card of the shareholder which permits the identification in the list of SNN shareholders issued by SC Depozitarul Central SA at the reference date and copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin);
- b) **For legal shareholders:**
 - (i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted 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 the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date. For the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment.
 - (ii) The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date, then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative;
 - (iii) Copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin)
- c) the presented documents in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized

translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

The special power of attorney is valid only for the GMS for which they have been requested; the representative is obliged to vote in compliance with the instructions formulated by the empowering shareholder, under sanction of vote cancellation.

Generally, a shareholder may empower a single representative to represent him in the GMS. However, the power of attorney may nominate one or more substitute representatives who ensure his representation within the GMS in case the main representative mentioned above is unable to fulfil his mandate. In case the power of attorney nominates more substitute members, an order for the exercise of the mandate will be established.

The representatives of the company cannot receive power of attorney in order to represent shareholders in the OGMS/EGMS. The rules and regulations regarding the organization and unfolding of the GMS will detail the voting by representative procedure, the shareholders having the obligation to respect the above mentioned regulation, under sanction of losing their voting right by representative in the OGMS/EGMS.

In the case the special **power of attorney** for participation and vote within the GMS is issued to a credit institution which performs **custodial services**, the power of attorney will be valid without the presentation of additional documents related to the shareholder, if the power of attorney is prepared in compliance with Regulation 6/2009, signed by the respective shareholder and accompanied by a declaration of honour of 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 attorney and the declaration the custodian mentioned above must be submitted to SNN, in original, within 48 hours before the GMS, signed, and if applicable, stamped, without other formalities required regarding these documents.

The special power of attorney 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 **27.04.2015**, 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 **29.04.2015**".

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 **27.04.2015**, hours **12:00 AM** at aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **29.04.2015**".

Vote by representative based on a general power of attorney

As per article 243, paragraph (6) of the Law 297/2004, other persons aside from shareholders may represent the shareholders within the GMS, based on special or general power of attorney.

Unlike, special powers of attorney, the shareholder may grant a general power of attorney for a duration of years, allowing his representative to vote in all the issues on the agenda of the GMS, under the condition that the power of attorney is granted by a shareholder as a client to an intermediary or a lawyer, as per the legal provisions.

The general powers of attorney, before their first use, are submitted at the headquarters with 48 hours before the GMS, namely until **27.04.2015, 12:00 hours**, in copy, stating the compliance with the original under the signature of the representative. SNN retains certified copies of the powers of attorney, mentioning this in the minutes of the GMS.

The shareholders may not be represented within the GMS by a person in a conflict of interest situation, such as:

- a) Is a majority shareholder of SNN, or of an entity controlled by the respective shareholder;
- b) Is member of an administration, management or oversight body of the company, of a major shareholder or of an entity controlled by the respective shareholder;
- c) Is an employee or an auditor of a major shareholder or of an entity controlled, in compliance with the provisions of letter a);
- d) Is the husband/wife, relative or affine up to the fourth degree with one of the natural persons provided at letters a)-c).

The proxy cannot be substituted by another person. In case the empowered person is a legal person, it can exercise its mandate through any person part of the administration or management body or by any of its employees.

The documents that accompany the general power of attorney:

- a) Proof that the proxy is either an intermediary (as per the provisions of article 2, paragraph (1), point (14) of the Law 297/2004) or a lawyer, and that the shareholder is his client,
- b) **For natural persons:** copy of the identity card of the shareholder which permits the identification in the list of SNN shareholders issued by SC Depozitarul Central SA at the reference date and copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin)
- c) **For legal entities:**
 - (i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted 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 the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date.
 - (ii) The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date, then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; For the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy

of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment.

(iii) Copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin)

The documents presented in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the Apostile of the documents with certify the quality of legal representative of the shareholder.

The general powers of attorney will be submitted to the Company starting with **27.03.2015, 18:00 hours**, at the same location and in the same conditions as the informative materials.

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 **27.03.2015, 18:00 hours**, 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.

Documents which accompany the voting ballots:

- a) **For natural persons** : copy of the identity card of the shareholder which permits the identification in the list of SNN shareholders issued by SC Depozitarul Central SA at the reference date and copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin), together with the proof of the capacity of legal representative;
- b) **For legal persons**:
 - (i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted 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 the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date.
 - (ii) His capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date , then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; For the Romanian State, the capacity of legal representative is proven

based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment.

The documents presented in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

The voting ballots may 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 **27.04.2015**, 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 **29.04.2015**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than 27.04.2015, **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 **29.04.2015**".

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 **17.04.2015**. 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.

If the shareholder who express his vote by correspondence ballot participates in person or by representative at the GMS, the vote sent by correspondence for the respective GMS is cancelled. In this case, only the vote expressed in person or by representative will be considered.

If the person who represents the shareholder by attending the GMS is different than the one who expressed the vote by correspondence ballot, then, in order to validate the vote a written repeal of the correspondence ballot signed by the shareholder or his representative who expresses the correspondence vote shall be presented at the GMS. If the shareholder and his legal representative is present at the GMS, this requirement is no longer applicable.

As per the provisions of article 243, paragraph (9) of the Law 297/2004, in case that the agenda of the GMS includes resolutions which require a secret vote, the correspondence vote will be expressed by means which don't allow its revealing except to the members of the secretariat charged with counting the expressed secret votes and only when all the other secret votes of the shareholders or representatives of shareholders attending the meeting, are known.

Proposals for the position of member of member of the Board of Directors

Until 14.04.2015, SNN shareholders may submit written proposals for candidates for the position of administrator in which they will mentioned the name, residence and professional qualification of the proposed persons.

The requirements mentioned in the section regarding the amendment of the agenda are applicable also for shareholders who make proposals for candidates for the position of administrators.

The list comprising information regarding the name, residence and professional qualification of the persons proposed for the position of Board member can be found on the Company's website, *Investors Relations section, General Meeting of Shareholders*, and can be filled in by the shareholders until **14.04.2015**.

At the end of the period for the transmission of proposals, the candidates proposed by the shareholders will be listed on the website of the company and included in the voting ballots in alphabetical order.

The special powers of attorney and the voting ballots updated with the proposals sent by the shareholders will be made available to the shareholders on 15.04.2015, at the headquarters of SNN and on the website www.nuclearelectrica.ro, after the expiration of the deadline for submitting proposals for the position of administrators and enlisting of the proposals on the voting ballots.

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