



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 **3.015.138.510 lei**,

### Whereas

- Provisions of Art. 13 and 14 of the Company’s Articles of Incorporation in force (“The Articles of Incorporation”);
- Provisions of Law No. 31/1990 referring to companies, as subsequently amended;
- Provisions of Government Emergency Ordinance No. 109/2011 regarding the corporate governance of public companies as subsequently amended;
- 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 provisions of the National Securities Commission Regulations no. 13/2005 regarding the authorization and operation of Depozitarul Central, clearing houses and central counterparties.

### Convokes:

- 1. The Ordinary General Meeting of the Shareholders** of Societatea Nationala Nuclearelectrica S.A. on the date **24.04.2017** hours **11:00** (Romania’s time zone), at Hotel Crowne Plaza, Transilvania conference room, 1 Poligrafiei Avenue, , Bucharest (**OGMS**);

Only the persons registered as shareholders of SNN on the date of **13.04.2017** („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.

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

**Societatea Nationala NUCLEARELECTRICA S.A.**  
65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;  
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1. **The Election** of the Secretary of the Ordinary General Meeting of Shareholders
2. **The approval** of the **Annual Individual Financial Statements as at and for the date ended on December 31, 2016**, prepared in compliance with International Financial Reporting Standards adopted by the European Commission (“IFRS-UE”), as provided by the Ministry of Public Finance Order no. 2844/2016 (“OMFP 2844/2016”), based on the 2016 Annual Report of the Administrators and the report of the independent Auditor on the annual individual financial statements as at and for the period ended on December 31, 2016.
3. **The approval** of the **Annual Consolidated Financial Statements as at and for the date ended on December 31, 2016** prepared in compliance with International Financial Reporting Standards adopted by the European Commission (“IFRS-UE”), as provided by the Ministry of Public Finance Order no. 2844/2016 (“OMFP 2844/2016”), based on the 2016 Annual Report of the Administrators and the report of the independent Auditor on the annual consolidated financial statements as at and for the period ended on December 31, 2016.
4. **The approval** of the **Annual Report of the Administrators** prepared in compliance with Art. 227 of Law regarding the capital market and with the Annex 32 of the CNVM Regulation no. 1/2006 for the financial year ended on December 31, 2016.
5. **The approval** of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2016, of the total value of the gross dividends in amount of **99.499.571 lei**, of the gross dividend value per share in amount of **0,33 lei**, of the payment date, namely **June 28, 2017** and of the methods of payment, as provided in the Note presented to the shareholders.
6. **The approval** of the discharge of duty of the administrators for the 2016 financial year.
7. **The approval** of the **Administration Report for the fourth quarter of 2016**, prepared in compliance with art. 7, item 7.21 of the Administration Contract concluded by the members of the Board of Directors with S.N. Nuclearelectrica S.A
8. **The appointment** of **six members of the Board of Directors** of SN Nuclearelectrica SA, on a **4-year period, starting April 26, 2017**, in compliance with art. 29 of GED 109/2011 with the subsequent amendments, following the termination of the mandate of six administrators on April 25, 2017. (Secret vote)
9. **The appointment** of **provisional members of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64<sup>1</sup> paragraph (4) and (5) of GED 109/2011 with the subsequent amendments. (Secret vote)
10. **The approval** of the **Mandate Contract** which is to be signed by the company with the members of the Board of Directors and the empowerment of the representative of the Ministry of Energy within the general meeting of shareholders to sign on behalf and for the company the mandate contract with the administrators, contract which becomes effective on April 26, 2017.
11. **The approval** of the gross fixed monthly remuneration of the non-executive members of the Board of Directors in amount of 9.126 lei, remuneration which shall not exceed twice the 12 month average of the gross monthly average wage for the activity unfolded according the main object of activity of the company, at class level as per the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, in compliance with art. 37 paragraph (2) of GED 109/2011 with the subsequent amendments **and the approval of the gross fixed monthly remuneration of the executive**

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- members of the Board of Directors in amount of 27.378 lei**, remuneration which shall not exceed six times the 12 month average of the gross average monthly wage for the activity unfolded according the main object of activity of the company, at class level as per the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment in compliance with art. 37 paragraph (3) of GED 109/2011 with subsequent amendments.
- 12. The approval of the limits of the gross fixed monthly remuneration of the directors** appointed after April 26, 2017 who are not members of the Board of Directors, within the range of five and six times the 12 month average value of the gross average monthly wage for the activity unfolded according the main object of activity of the company, at class level as per the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, as well as the approval of other advantages granted to any of the directors appointed after April 26, 2017, provided in the Note presented to the shareholders, in compliance with art. 153, item 18 of Law 31/1990.
  - 13. The approval** of the insured amount related to the professional liability insurance for the administrators of the company, as provided in the Note presented to the shareholders.
  - 14. Information** note on the transactions concluded with administrators, or directors, or employees, or shareholders having control over the company or a company controlled by them during 17.02.2017 – 15.03.2017, as per art. 52, paragraph (3) letter a) din of GED 109/2011 with subsequent amendments. .
  - 15. Information** note on the transactions conclude 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 the equivalent in lei of Euro 100.000, during 17.02.2017 – 15.03.2017, as per art. 52, paragraph (3) letter b) of GED 109/2011 with subsequent amendments.
  - 16. The approval** of the date **09.06.2017 as registration date** in compliance with art. 238, paragraph (1) of Law 297/2004, namely the date serving for the identification of the shareholders who will be affected by the resolutions of the OGMS.
  - 17. The approval** of the date **08.06.2017 as „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.
  - 18. The approval** of the date **28.06.2017 as payment date**, namely the date on which the distribution of the income related to owning securities, either in cash or shares, becomes certain, in compliance with art. 2, letter g) of Regulation 6/2009, with the subsequent amendments and with art. 1, paragraph (3) of Decree 64/2001, with the subsequent amendments.
  - 19. 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 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 fulfil this mandate.

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In case the legal conditions are not met for holding the OGMS on the date of the first calling, a new OGMS, as appropriate, will be called for the date of **25.04.2017, hours 11.00**, 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 is the same. The OGMS will take place at the **Hotel Crowne Plaza, Transilvania conference room, 1 Poligrafiei Avenue, 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<sup>1</sup> 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 Articles of Incorporation 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 and/or the presentation of draft resolutions for the items included or proposed to be included on the OGMS agenda.

The proposals referring to introducing new items on the OGMS agenda and/or presenting draft resolutions for the items included or proposed to be included on the 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 (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.**



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- 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 **07.04.2017** hours **18:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.04.2017**"; 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 **07.04.2017** hours **18:00** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.04.2017**", signed and stamped by the shareholder of its legal representative.

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 **12.04.2017**.

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

Starting with the date of **24.03.2017, 18:30 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 and 16:30 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.

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.

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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 **21.04.2017** hours **11.00**, in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.04.2017**".

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](http://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 **21.04.2017**, hours **11.00**, at the address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.04.2017**".

### **Participation in the General Meeting of the Shareholders**

The shareholders registered in the shareholders register at the Reference Date may attend the 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 or general power of attorney and the procedure allowing the vote by correspondence.

The access of the shareholders entitled to attend the OGMS, 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) ;



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- (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 ;

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.

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 apostile of the documents with certify the quality of legal representative of the shareholder.

### **Vote by representation based on special power of attorney**

The shareholders can participate personally or they can be represented in the OGMS 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 **24.03.2017, 18:30 hours** 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 agenda are added.

The special power of attorneys must be filled in and (in 3 originals: one for the shareholder, one for the appointed representative and one for SNN), signed and they must contain specific voting instructions for each item on the OGMS 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 solely by one Representative having a power of attorney issued for the OGMS of **24.04.2017**.

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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:**

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.

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;

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.

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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. 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.

The special **power of attorney** for participation and vote within the GMS issued to a credit institution which performs **custodial services**, will be valid without the presentation of additional documents related to the shareholder, if the special power of attorney is prepared in compliance with Regulation 6/2009, signed by the respective shareholder and accompanied by a declaration of honor of the credit institution which received the representation empowerment by means of the special power of attorney, 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 **21.04.2017**, hours **16.00** in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.04.2017**".

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 **21.04.2017**, hours **16.00** at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **24.04.2017**".

### **Vote by representative based on a general power of attorney**

As per art. 243 paragraph (6) of the Law no. 297/2004, other persons may represent the shareholder within the GMS, on the basis of a special or general power of attorney. Thus, the shareholder may grant a general power of attorney for a duration of 3 years, allowing his representative to vote in all

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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 **21.04.2017, 16:00**, 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 forth 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

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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.

(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.

SNN will accept a general power of attorney for the participation and vote in the GMS, issued by a shareholder, as client, in favor of an intermediary defined as per art. 2, paragraph (1) point 14 of the Law no. 297/2004, with the subsequent amendments, or in favor of an attorney, without requesting additional documentation, if the general power of attorney complies with the provisions of Regulation no. 6/2009, is signed by the shareholder and accompanied by a statement in good faith issued by the legal representative of the intermediary or by the attorney who received the general power of attorney, which should demonstrate that :

- (i) The power of attorney is issued by the shareholder, in his capacity of client in favor of its intermediary or its attorney;
- (ii) The general power of attorney is signed by the shareholder, including extended electronical signature, if applicable. The statement must be submitted to SNN in original, signed and stamped, if necessary, with any other formalities. The statement is submitted to SNN together with the general power of attorney.

The general powers of attorney will be submitted to the Company starting with **24.03.2017, 18:30 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

**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: 3.015.138.510 lei

[office@nuclearelectrica.ro](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)



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by Depozitarul Central S.A. (Central Depository) have the possibility of voting by correspondence, before the OGMS, by means of Ballot Papers for voting by correspondence. The ballot paper can be obtained starting with the date of **24.03.2017, 18:30 hours**, 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 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.

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.

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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 **21.04.2017**, hours **16:00**, in a closed envelope, with a note legibly written in capitals: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **24.04.2017**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **21.04.2017**, hours **16:00**, at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS GENERAL MEETING OF SHAREHOLDERS OF **24.04.2017**".

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.

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 agenda, in which case the modified agenda shall be published by **12.04.2017**. 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.

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. The powers of attorney will be verified by the secretary of the OGMS as well.

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





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present at the GMS, this requirement is no longer applicable.

As per art. 243 paragraph (9) of the Law 297/2004, provided that on the agenda of the general meeting of shareholders there are resolutions which imply a secret vote, the correspondence ballot will be sent in such a manner as not to uncover the vote except to the members of the secretariat charged with counting the votes and only at the time when all the other secret votes are expressed by the present shareholders or by the representatives of the shareholders who attend the meeting.

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

As per art. 125 paragraph (1) of CNVM Regulations no. 1/2006, SNN shareholders have the right to make written proposals for candidates for the position of member of the Board of Directors, which will include information regarding the name, residence and professional qualification of the persons proposed for the position (CV), until 07.04.2017.

The identification requirements mentioned within the section regarding the amendment of the agenda are applicable to the shareholders who make proposals for candidates for the positions of Board members.

The list comprising the information regarding the names, residence and professional qualification of the persons proposed for the position of Board member is at the disposal of the shareholders on the company's website in the sections *Investors Relations/GMS related information*, and can be supplemented by the shareholders until 07.04.2017.

At the end of the period for sending proposals, the candidates proposed by the shareholders will be posted on the company's website and the voting ballots will be subsequently amended with the candidates in alphabetical order.

The updated special powers of attorney and voting ballots with the proposals sent by the shareholders will be at the disposal of the shareholders starting with 12.04.2017 at the company's headquarters as well as on the company's website [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro), after the period for sending proposals and registering the proposals on the voting ballots.

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