



AMMENDED 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 Law No. 24/2017 regarding issuers of financial instruments and market operations;
- 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.
- The Notice of Ministry of Energy no. 102484/TFP/18.07.2017 registered at SNN with the number 8598/19.07.2017 by which the Ministry request the convening of the General Meeting of SNN Shareholders in compliance with the provisions of art. 119 of the Companies’ Law no. 31/1990 republished, with subsequent amendments, the provisions of art. 14 paragraph (11) of the Articles of Incorporation of the Company, the provisions of art. 64¹ paragraphs (4) and (5) of OUG 109/2011, with subsequent amendments, considering the resignation of an administrator and the expiration, on 26.08.2017 of the mandates of certain administrators.
- The request of the Ministry of Energy on the basis of art. 117¹ (1) of the Companies Law no. 31/1990 republished, as subsequently amended, registered at SNN with the number 9198/04.08.2017, as majority shareholder which owns more than 5% of the share capital of the Company, regarding the introduction of two additional items on the agenda of the Extraordinary

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, www.nuclearelectrica.ro



General Meeting of SNN Shareholders scheduled for 24.08.2017/25.08.2017, namely items 4 and 5.

- The request of the Ministry of Energy on the basis of art. 117¹ (1) of the Companies Law no. 31/1990 republished, as subsequently amended, registered at SNN with the number 9199/04.08.2017, as majority shareholder which owns more than 5% of the share capital of the Company, regarding the introduction of an additional item on the agenda of the Ordinary General Meeting of SNN Shareholders scheduled for 24.08.2017/25.08.2017, namely item 15 and of a resolution project, namely item 16.1 on the correspondence ballots and in the OGMS resolution draft.

1. **Amends the agenda of the Ordinary General Meeting of the Shareholders** of Societatea Nationala Nuclearelectrica S.A. for the date **24.08.2017** hours **10:00** (Romania's time zone), at Hotel Capital Plaza, Ion Mincu Room, 54 Iancu de Hunedoara Avenue, district 1, Bucharest (**OGMS**);
2. **Amends the agenda of the Extraordinary General Meeting of Shareholders** of Societatea Nationala Nuclearelectrica S.A. on the date **24.08.2017** hours **12:00** (Romania's time zone), at Hotel Capital Plaza, Ion Mincu Room, 54 Iancu de Hunedoara Avenue, district 1, Bucharest (**EGMS**);

Only the persons registered as shareholders of SNN on the date of **11.08.2017** („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 and EGMS.

The amended 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 revoking** of Mr. Ionut Misa from his quality of member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A, following his resignation. (secret vote)
3. **The revoking** of Mrs. Eva Georgeta Andreas from her quality of member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)
4. **The revoking** of Mr. Cristian-Romulus Anton from his quality of member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)
5. **The revoking** of Mr. Cristian Gentea from his quality of member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)

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, www.nuclearelectrica.ro



6. **The revoking** of Mr. Iulian-Robert Tudorache from his quality of member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)
7. **The revoking** of Mr. Elena Popescu from her quality of member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)
8. The appointment of Mrs/Mr.....as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)
9. The appointment of Mrs/Mr.....as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)
10. The appointment of Mrs/Mr.....as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)
11. The appointment of Mrs/Mr.....as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)
12. The appointment of Mrs/Mr.....as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)
13. The appointment of Mrs/Mr.....as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)
14. **The approval** of the gross monthly fixed remuneration for the provisional members of the Board of Directors at the level of two averages for the last twelve months of the gross average monthly wage for the activity unfolded according to the main object of activity registered by the company, at class level according to the activity classification within the national economy, communicated by the National Institute of Statistics prior to the appointment.
15. **The approval** of the mandate contract form which will be concluded with the provisional members of the SNN Board of Directors.
16. **The empowerment** of the representative of the Ministry of Energy within the GMS to sign for and on behalf of the company the mandate contract-in the form approved by the OGMS dated 24.04.2017 – with the new administrators.
17. **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 01.05.2017 – 15.06.2017, as per art. 52, paragraph (3) letter a) din of GED 109/2011 with subsequent amendments.
18. **Information note** 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 the equivalent in lei of Euro 100.000, during 01.05.2017 – 15.06.2017, as per art. 52, paragraph (3) letter b) of GED 109/2011 with subsequent amendments.

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, www.nuclearelectrica.ro



- 19. The approval** of the date **12.09.2017** as **registration date** in compliance with art. 86, paragraph (1) of Law 24/2017 regarding issuers of financial instruments and market operations, namely the date serving for the identification of the shareholders who will benefit from dividends or any other rights and who will be affected by the resolutions of the OGMS.
- 20. The approval** of the date **11.09.2017** 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.
- 21. The empowerment** of Mr. Iulian-Robert Tudorache, 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. Iulian-Robert Tudorache may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

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

- 1. The Election** of the Secretary of the Extraordinary General Meeting of Shareholders
- 2. The approval** of the continuation of the negotiations on the Investment Documents under the same conditions as provided by the Memorandum of Understanding for the development, construction, operation and decommissioning of Cernavoda NPP Units 3 and 4, for a period of up to 6 months since the date of the institutional and corporate approvals, with the application of all the MoU provisions, including the possibility of each party to cease the MoU without any compensations by means of a simple written notification to the other Party, in case an agreement regarding the Investment Documents is not reached and to the extent to which the delay was not caused by the respective Party.
- 3. The approval** of the empowerment of the Board of Directors to establish the terms and conditions of the negotiations which will be carried out with the Selected Investor by the representatives of SNN within the Negotiation Commission for Cernavoda NPP Units 3 and 4 project, in compliance with the Memorandum of the Romanian Government no. 20/2683/13.07.2017.
- 4. The approval** of the modification of the Articles of Incorporation of Societatea Nationala Nuclearelectrica S.A., as follows:
 - i.** The elimination of letter k) “approves the administration plan, which includes the administration strategy for the duration of the mandate of the members of the Board of Directors” of paragraph (2) of art. 13 – **The attributions of the General Meeting of Shareholders**
 - ii.** The elimination of letter d) “prepares and presents to the general meeting of shareholders, for approval, the administration plan, which includes the administration strategy for the duration of the mandate” of paragraph (3) of art. 19 – **The attributions of the Board of Directors**



5. **The empowerment** of the President of the Board of Directors to sign the updated Articles of Incorporation and to fulfil all and any formalities necessary for the registration of the mentions regarding the modification of the Articles of Incorporation and its submission, in updated form, to the Trade Registry of the Bucharest Tribunal. The empowered person may delegate the mandate to other persons regarding the fulfilment of the above mentioned formalities.
6. **The approval** of the date **12.09.2017 as registration date** in compliance with art. 86, paragraph (1) of Law 24/2017 regarding issuers of financial instruments and market operations, namely the date serving for the identification of the shareholders who will benefit from dividends or any other rights and who will be affected by the resolutions of the EGMS.
7. **The approval** of the date **11.09.2017 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.
8. **The empowerment** of Mr. Iulian-Robert Tudorache, 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. Iulian-Robert Tudorache 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 **25.08.2017, hours 10.00 for the OGMS and namely 12:00 for the EGMS**, having the same agenda. In case of a new calling, the reference date appointed for the identification of the shareholders entitled to attend and vote within the OGMS/EGMS is the same. The OGMS/EGMS will take place at the Hotel Capital Plaza, Ion Mincu Room, 54 Iancu de Hunedoara Avenue, 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. 92, paragraph (3) of Law 24/2017, Art. 117¹ 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/EGMS and/or the presentation of draft resolutions for the items included or proposed to be included on the OGMS/EGMS agenda.

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, www.nuclearelectrica.ro



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 **07.08.2017** hours **12:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.08.2017**"; 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 **07.08.2017** hours **12:00** to the e-mail address aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.08.2017**".

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, www.nuclearelectrica.ro



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 **10.08.2017**.

Information materials and questions referring to the agenda

Starting with the date of **21.07.2017, 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) . 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 **22.08.2017 hours 10.00**, in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.08.2017**".

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 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 **22.08.2017, hours 10.00**, at the address: aga@nuclearelectrica.ro with the subject: "FOR THE

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, www.nuclearelectrica.ro



ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 24.08.2017”.

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 or general 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 ;

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

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, www.nuclearelectrica.ro



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 apostille 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/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 **21.07.2017, 18:30 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 (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/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 **24.08.2017**.

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

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, www.nuclearelectrica.ro



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. 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

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, www.nuclearelectrica.ro



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 **22.08.2017**, hours **10.00** in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **24.08.2017**".

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 **22.08.2017**, hours **10.00** at aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **24.08.2017**".

Vote by representative based on a general power of attorney

As per art. 92, paragraph (10) of Law 24/2017 regarding issuers of financial instruments and market operations, the representation of the shareholders in the GMS may be done by other persons than the shareholders based on 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 the issues on the agenda of the GMS of one or more issuers identified by the power of attorney, either individually or by means of a general formulation referring to a certain category of issuers, including acts of disposition on the condition the power of attorney is granted by the shareholder, in quality of client, to an intermediary, in compliance with 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 **22.08.2017, 10:00**, 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 ;

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, www.nuclearelectrica.ro



- 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 (20) of the Law 24/2017) 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 oh 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.
 - (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).

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, www.nuclearelectrica.ro



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.

SNN will accept a general power of attorney for the participation and vote in the GMS, issued by a shareholder, as client, in favour of an intermediary defined as per art. 2, paragraph (1) point 20 of the Law no. 24/2017, with the subsequent amendments, or in favour 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 favour 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 **21.07.2017, 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 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 **21.07.2017, 18:30 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 oh the identity card of the representative (BI or CI for

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, www.nuclearelectrica.ro



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.

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 **22.08.2017, hours 10:00**, in a closed envelope, with a note legibly written in capitals: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **24.08.2017**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **22.08.2017, hours 10:00, at aga@nuclearelectrica.ro**, with the subject: "FOR THE ORDINARY AND

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, www.nuclearelectrica.ro



EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS GENERAL
MEETING OF SHAREHOLDERS OF **24.08.2017**".

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/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 **10.08.2017**. 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) 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/EGMS 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 present at the GMS, this requirement is no longer applicable.

As per art. 92 paragraph (19) of the Law 24/2017, provided that on the agenda of the general meeting of shareholders there are resolutions which imply a secret vote, the vote of participants in person or by representative, as well as of those voting by correspondence shall be expressed by means that only allow the disclosure to the members of the secretary responsible to count the expressed secret votes and only when the other secret votes expressed by the participating shareholders or by the representatives of the shareholders that take part in the meeting are known. In case of vote by representative, the disclosure of the vote to them, prior to the GMS, does not

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, www.nuclearelectrica.ro



represent a breach in the secret character of the vote.

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 provisional members of the Board of Directors, which will include information regarding the name, residence and professional qualification of the persons proposed for the positions (CV), until 07.08.2017.

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 provisional Board members. The list comprising the information regarding the names, residence and professional qualification of the persons proposed for the position of provisional Board members 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 07.08.2017.

At the end of the period for sending proposals, the candidates proposed by the shareholders for provisional Board members 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 10.08.2017 at the company's headquarters as well as on the company's website www.nuclearelectrica.ro, after the period for sending proposals and registering the proposals for the provisional Board members on the voting ballots.

**PRESIDENT OF THE BOARD OF DIRECTORS
IULIAN-ROBERT TUDORACHE**