



NUCLEARELECTRICA

Current report according to: article 234 paragraph (1) letter b) of the ASF Regulation no. 5/2018 on issuers and transactions with securities

Report date: 14.09.2018

Name of issuing entity: NUCLEARELECTRICA S.A. National Company

Social headquarters: 65 Polona St., district 1, Bucharest

Telephone/Fax Number: 021-203.82.00 / 021 – 316.94.00

Sole Registration Code with the Trade Registry Office: 10874881

Running number: J40/7403/1998

Subscribed and paid-up share capital: RON 3,015,138,510

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

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

Significant event to report:

Amended agenda for the SNN Ordinary General Meeting of Shareholders of 28.09.2018/01.10.2018

Societatea Nationala Nuclearelectrica S.A. (“SNN”) informs the shareholders and investors that, on 13.09.2018, the SNN Board of Directors approved the amended convening notice for the Ordinary General Meeting of Shareholders scheduled for 28.09.2018/01.10.2018, amending the agenda with 5 additional items, namely items 4-8, following the reception of a request to amend the agenda from the majority shareholder, the Ministry of energy on 12.09.2018:

Introduction of 5 additional items on the OGMS agenda, namely items 4-8:

1. The election of the members of the Board of Directors of SN Nuclearelectrica SA by the application of the cumulative voting method.
2. The establishment of the duration of the mandate of the administrators elected by the application of the cumulative voting method for a period of 4 (four) years.
3. The establishment of the fixed gross monthly indemnity of the administrators elected by the application of the cumulative voting method.
4. The approval of the mandate contract form which will be concluded with the administrators elected by the application of the cumulative voting method.
5. The empowerment of the representative of the majority shareholder, the Romanian State through the Ministry of Energy to sign the mandate contracts with the administrators elected by the application of the cumulative voting method.

The request of the Ministry of Energy fulfils the conditions provided by art. 117¹, paragraph (1) of the companies’ Law no. 31/1990, corroborated with the provisions of art. 92 paragraph (3) of the Law no. 24/2017 regarding issuers of financial instruments and market operations and those of art. 14 of the SNN Articles of Incorporation, and was sent before the deadline for the amendment of the agenda for the Ordinary General Meeting of Shareholders scheduled for 28.09.2018/01.10.2018, respectively 12.09.2018, SNN issuing a current report at that time.

NUCLEARELECTRICA S.A. National Company

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Trade Register registration number: J40/7403/1998, Sole Registration Number: 10874881,

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office@nuclearelectrica.ro, www.nuclearelectrica.ro



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We remind the fact that as per the Resolution of the Ordinary General Meeting of SNN Shareholders no. 5/25.04.2018, the initiation of the selection procedure for the members of the Board of Directors in compliance with the provisions of OUG 109/2011 as subsequently amended was approved as well as the unfolding of the procedure by the Board of Directors. In compliance with the applicable legislation, the Nomination and Remuneration Committee within SNN BoD, assisted by an independent expert, carried out the selection procedure and sent to the Ministry of Energy on 11.09.2018 the report regarding the final appointments, in order for the Ministry to empower its representatives in the GMS to make proposals for the members of the Board of Directors. The request for the amendment of the SNN GMS agenda of 28.09.2018 is issued by the Ministry of Energy in the context of receiving the documents related to this stage of the selection procedure performed in compliance with OUG 109/2011.

The possibility of shareholders to submit proposals for candidates for the positions of member of SNN BoD

Considering the fact that the OGMS agenda was supplemented with an item regarding the election of members of the Board of Directors, in compliance with the applicable legislation, SNN shareholders will be able to make written candidate proposals for the positions of member of the Board of Directors.

The list comprising information about the name, residence and professional qualification of the persons proposed for the position of members of the BoD will be at the disposal of the shareholders starting with 17.09.2018, 17:00 hours (Romania time) at SNN registration desk as well as on the company's website in the Investor Relations section/GMS related information/28.09.2018. The list will be updated periodically, as candidate proposals are received from the shareholders, until 21.09.2018, 14:00 hours. The final list with all the proposals for the positions of SNN administrator will be published in 21.09.2018, 17:00 hours.

The shareholders who wish to make proposals for the position of SNN administrator must comply with the identification requirements mentioned in the GMS convening notice applicable for amending the agenda.

The candidates proposed by the shareholders for the position of administrator will be included in the voting ballots in alphabetical order of the name. The amended special powers of attorney and the voting ballots with the proposals made by the shareholders will be at the disposal of the shareholders starting with 21.09.2018, 17:00 hours (Romania time) at SNN headquarters and on the company's website in the Investor Relations section/GMS related information/28.09.2018, after the completion of the deadline for the proposals for administrators and the inclusion of the proposals on the voting ballots.

The amended convening notice is attached, as per the request of the Ministry of Energy, to this current report and will be published in the Official Gazette of Romania and in a national newspaper on 17.09.2018, on which date the special powers of attorney, the correspondence voting ballots and the resolution drafts corresponding to the amended agenda will be available on SNN website in the Investor Relations section/GMS related information, following that these documents be updated with the candidate proposals received from the shareholder and reposted in the final form on 21.09.2018, 17:00 hours.

CEO

Cosmin Ghita



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**AMENDED CONVENING NOTICE FOR THE ORDINARY 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. 5 regarding issuers of financial instruments and market operations;
- The provisions of the National Securities Commission Regulations no. 13/2005 regarding the authorization and operation of Depozitarul Central, clearing houses and central counterparties.
- Request of the Ministry of Energy registered at SNN under the number 11396/12.09.2018, as shareholder of SNN that owns more than 5% of the share capital regarding the introduction of 5 additional items on the agenda of the Ordinary General Meeting of Shareholders of 28.09.2018/01.10.2018, considering:
 - The documents sent by the President of the Nomination and Remuneration Committee of SN Nuclearelectrica SA, registered at the Ministry of Energy under the number 261959/DGPAPSE/11.09.2018;
 - The provisions of art. 111 paragraph (2) letter b) and art. 117¹ paragraph (1) of the companies’ Law no. 31/1990, republished, as subsequently amended, art. 84 paragraph (1) and art. 92 paragraph (3) and paragraph (5) of the Law no. 24/2017 regarding issuers of financial instruments and market operations;
 - The provisions of art. 32 paragraphs (1) and (2) of OUG no. 109/2011 regarding corporate governance of public companies, approved with amendment by Law no. 111/2016;
 - The provisions of art. 164, art. 165, art. 187 and art. 189 of the Regulation no. 5/2018 regarding issuers of financial instruments and market operations;



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Amends the agenda of the Ordinary General Meeting of the Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date **28.09.2018** hours **10:00** (Romania's time zone), **at Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, (OGMS)** with 5 items, respectively items 4,5,6,7,8.

Only the persons registered as shareholders of SNN on the date of **18.09.2018** („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:

- 1. The Election** of the Secretary of the Ordinary General Meeting of Shareholders.
- 2. Information note** on the transactions concluded with the administrators or directors, with the employees, shareholders who own the control of the company or a company controlled by them in compliance with art.52 paragraph (3), letter a) of OUG 109/2011 with the subsequent amendments and changes throughout 02.07.2018 – 15.08.2018.
- 3. Information note** on the transactions concluded with the administrators or directors, with the employees, shareholders who own the control over the company or a company controlled by them, in compliance with art.52, paragraph (3) letter b) of OUG 109/2011 with the subsequent amendments and changes throughout 02.07.2018 – 15.08.2018.
- 4. The election** of the members of the Board of Directors of SN Nuclearelectrica SA by the application of the cumulative voting method (secret vote).
- 5. The establishment** of the duration of the mandate of the administrators elected by the application of the cumulative voting method for a period of 4 (four) years.
- 6. The establishment** of the fixed gross monthly indemnity of the administrators elected by the application of the cumulative voting method.
- 7. The approval** of the mandate contract form which will be concluded with the administrators elected by the application of the cumulative voting method.
- 8. The empowerment** of the representative of the majority shareholder, the Romanian State through the Ministry of Energy to sign the mandate contracts with the administrators elected by the application of the cumulative voting method.
- 9. The empowerment** of the 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. The President of the Board of Directors 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 on the date of the first calling, a new OGMS, as appropriate, will be called for the date of **01.10.2018, hours 10.00**, for the OGMS and 11:00 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 is the same. The OGMS will take place at the **Hotel Capital Plaza, Ion Mincu I Room**,



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Bd. 54 Iancu de Hunedoara, 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 189 of Regulation 5/2018 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.**
 - 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;



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- 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 **12.09.2018** hours **16:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **28.09.2018**"; 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 **12.09.2018** hours **16:00** to the e-mail address aga@nuclearelectrica.ro with the subject: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **28.09.2018**", 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 198 of Regulation 5/2018 13, 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.

The amended agenda will be published by the Company until **17.09.2018**.

Information materials and questions referring to the agenda

Starting with the date of **28.08.2018, 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.

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.

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 **26.09.2018** hours **10.00**, in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF



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28.09.2018”.

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 pertinent 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 **26.09.2018**, hours **10.00**, at the address: aga@nuclearelectrica.ro with the subject: “FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **28.09.2018**”.

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 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) ;
 - (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



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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 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 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 **28.08.2018, 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 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 **28.09.2018**.

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 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) ;

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



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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. 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 art. 201 of the Regulation 5/2018, signed by the respective shareholder and accompanied by a declaration of honor of the credit institution which received the representation



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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 **26.09.2018**, hours **10.00** in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **28.09.2018**".

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 **26.09.2018**, hours **10.00** at aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **28.09.2018**".

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 **26.09.2018, 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;
- b) Is member of an administration, management or oversight body of the company, of a



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

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

The documents that accompany the general power of attorney:

- a) Proof that the proxy is either an intermediary (as per the provisions of article 2, paragraph (1), point (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 of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin)
- c) **For legal entities** :
 - (i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date.
 - (ii) The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date , then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; For the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy.
 - (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



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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 art. 202 of Regulation 5/2018, 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 **28.08.2018, 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, by means of Ballot Papers for voting by correspondence. The ballot paper can be obtained starting with the date of **28.08.2018, 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 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 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



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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 **26.09.2018, hours 10:00**, in a closed envelope, with a note legibly written in capitals: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **28.09.2018**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **26.09.2018, hours 10:00, at aga@nuclearelectrica.ro**, with the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **28.09.2018**".

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 **17.09.2018**. In this case, the updated special powers of



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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 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.

Proposals for the position of member of the Board of Directors

According to art.187 item 8 of the Regulation no. 5/2018 regarding issuers of financial instruments and market operations, SNN shareholders will be able to make written candidate proposals for the positions of member of the Board of Directors.

The list comprising information about the name, residence and professional qualification of the persons proposed for the position of members of the BoD will be at the disposal of the shareholders starting with 17.09.2018, 17:00 hours (Romania time) at SNN registration desk as well as on the company's website in the Investor Relations section/GMS related information/28.09.2018. The list will be updated periodically, as candidate proposals are received from the shareholders, until 21.09.2018, 14:00 hours. The final list with all the proposals for the positions of SNN administrator will be published in 21.09.2018, 17:00 hours.

When the members of the Board of Directors are elected by the cumulative vote method, the administrators in office until the OGMS date are listed on the list of candidates for election to the new Board of Directors.

The shareholders who wish to make proposals for the position of SNN administrator must comply with the identification requirements mentioned in the GMS convening notice applicable for amending the agenda.

Proposals will be submitted either (i) in physical form, to the Registry of the company at the registered office, or (ii) by e-mail, with the extended electronic signature incorporated, according



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to Law no. 455/2001 regarding the electronic signature at aga@nuclearelectrica.ro, so that they can be received by 21.09.2018, at 14:00

The candidates proposed by the shareholders for the position of administrator will be included in the voting ballots in alphabetical order of the name. The amended special powers of attorney and the voting ballots with the proposals made by the shareholders will be at the disposal of the shareholders starting with 21.09.2018, 17:00 hours (Romania time) at SNN headquarters and on the company's website in the Investor Relations section/GMS related information/28.09.2018, after the completion of the deadline for the proposals for administrators and the inclusion of the proposals on the voting ballots.

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