



NUCLEARELECTRICA



*Report date: 26.01.2018*

*Name of the issuing entity: Societatea Nationala NUCLEARELECTRICA S.A.*

*Registered office: 65, Polona street, District 1, Bucharest*

*Phone/fax number: 021-203.82.00 / 021 – 316.94.00*

*Sole Registration Code with the Trade Register Office: 10874881*

*Order number: J40/7403/1998*

*Subscribed and paid share capital: RON 3.015.138.510 lei*

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

**To: Bucharest Stock Exchange**

**Financial Supervisory Authority**

**Ref: Current Report in compliance with Art. 113, item A, letter b) of the Regulation No. 1/2006 and Art. 99 letter a) of the Romanian National Securities Commission regarding the issuers and securities operations, as subsequently amended, as well as in compliance with the provisions of Art. 99 under the Code of Bucharest Stock Exchange Market Operator, Tier II, Issuers and Financial Instruments**

**Important event to be reported:**

**The decision made by the Board of Directors to convene the General Ordinary Meeting of Shareholders on the date of 02.03.2018**

Societatea Nationala SN Nuclearelectrica S.A. (“SNN”) informs the shareholders that, on the date of 26.01.2018, the Board of Directors of SNN decided to convoke the Ordinary General Meeting of the Shareholders on the date of **02.03.2018**. The Convening Notice can be found in the Appendix 1 to this report.

The informative documents related to the items included on the agenda will be available on the company’s website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) starting with the date of **30.01.2018**, 18:30 hours.

**Cosmin Ghita**

**Chief Executive Officer**

**Societatea Nationala NUCLEARELECTRICA S.A.**

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



## Annex 1

### **CONVENING NOTICE FOR THE ORDINARY AND EXTRAORDINARY 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.

#### **Convokes:**

- 1. The Ordinary General Meeting of the Shareholders** of Societatea Nationala Nuclearelectrica S.A. on the date **02.03.2018** hours **10:00** (Romania’s time zone), **at Hotel Capital Plaza, Ion Mincu Room I, 54 Iancu de Hunedoara Avenue, district 1, Bucharest (OGMS).**
- 2. The Extraordinary General Meeting of the Shareholders** of Societatea Nationala Nuclearelectrica S.A. on the date **02.03.2018** hours **11:00** (Romania’s time zone), **at**

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



**Hotel Capital Plaza, Ion Mincu Room I, 54 Iancu de Hunedoara Avenue, district 1, Bucharest (EGMS)**

Only the persons registered as shareholders of SNN on the date of **20.02.2018** („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/EGMS.

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

- 1. The Election** of the Secretary of the Ordinary General Meeting of Shareholders.
- 2. The approval of the Revenues and Expenses budget for 2018.**
- 3. The approval** of the date **20.03.2018 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.
- 4. The approval** of the date **19.03.2018 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.
- 5. 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.

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

- 1. The Election** of the Secretary of the Extraordinary General Meeting of Shareholders.
- 2. The approval of the proposals for the amendment of the Articles of Incorporation of the Company** presented in the Annex to the current Convening notice. The Annex is an integrated part of the current Convening notice
- 3. The approval** of the date **20.03.2018 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.
- 4. The approval** of the date **19.03.2018 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.
- 5. The empowerment** of the 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

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



enforcement of the EGMS'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/EGMS on the date of the first calling, a new OGMS/EGMS, as appropriate, will be called for the date of **05.03.2018, 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/EGMS is the same. The OGMS/EGMS will take place at the Hotel Capital Plaza, Ion Mincu Room I, 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. 117<sup>1</sup> paragraph 1 of the Law No. 31/1990, Art 7 paragraph 1 of the CNVM's Rules and Regulations No. 6/2009 and in compliance with the provisions under Art. 14 of the Articles of Incorporation of the company, one or more shareholders, representing individually or jointly, at least 5% of the company's share capital, may request, through a petition addressed to the company's Board of Directors, to introduce some additional items on the agenda of the OGMS/EGMS, under the condition that each item be accompanied by an argument or by a resolution draft proposed to be adopted by the general meeting of shareholders; and to present resolution drafts for the items included or proposed to be included on the OGMS/EGMS agenda.

The proposals referring to introducing new items on the OGMS/EGMS agenda and/or presenting resolutions draft 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.



NUCLEARELECTRICA



- The quality of legal representative is acknowledged based on the list of SNN shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, **then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative.**
- The documents certifying the quality of the legal representative prepared in a foreign language shall be accompanied by a translation performed into Romanian by a sworn translator. SNN will not request the legalization or the apostils of the documents with certify the quality of legal representative of the shareholder.

b) Shall be accompanied by a justification and /or by a draft resolution submitted to be adopted;

c) Shall contain provisions which fall under the responsibility of the GMS;

d) Shall be sent to the company's Registration Office by any kind of delivery with receipt confirmation so that they may be registered at the Registration Office of the company by the date of **14.02.2018** hours **16:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **02.03.2018**"; 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 **14.02.2018** hours **16:00** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **02.03.2018**", 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 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 **19.02.2018**.

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

Starting with the date of **30.01.2018, 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



NUCLEARELECTRICA



the rules and regulations regarding the organization and development of the general meetings (which include the voting procedure based on representative and the procedure allowing the vote by correspondence) will be available on working days at the company's headquarters, in Bucharest, No. 65 Polona Street, sector 1, at the company's Registration Office between 08:30 and 16:30 as well as on the company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)). The Company's shareholders may obtain, at request, copies of the documents referring to issues on the agenda of the OGMS/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 **28.02.2018** 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 **02.03.2018**".

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 information is published on the Company's website [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro) in the format of Q&A.

The shareholders may send such questions by e-mail with the extended incorporated electronic signature, in compliance with the Law No. 455/2001 referring to electronic signature, by the date of **28.02.2018**, hours **10.00**, at the address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **02.03.2018**".

### **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](http://www.nuclearelectrica.ro) and include the voting procedure by special or general power of attorney and the procedure allowing the vote by correspondence.

The access of the shareholders entitled to attend the OGMS/EGMS, at the reference date, is permitted by simply proving their identity for natural persons, based on their identity card and 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](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)



NUCLEARELECTRICA



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 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 which 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



NUCLEARELECTRICA



power of attorney form can be obtained starting with the date of **30.01.2018, 18:30 hours** from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)). The power of attorney form shall be updated if new items on the OGMS/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 **02.03.2018**.

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

**b) For legal shareholders:**

(i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date. For the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy.

(ii) The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or this information is not included in the shareholders list received from Depozitarul Central at the reference date , then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative;

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

**c)** the presented documents in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into

**Societatea Nationala NUCLEARELECTRICA S.A.**

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

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

Paid and subscribed capital: 3.015.138.510 lei

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





NUCLEARELECTRICA



Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

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

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

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

The special **power of attorney** for participation and vote within the GMS issued to a credit institution which performs **custodial services**, will be valid without the presentation of additional documents related to the shareholder, if the special power of attorney is prepared in compliance with Regulation 6/2009, signed by the respective shareholder and accompanied by a declaration of honor of the credit institution which received the representation empowerment by means of the special power of attorney, which shall state that:

- The credit institution performs custodial services for the shareholder;
- The instructions specified in the special power of attorney are identical with the instructions in the SWIFT message received by the credit institution in order to vote on behalf of the shareholder;
- The special power of attorney is signed by the shareholder.

The special power of attorney and the declaration the custodian mentioned above must be submitted to SNN, in original, within 48 hours before the GMS, signed, and if applicable, stamped, without other formalities required regarding these documents.

The special power of attorney will be sent to the Company's Registration Office, with acknowledgement of receipt, so they be received at the company's Registration Office by the date of **28.02.2018**, hours **10.00** in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING 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](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)



NUCLEARELECTRICA



## SHAREHOLDERS OF 02.03.2018”.

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 **28.02.2018**, hours **10.00** at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: “FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 02.03.2018”.

### **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 **28.02.2018, 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 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

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



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 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 :



NUCLEARELECTRICA



- (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 **30.01.2018, 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/EGMS, by means of Ballot Papers for voting by correspondence. The ballot paper can be obtained starting with the date of **28.02.2018, 18:30 hours**, from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) and it shall be updated if new items are added to the OGMS/EGMS agenda.

#### *Documents which accompany the voting ballots:*

- a) **For natural persons** : copy of the identity card of the shareholder which permits the identification in the list of SNN shareholders issued by SC Depozitarul Central SA at the reference date and copy of the identity card of the representative (BI or CI for Romanian citizens, or passport, for foreign citizens cu personal code number – if applicable in the country of origin), together with the proof of the capacity of legal representative ;
- b) **For legal persons** :
  - (i) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A., at the reference date.
  - (ii) His capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the

**Societatea Nationala NUCLEARELECTRICA S.A.**

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



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 **28.02.2018**, hours **10:00**, in a closed envelope, with a note legibly written in capitals: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **02.03.2018**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **28.02.2018**, hours **10:00**, at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF **02.03.2018**".

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/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 **19.02.2018**. In this case, the updated special powers of attorney and ballot papers can be obtained from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) starting with the publishing date of the modified agenda.

In case the agenda is amended, and the shareholders do not send the updated special powers of attorney and/or the voting ballots by correspondence, the special powers of attorney and the voting

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



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.

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



NUCLEARELECTRICA



**ANNEX TO THE CONVENING NOTICE OF THE ORDINARY AND EXTRAORDINARY  
General Meeting of Shareholders OF S.N. NUCLEARELECTRICA S.A.**

**MODIFICATIONS AND ADDITIONS TO THE SNN ARTICLES OF INCORPORATION**

1. It is hereby changes the name of the **ARTICLES OF INCORPORATION** of S.N.Nuclearelectrica S.A as follows: “**ARTICLES OF INCORPORATION** of Societatea Nationala "Nuclearelectrica" S.A. with subsequent amendments and additions registered until .....**2018**”

2. It is hereby changed the paragraph (4) of **ART. 5 “Purpose and object of activity”** by eliminating the NACE code - 3512 Transport of electrical energy.

3. It is hereby changed **ART. 8 “Reducing or increasing the share capital”**, by **eliminating** the following paragraph:

“(7) According to the provisions of art. 2201 of the Law no. 31/1990, the Board of Directors is authorized that, during a period of one year, to increase the share capital by issuing new shares in exchange of shareholders’ input, up to the amount of the authorized capital of lei 3,016,200,000 representing:

- input in kind of the Romanian state, represented by the Ministry of Energy, Small and Average Companies and Business Environment, following obtaining the certification for the ownership right issued by the Ministry of Economy no. 12900, series M03 on the land undivided rate 239.05 sqm from Bd. Gheorghe Magheru no. 33 Bucharest and the certification for the ownership right issued by the Ministry of Economy series M03 no. 9462/04.02.2005 for the land “Guard and Access Road” from Saligny, county of Constanta; input in kind will be evaluated by the evaluators appointed by Trade Registry Office according to the provisions of art. 215 of the Law no. 31/1990 with method of evaluation the provisions of art. 6 paragraph 3 of the G.D. no. 834/1991, corroborated with the provisions of art. 143 of the G.D. no. 577/2002;
- the input in kind of the other shareholders, during the performance of the preference right of the other shareholders in exchange of the input in kind to the Romanian state through the Ministry of Energy, Small and Average Companies and Business Environment;

**Societatea Nationala NUCLEARELECTRICA S.A.**

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



The Decision of the Board of Directors for increasing the share capital shall be published in the Romanian Official Gazette, part IV.”

4. ART. 13 “**Attributions of the General Meeting of Shareholders**” is amended as follows:

- paragraph (3) is amended by adding after letter j) a new letter k) and re-numbering of paragraphs, with the following content:

**“k) taking the preference right of shareholders in subscribing new shares issued by the Company;”**

- paragraph (4), letter c) is amended and shall have the following content:

**“c) incorporation or participation in the incorporation of a company regulated by the Company’s Law no. 31/1990 or associations or foundations regulated by the G.D. no. 26/2000 related to associations and foundations;”**

5. ART. 14 “**Convening of the General Meeting of Shareholders**”, is amended as follows:

- paragraph (2) is replaced and shall have the following content:

**“(2) General Meeting of Shareholders may be summoned in the following situations: (i) as the case may be following the decisions of the Board of Directors of the SNN by the President of the Board of Directors or one of its members, based on a Power of Attorney from the President;**

**(ii) at the request of shareholders, individually or together, at least 5% of the share capital and if the request consists in provisions which represent the assembly’s attributions.**

**The Board shall assemble immediately the General Meeting of Shareholders at the shareholder’s request according to the paragraph above, within maximum 30 days and shall assemble within maximum 60 days from the date of receiving the request.”**

- paragraph (3) is amended and shall have the following content:

**„(3) The General Ordinary Meetings of Shareholders take place at least once a year, in maximum 4 (four) months after the end of the financial year, in order to analyze the financial statements for the previous year and the annual report of the Board and to establish the budget for the ongoing year.”**

- paragraph (5) is amended and shall have the following content:

**„(5) The General Meeting of Shareholders, either ordinary or extraordinary, shall be assembled as needed, according to the legal provisions and provisions of the articles of incorporation, by posting the convener in the Romanian Official Gazette Part IV and in a national newspaper or local newspaper from the office of the Company, at least 30 days before the established date.**

**The term of 30 days is not applicable for the second assembly of the General Meeting of Shareholders caused by the quorum not being assembled, by complying with the legal provisions.”**

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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





NUCLEARELECTRICA



- paragraph (6) is amended and shall have the following content:  
„(6) The convener shall consist in, **at least**, the place, the time and date of the General Meeting of Shareholders, as well as **the reference date**, agenda, by explicit mention of all issues that will be the object of its debates **and a clear and precise description of the procedures that the shareholders must comply with to be able to attend and vote within the General Meeting of Shareholders and all mandatory elements provided by the applicable law.**”
- paragraph (8) is amended and shall have the following content:  
„(8) At least 30 days before the date **established for the development** of the General Meeting of Shareholders, the Company must post the **convener in the Romanian Official Gazette Part IV, and in a national newspaper or local newspaper from the office of the Company, on the Company’s webpage, as well as** in the documents following to be submitted to the shareholders within the General Meeting of Shareholders.”
- paragraph (9) is amended and shall have the following content:  
„(9) **The completed agenda will be published by the Company under the same conditions as at the previous paragraph.** By request, shareholders will be issued copies from these documents.”
- paragraph (11) and (12) are eliminated;
- a new art. (12) is added with the following content:

**„ (12) The shareholders representing, individually or together, at least 5% of the share capital have the right to introduce new points on the agenda of the General Meeting of Shareholders and to submit decision projects for the points registered or proposed to be included in the agenda of the General Meeting of Shareholders. This right may be practiced only in writing and within a 15 days term since publishing the assembly, by complying with the provisions of the convener published and the legal applicable provisions.**

**The agenda completed with the points proposed by the shareholders must be published at least 10 days before the General Meeting of Shareholders, on the date mentioned in the initial convener.”**

6. After ART. 14 is added a new **ART. 15 – Representation**, with the following content:

**“Art. 15 (1) Access of shareholders with the right to attend, on the reference date, in the General Meeting of Shareholders is allowed by simply proving their identity, performed, in case of shareholders natural persons, with their identity card or, in case of legal persons, of heir legal representative, and in case of legal entities and shareholders natural persons represented, with the power of attorney given to the person representing them, by complying with the legal applicable provisions in this field.**

**(2) Shareholders may personally attend or may be represented in the General Meeting of Shareholders by an appointed representative („Proxy”) to whom was given a special /general Power of Attorney, based on the power of attorney form provided by**

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



**the Company, according to the law, in which content shall be indicated the way in which the representative shall carry out the vote.**

**Except for cases when General Meeting of Shareholders decides otherwise, the press representatives have no access in the meeting room.”**

7. ART.15 **“Organization of the General Meeting of Shareholders”** is re-numbered and it becomes ART. 16 and is amended as follows:

- paragraph (1) is amended and shall have the following content:

„(1) The General Ordinary Meeting of Shareholders may take decisions, if during the first assembly are present or shareholders are being represented who represent at least  $\frac{1}{4}$  of the total number of vote rights.

In case of quorum assembly, the decisions may be taken by the majority of votes expressed by **the shareholders present or represented validly within the meeting.”**

- paragraph (2) is amended and shall have the following content:

„ (2) The General Meeting of Shareholders assembled at the second assembly may decide regarding the issues included on the agenda of the first meeting assembled, regardless of the number of the present shareholders, by the vote of shareholders representing the majority of the votes expressed by **the shareholders present or represented validly within the meeting.”**

- paragraph (3) is amended and shall have the following content:

„(3) The General Extraordinary Meeting of Shareholders may take decisions, if during the first assembly are present the shareholders owning at least  $\frac{1}{4}$  of the total number of vote rights. In case of quorum assembly, decisions can be taken only with the majority of votes held by the shareholders present or represented **validly within the meeting.”**

- paragraph (5) is amended and shall have the following content:

„(5) In case of quorum assembly, during the second assembly of the GEMS shall be able to decide regarding issues included in the agenda with the majority of votes held by the shareholders present or represented **validly within the meeting.”**

- paragraph (6) becomes paragraph (7) and after paragraph (5) is added a new paragraph (6) with the following content:

**“(6) By exceptions from the provisions mentioned at paragraph (5) above, in case of any decision regarding taking the preference right of shareholders to subscribe new shares in case of share capital increase, the General Meeting of Shareholders must vote by complying with the relevant legal provisions regarding the quorum of the General Meeting of Shareholders and the majority of the expressed votes, as provided in the law of share capital market.”**

**(7) The amendment decisions of the company’s main object of activity, to reduce or increase the share capital, to change the legal form, of fusion, division or dissolution of the company are taken by majority of at least  $\frac{2}{3}$  of the vote rights held by the shareholders present or validly represented.”**

- after paragraph (7) is added a new paragraph (8) with the following content:

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



**(8) For the calculation of presence quorum within a General Meeting of Shareholders are considered inclusively those shares for which the shareholder expresses his vote during the General Meeting of Shareholders, by expressing certain “abstain” options as well as actions for which the shareholders do not express a right to vote. For the calculation of the majority for taking decisions during the meetings, are calculated also the “abstain” votes expressed in the sense that, in case the majority of expressed votes is represented by “abstain” votes, in this case, the decision shall not be considered approved by the shareholders, due to the fact that it wasn’t met the number of votes necessary for taking a decision.”**

8. ART.16 **“The unfolding of meetings”** is re-numbered and becomes ART. 17 and is amended as follows:

- paragraph (2) is amended and shall have the following content:

**“(2) The President of the Board of Directors or the person replacing him appoints one or more technical secretaries to check the compliance of the formalities required by the law for the development of the meeting and to comply with the attributions according to the law.”**

- paragraph (3) is amended and shall have the following content:

**“(3) The General Meeting of Shareholders will choose, among the present shareholders, one, up to three secretaries who will check the list of presence for the shareholders, indicating the share capital represented by each of them, the minutes (~~intoemit de secretarul tehnic~~) for stating the number of shares submitted and the compliance of all formalities requested by the law and the hereby Articles of Incorporation for the assembly, and then it will be registered in the agenda.”**

- paragraph (4) is amended and shall have the following content:

**“The minutes will be drafted by the **meeting secretary** and shall consist in the compliance of the assembly formalities, date and place of the meeting, agenda, present shareholders, number of shares, summary debates, decisions taken, and at the shareholders’ request, statements made by them during the meeting. The minutes will be signed by the meeting’s president, by the meeting secretary and by the technical secretaries.”**

- paragraph (6) is amended and shall have the following content:

**“(6) The meeting’s minutes is drafted and attached to the Register of the meetings and deliberations of the General Meeting of Shareholders, registry which can be held electronically and, subsequently, at the end of the year, sealed and stamped.”**

- paragraph (7) is amended and shall have the following content:

**“(7) The decisions of the General Meeting of Shareholders are drafted based on the minutes and/or the electronic result regarding the performance of votes and signed by the president of the Board of Directors and by the meeting secretary.”**

- paragraph (9) is amended and shall have the following content:

**“(9) The shareholders will be able to personally or by representative attend, according to the legal provisions. Shareholders will be represented also by other persons, other than the shareholders, by representative with special/general power of attorney or shall be**

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



able to express their vote by correspondence. The procedures and forms for the **special/general power of attorney** and vote bulletins by correspondence will be established by the Company according to the current legal provisions and shall be posted on the Company's webpage on the date of the convener corresponding to the General Meeting of Shareholders at the most."

- paragraph (13) is amended and shall have the following content:

"(13) In the notices through which is informed the assembly of the Company's General Meeting of Shareholders shall be indicated by the Board of Directors the reference date in relation to which they will have the right to attend and vote. Also, shall be established the date until the shareholders can send **the power of attorney**, as well as the procedure of vote through correspondence, regarding any of the issues submitted to approval."

- paragraph (14) is amended and shall have the following content:

"(14) Shareholders' votes by correspondence or **general/special** powers of attorney submitted shall have a clear and precise form, consisting in the mention „for”, „against” or „abstain” to each issue submitted for approval."

9. ART.17 **“Carrying out the right to vote in the General Meeting of Shareholders”** is re-numbered and becomes ART. 18 and is amended as follows:

- paragraph (2) is eliminated;

- paragraph (3) is re-numbered and becomes (2);

- a paragraph. (4) is re-numbered and becomes (3) and shall have the following content:

„(3) In case of vote by representation, **the special or general power of attorney, at its first use**, will be submitted at the Company's office, in original copy, 48 hours before the assembly or shall be sent electronically, **by email incorporated extended electronic signature**, under the sanction of losing the right to vote in that specific assembly."

- paragraph (5) is re-numbered and becomes paragraph (4);

- paragraph (6) is re-numbered and becomes paragraph (5);

- paragraph (7) is re-numbered and becomes paragraph (6);

- paragraph (8) is re-numbered and becomes paragraph (7);

- paragraph (9) is re-numbered and becomes paragraph (8) and is amended as follows;

"(8) The decisions of the General Meeting of Shareholders are taken, for each point on the agenda, by filing-in a vote bulletin, ~~stampilat de Societate.~~"

- paragraph (10) is re-numbered and becomes paragraph (9) and is amended as follows;

"(9) The decisions **taken by the General Meeting of Shareholders, within the limits of the law and the hereby Articles of Incorporation**, are mandatory even for absent shareholders, for those who do not attend or for those who voted against."

10. ART. 18 **“Organization and Operation of the Board of Directors”** is re-numbered and becomes ART. 19 and is amended as follows:

- paragraph (1) is amended and shall have the following content:

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



“(1) The Company is managed in a unitary system. The executive authority of the company is the Board of Directors, consisting in 7 (**seven**) members **among which at least 4 (four) members must be independent administrators**. The members of the Board of Directors will be elected for a 4 year mandate, with the possibility of being re-elected. The members of the Board of Directors are elected by the GOMS, by complying with the legal provisions.”

- paragraph (6) is amended and shall have the following content:

“(6) **The Board of Directors is lead by a President**. The President of the Board of Directors is elected by the Board of Directors among its members. The Company’s CEO cannot have this position, even if he is a member of the Board of Directors. The President of the Board of Directors is appointed for a period which cannot exceed the mandate period or of administrator and can be revoked any time by the Board of Directors. The President coordinates the Council’s activity and reports regarding it to the General Meeting of Shareholders. The President watches on the good operation of the company’s decision making authorities.”

- after paragraph (12) are added two new paragraphs (13) and (14) and the following paragraphs are being re-numbered:

“(13) If technically possible, any member of the Board may validly attend a meeting of the Board or of the consulting committee by teleconference, video-conference or through any form of communication equipment, with the condition to allow the attendees’ identity, the effective attendance to the meeting of the Council and transmitting the meeting continuously.

(14) The person attending by teleconference, videoconference or by any other form of communication equipment complying with the requirements provided in the paragraph above shall be considered personally present at the respective meeting and shall be considered in establishing the quorum, with a right to vote.”

- paragraph (13) is re-numbered and becomes paragraph (15);
- paragraph (14) is re-numbered and becomes paragraph (16);
- paragraph (15) is re-numbered and becomes paragraph (17);
- paragraph (16) is re-numbered and becomes paragraph (18);
- paragraph (17) is re-numbered and becomes paragraph (19) and is amended as follows:

“(19) The minutes is signed by all members of the Board of Directors present and the secretary. Based on the minutes, the Board of Directors secretary drafts the decision, which is signed by the President, **secretary** and at least another member of the Board of Directors.”

- paragraph (18) is re-numbered and becomes paragraph (20);
- paragraph (19) becomes paragraph (21) and after paragraph (21) is added a new paragraph (22) with the following content:

“(22) **During the meetings will attend the President and the members of the Board of Directors. As the case may be, when deemed necessary, for additional information, the President of the Board of Directors may invite during the meetings executives, internal**

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



**auditors, as well as other employees of the company or specialists in different fields of activity outside the company. Also, the syndicate President may be invited, for discussing professional, economic and social issues. For the purpose of defending professional rights and interests, economic and social rights of the members, he will receive from the company's leadership the information necessary for negotiating collective labor contracts. Articles from the decisions of the Board of Directors regarding professional, economic and social issues will be communicated in writing to the representative syndicate, within two business days from the meeting date."**

- paragraph (18) is re-numbered and becomes paragraph (23).

11. ART. 19 "**Attributions of the Board of Directors**" becomes ART. 20 and is amended as follows:

- letter f) of paragraph (2) is amended and shall have the following content:

"f) introducing the request for opening the company's insolvency procedure, according to the Law no. **85/2014 regarding procedures to prevent insolvency;**"

12. ART. 21 "**Obligations of the members of the Board of Directors, CEO and Managers**" becomes ART. 22 and is amended as follows:

- paragraph (2) is amended and shall have the following content:

"(2) Members of the Board of Directors, the CEO and the Managers are responsible before the Company's General Meeting of Shareholders, **according to the legal provisions regarding the mandate.** The decisions of the members of the Board of Directors, CEO and Managers will be taken after a diligent notification on the relevant circumstances existent when the respective decisions were taken."

- paragraph (4) is amended and shall have the following content:

"(4) In case the members of the Board of Directors, the CEO or a Manager has, in a certain operation, directly or indirectly, interests contrary to the Company's interests, he must notify the other members and the internal auditors in this regard and must not take part in any deliberation regarding this operation."

13. ART. 22 "Financial and Internal Audit" becomes ART. 23;

14. ART. 23 "Financing it's own activity" becomes ART. 24;

15. ART. 24 "Financial year" becomes ART. 25;

16. ART. 25 " Company's personnel" becomes ART. 26;

17. ART. 26 " Write-off of fixed assets" becomes ART. 27;

18. ART. 27 " Accounting registries and drafting the financial statements" becomes ART. 28;

19. ART. 28 " calculation and distribution of profit" becomes ART. 29 and paragraph numbering is corrected;

20. ART. 29 " Company's registries" becomes ART. 30;

21. ART. 30 "Association" becomes ART. 31;

22. ART. 31 " Changing the legal form" becomes ART. 32;

23. ART. 32 " Company's dissolution" becomes ART. 33;

Societatea Nationala NUCLEARELECTRICA S.A.

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

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

Paid and subscribed capital: 3.015.138.510 lei

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



NUCLEARELECTRICA



- 24. ART. 33 ” Company’s liquidation” becomes ART. 34;
- 25. ART. 34 ” Litigations” becomes ART. 35;
- 26. ART. 35 ” Final provisions” becomes ART. 36;

**PRESIDENT OF THE BOARD OF DIRECTORS**

**IULIAN-ROBERT TUDORACHE**