

Government of Romania Emblem Ministry of Energy
OFFICE OF THE MINISTER
103.322/AA/12.09.2018



DJAR, D. Tudor
signature

Nuclearelectrica SA/CEO registration no.
11396/12.09.2018

To: NUCLEARELECTRICA S.A. National Company
Mr. Iulian-Robert Tudorache, Chairman of Board of Directors

Whereas:

- the General Ordinary Meeting of Shareholders of Nuclearelectrica S.A. National Company was convened for 29.09.2018 at 10:00 a.m.;
- the documents sent to the Chairman of Nuclearelectrica S.A. National Company, Nomination and Remuneration Committee, registered with the Ministry of Energy under no. 261959/DGAPSE/11.09.2018;
- the provisions of Art.111(2) letter b) and Art. 117^1(1) of Companies Law no. 31/1990, as republished with subsequent amendments and supplements, as well as Art. 84(1) and Art. 92(3) and (5) of Law no. 24/2017 on issuers of financial instruments and market operations;
- the provisions of Art. 32(1) and (2) of Government Emergency Ordinance no. 109/2011 concerning the corporate governance of state-owned enterprises, as approved with supplements by Law no. 111/2016;
- the provisions of Art. 164, Art. 165, Art. 187 and Art. 189 of Regulation no. 5.2018 on issuers of financial instruments and market operations;
- the provisions of Art. 14 of Nuclearelectrica S.A. National Company's Articles of Incorporation;

the Ministry of Energy, on behalf of the Romanian State in its capacity of shareholder owning 248,736,619 shares representing 82.4959% of Nuclearelectrica S.A. National Company's share capital, is forwarding to Nuclearelectrica S.A. National Company's Board of Directors the request to enter on the Agenda of the General Ordinary Shareholders Meeting convened for 28.09.2018, following Item 3 of the said Agenda as published, the items below:

- i. *The election of the members of the Board of Directors of SN Nuclearelectrica SA by the application of the cumulative voting method.*
- ii. *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.*
- iii. *The establishment of the fixed gross monthly indemnity of the administrators elected by the application of the cumulative voting method.*
- iv. *The approval of the mandate contract form which will be concluded with the administrators elected by the application of the cumulative voting method.*
- v. *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.*

At the same time, we hereby propose the following Decision Drafts:

- i. *The General Ordinary Shareholders Meeting shall approve the election of the following members of its Board of Directors, based on the application of the cumulative vote method*
 - *[---], [---] citizen, born in [---], on [---], with domicile in [---], identified by [---] Series [---] and no. [---], issued by [---] on [---], with Personal Numeric Code (CNP) [---] and [---] cumulated votes*

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- [---], [---] citizen, born in [---], on [---], with domicile in [---], identified by [---] Series [---] and no. [---], issued by [---] on [---], with Personal Numeric Code (CNP) [---] and [---] cumulated votes
- [---], [---] citizen, born in [---], on [---], with domicile in [---], identified by [---] Series [---] and no. [---], issued by [---] on [---], with Personal Numeric Code (CNP) [---] and [---] cumulated votes
- [---], [---] citizen, born in [---], on [---], with domicile in [---], identified by [---] Series [---] and no. [---], issued by [---] on [---], with Personal Numeric Code (CNP) [---] and [---] cumulated votes
- [---], [---] citizen, born in [---], on [---], with domicile in [---], identified by [---] Series [---] and no. [---], issued by [---] on [---], with Personal Numeric Code (CNP) [---] and [---] cumulated votes
- [---], [---] citizen, born in [---], on [---], with domicile in [---], identified by [---] Series [---] and no. [---], issued by [---] on [---], with Personal Numeric Code (CNP) [---] and [---] cumulated votes
- [---], [---] citizen, born in [---], on [---], with domicile in [---], identified by [---] Series [---] and no. [---], issued by [---] on [---], with Personal Numeric Code (CNP) [---] and [---] cumulated votes

The following members of the Board of Directors shall be deemed revoked:

- [---]
- [---]
- [---]
-

The said persons have not been reconfirmed following the application of cumulative vote method, their mandate being consequently terminated on the date of this General Ordinary Shareholders Meeting, pursuant to the provisions of Art. 167(3) of Regulation no. 5/2018 issued by the Financial Supervisory Authority (ASF).

- ii. *The mandate term of directors elected based on the cumulative vote method shall be established to 4 (four) years*
- iii. *The fixed gross monthly allowance of directors elected based on the cumulative vote method, according to the provisions of Art. 37(1) and (2) of Government Emergency Ordinance no. 109/2011 concerning the corporate governance of state-owned enterprises, as approved with supplements by Law no. 111/2016, shall be established as equal to twice the last 12 months average of monthly average gross salary received for the activity carried out as per the main object of activity registered by the company, at class rating complying with the classification of national economy activities as specified, prior to the nomination, by the National Institute of Statistics*
- iv. *The form of mandate contract to be signed with the directors elected based on the cumulative vote method shall be approved as attached*
- v. *The majority shareholder's representative, namely the Romanian State via the Ministry of Energy, shall be authorized to sign the mandate contracts with the members of Nuclearelectrica S.A. National Company's Board of Directors.*

At the same time, we are requesting that, without limitation to such, specifications related to the shareholders' right to propose candidates for the positions of Nuclearelectrica S.A. National Company directors are included in the Convening Notice of Nuclearelectrica S.A. National Company's General Ordinary Shareholders Meeting, as follows:

- The deadline for submission of proposals regarding the candidates for Nuclearelectrica S.A. National Company directors shall be established according to the provisions of Art. 187(8) of Regulation no. 5/2018 on the issuers of financial instruments and market operations issued by ASF;
- The list with data on the name, residence locality and professional qualification shall be made available to the shareholders as of 17.09.2018, at 17:00 p.m. (Romania's time) at the company's Registry Office, as well as on the company's website;

09-12-18; 09:49;

From: DGPAPSE

To: 0021316940; 0040213166574

#3/3

0040213166574

- The list will be regularly updated insofar as proposals are submitted by the entitled shareholders, at most once per day, until 21.09.2018 at 14:00 p.m. (Romania's time); the final list including all proposals for Nuclearelectrica S.A. directors shall be published on 21.09.2018 at 17:00 p.m.
- Where the Board of Directors' members are elected based on the cumulative vote method, the directors in office until the General Ordinary Shareholders Meeting date shall be enlisted de jure on the list of candidates for the new Board of Directors.
- Nuclearelectrica S.A. National Company shareholders shall be entitled to submit proposals of candidates for director positions as per the law and the company's Articles of Incorporation.

Such proposals shall be sent either (i) in physical form, at the company's Registry Office from the headquarters or (ii) via e-mail with integrated digital signature, as per Law no. 455/2001 on the digital signature, at aga@nuclearelectrica.ro address in order to be received until 21.09.2018 at 14:00 p.m.

Best regards,

MINISTER OF ENERGY

Anton ANTON

Signature and round seal affixed