

GOVERNMENT OF ROMANIA

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MINISTRY OF ENERGY

MINISTER'S CABINET

104.372 / AA / November 11, 2018

SOCIETATEA NATIONALA NUCLEARELECTRICA SA

General Registry

No. 14,302 / November 19, 2018

To,

Board of Directors of Societatea Nationala "Nuclearelectrica" SA

**To Mr. Iulian – Robert TUDORACHE,
Chairman of the Board of Directors**

**In attention of: Mr. Cosmin GHITA,
General Manager of Societatea Nationala "Nuclearelectrica" SA**

Considering

- The summoning of the Ordinary General Assembly of Shareholders of SN Nuclearelectrica SA on **December 10, 2018**, at 10:00 (the first summons), and December 11, 2018, at 10:00 (the second summons), respectively;
- The provisions of the Law on Companies no. 31/1990, republished, as further amended and supplemented;
- The provisions of Law no. 24/2017 regarding issuers of financial instruments and market operations;
- The provisions of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations;
- The provisions of Government Emergency Ordinance no. 29/2017 for passing fiscal-budgetary measures;
- Letter of the Ministry of Public Finance no. 577,347 / November 06, 2018 and Memorandum entitled "*Measures that need to be taken by the involved public institutions for applying the provisions of GEO no. 29/2017*" regarding the *distribution/redistribution of the amounts registered under "carried forward result" and "other reserves" by national entities, national companies and companies with full or majority state capital, and autonomous administrations*", approved in Romanian Government session of October 31, 2018,

The Ministry of Energy, a shareholder on behalf of the Romanian State at SN Nuclearelectrica SA with 248,736,619 shares representing 82.4959% of the share capital, in virtue of the provisions of art. 117¹ from the Law on Companies 31/1990, republished, as further amended and supplemented, requests the introduction of a new topic on the agenda of the Ordinary General Assembly of Shareholders, as follows:

“Approval of the proposal regarding the distribution of dividends according to the provisions of art. II and III of GEO no. 29/2017, the approval of the total value of the gross dividends in value of RON 485,437,300.11, of the value of the gross dividend per share in value of RON 1.61, of the dividend payment date, namely the date of December 28, 2018, and of the payment method, to the shareholders of the company, proportional to their interest in the share capital of the company”

We propose the following resolution drafts:

“Approval of the proposal regarding the distribution of dividends according to the provisions of art. II and III of GEO no. 29/2017, the approval of the total value of the gross dividends in value of RON 485,437,300.11, of the value of the gross dividend per share in value of RON 1.61, of the dividend payment date, namely the date of December 28, 2018, and of the payment method, to the shareholders of the company, proportional to their interest in the share capital of the company”

We also request this new topic on the agenda of the Ordinary General Assembly of Shareholders to be introduced after section 2 on the agenda, and for the remaining sections to be renumbered.

Respectfully yours,

MINISTER OF ENERGY,
Anton ANTON
Signed and stamped