



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: 15.07.2019

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 and Extraordinary General Meeting of Shareholders of 29.07.2019/30.07.2019

Societatea Nationala Nuclearelectrica S.A. (“SNN”) informs the shareholders and investors that, on 15.07.2019, the SNN Board of Directors approved the amended convening notice for the Ordinary and Extraordinary General Meeting of Shareholders scheduled for 29.07.2019/30.07.2019, amending the OGMS agenda with one additional item, namely item 3, following the reception of a request to amend the agenda from the majority shareholder, The Ministry of Energy on 11.07.2019 as follows:

Item 3: **Amendment** of letter d. of point 3 from Annex no. 3 to the Addendum no. 1 the Mandate Contract of executive directors, Addendum approved by art. 6.1 from the Resolution of the General Assembly of Shareholders of the National Company Nuclearelectrica S.A. no. 3/10.04.2019, as follows:

“d. The annual variable component of the remuneration of the Executive Director/Chief Executive Officer is between 24-36 times the average of the monthly gross salary earnings for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment. The value of the short-term, medium-term and long-term component is determined by applying the percentage ratios in annex 3.1, resulting the payable value of the variable component for each year of mandate according to the following algorithm:

- Var. comp. for 2019 shall be paid: 80% for reaching the objectives for the year 2019 (short-term) + 10% for reaching the objectives of 2020 (medium term) + 10% for

NUCLEARELECTRICA S.A. National Company

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

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

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



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reaching the objectives of 2022 (long term, at the end of the mandate)

*- **Var. comp. for 2020 shall be paid:** 80% for reaching the objectives for the year 2020 (short term) + 10% for reaching the objectives of 2020 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)*

*- **Var. comp. for 2021 shall be paid:** 80% for reaching the objectives for the year 2021 (short term) + 10% for reaching the objectives of 2022 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)*

*- **Var. comp. for 2022 shall be paid:** 80% for reaching the objectives of 2022 (short term) + 10% for reaching the objectives of 2022 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)*

The short-term variable component for the period of activity under the mandate related to 2022 shall be determined according to the provisions of let. b.

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 29.07.2019/30.07.2019, SNN issuing a current report at that time.

We would like to mention that if the point introduced on the agenda of the Ordinary General Assembly of Shareholders by the majority shareholder, the Ministry of Energy, is approved, the variable remuneration of the SN Nuclearelectrica SA Executive Director will be calculated based on the monthly gross average salary for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment, respectively for the period December 2017 – November 2018, in the gross amount of 6.179,58 lei (net value of 3.615 lei), not on the monthly gross indemnity of the SNN Executive Director (which is 6 times the monthly gross average salary for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment), as provided at letter d) item 3 in the Annex no. 3 to the Addendum no. 1 the Mandate Contract of executive directors, approved by art. 6.1 of the General Meeting of Shareholders resolution no. 3/10.04.2019.

Thus, in a hypothetical calculation with the maximum variable remuneration (of 36 times the monthly gross average salary for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment) subject to the GMS approval, a maximum gross variable component of 3944,41 Euro/month results (representing a net maximum value of 2307 Euro/month), depending on the degree of achievement of the performance indicators.

None of the members of the executive management of SNN received the variable component since the conclusion of the Mandate Contract for a mandate of 4 years.

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 **16.07.2019**, 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 starting **18:00** hours.

CEO

Cosmin Ghita



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**AMMENDED CONVENING NOTICE FOR THE ORDINARY AND
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
SOCIETATEA NAȚIONALĂ NUCLEARELECTRICA S.A.**

The Board of Directors of Societatea Națională Nuclearelectrica S.A. (hereinafter called “SNN” or the “Company”) a national joint-stock company, managed according to a unitary system, established and operating in compliance with the Romanian laws, registered with the Trade Register Office attached to the Bucharest Court under number J40/7403/1998, Tax Identification Number RO 10874881, with registered office in 65 Polona Street, District 1, Bucharest, having a subscribed and paid-up share capital amounting to **Lei 3,015,138,510**.

Whereas

- Provisions of art. 13 and art. 14 of the Company’s Articles of Incorporation, in force (the "Articles of Incorporation");
- Provisions of Law no. 31/1990 on trading companies, republished, as subsequently amended and supplemented;
- Government Emergency Ordinance no. 109/2011 regarding corporate governance of the public institutions, as further amended and supplemented;
- Provisions of Law no. 24/2017 on the issuers of financial instruments and market operations;
- Provisions of the ASF Regulation no. 5/2018 on the issuers of financial instruments and market operations;
- ASF [*Financial Supervisory Authority*] Disposal of measures no. 26/20.12.2012;
- Provisions of the National Securities Commission Regulations no. 13/2005 regarding the authorization and operation of the central repository, clearing houses and central counterparts
- The request of the majority shareholder, the Ministry of Energy, registered at SNN under the no. 8212/11.07.2019 regarding the introduction of item 3 on the agenda of the Ordinary General Meeting of SNN Shareholders, scheduled for 29.07.2019/30.07.2019. the request of the Ministry of Energy which is in compliance with the provisions of art. 117¹ paragraph (1) of the Companies’ Law no. 31/1990 republished, as subsequently amended, 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 Articles of Incorporation of the company, is regarding the introduction of an additional item on the agenda of the Ordinary General Meeting of SNN Shareholders scheduled for 29.07.2019/30.07.2019, namely item 3.

- I. **Amends the agenda of the Ordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. convened for 29.07.2019, hours 10:00**



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(Romania's time), at **Hotel Capital Plaza, Ion Mincu I Room, 54 Iancu de Hunedoara Blvd., District 1, Bucharest (OGMS), with item 3.**

II. The agenda of the Extraordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. convened for 29.07.2019, hours 11:00 (Romania's time), at Hotel Capital Plaza, Ion Mincu I Room, 54 Iancu de Hunedoara Blvd., District 1, Bucharest (EGMS) remains unchanged and is restated below to facilitate the understanding of the shareholders with respect to the agendas of the two meetings.

Only the persons registered as shareholders of SNN on the date of **17.07.2019** („Reference Date”) in the shareholder register issued by Depozitarul Central S.A. are entitled to attend and vote within the OGMS/EGMS.

The amended **agenda** of the Ordinary General Meeting of Shareholders is as follows:

- 1. Election** of the Secretary of the Ordinary General Meeting of Shareholders.
- 2. The approval** of the Quarterly Report of the Board of Directors for the first Quarter of 2019, prepared in compliance with the provisions of OUG no. 109/2011 regarding corporate governance of public enterprises, as subsequently amended („OUG 109/2011”) and with those of art. 67 of the Law no. 24/2017 regarding issuers of financial instruments and market operations.
- 3. Amendment** of letter d. of point 3 from Annex no. 3 to the Addendum no. 1 the Mandate Contract of executive directors, Addendum approved by art. 6.1 from the Resolution of the General Assembly of Shareholders of the National Company Nuclearelectrica S.A. no. 3/10.04.2019, as follows:

“d. The annual variable component of the remuneration of the Executive Director/Chief Executive Officer is between 24-36 times the average of the monthly gross salary earnings for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment. The value of the short-term, medium-term and long-term component is determined by applying the percentage ratios in annex 3.1, resulting the payable value of the variable component for each year of mandate according to the following algorithm:

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| <p>- Var. comp. for 2019 shall be paid: 80% for reaching the objectives for the year 2022 (short-term) + 10% for reaching the objectives of 2020 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)</p> <p>- Var. comp. for 2020 shall be paid: 80% for reaching the objectives for the year 2023 (short term) + 10% for reaching the objectives of 2020 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)</p> <p>- Var. comp. for 2021 shall be paid: 80% for reaching the objectives for the year 2024 (short term) + 10% for reaching the objectives of 2022 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)</p> <p>- Var. comp. for 2022 shall be paid: 80% for reaching the objectives of 2022 (short term) + 10% for reaching the objectives of 2022 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)</p> |
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The short-term variable component for the period of activity under the mandate related to 2022 shall be determined according to the provisions of let. b.

4. The modification of item 8.1 of the Ordinary General Meeting of Shareholders Resolution no. 3/10.04.2019 as follows:

„The approval of the general limits of the executive administrator’s remuneration:

- Fixed monthly indemnity, between 5-6 times the 12 month average gross monthly salary for the activity performed as per the main object of activity of the company at class level in compliance with the classification of activities in the national economy, communicated by the National Institute of Statistics, prior to the appointment;
- The variable component, between 24-36 times the fixed gross monthly indemnity.”

At the same time, item 3 of the Ordinary General Meeting of Shareholders Resolution no. 6/20.05.2019 will be modified accordingly, to the extent that the general limits of the annual remuneration of the managers will be between 24-36 times the fixed gross monthly indemnity.

- 5. Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter a) of OUG [Government Emergency Ordinance] no. 109/2011, as subsequently amended and supplemented, during the period 01.02.2019 – 30.04.2019.
- 6. Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter b) of OUG no. 109/2011, as subsequently amended and supplemented, during the period 01.02.2019 – 30.04.2019.
- 7. Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

The **Agenda** of the Extraordinary General Meeting of Shareholders is as follows:

- 1. Election** of the Secretary of the Extraordinary General Meeting of Shareholders. \
- 2. The approval of the** empowerment of the SNN Board of Directors to approve the modification of the deadlines provided in the Investors Agreement in preliminary form related to the Cernavoda NPP Units 3 and 4 Project.
- 3. Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the EGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.



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In the event that the legal conditions for holding the OGMS/EGMS on the date of the first calling are not met, a new OGMS/EGMS, as appropriate, shall be convened for the date of **30.07.2019, hours 10.00, and 11:00 for the EGMS, respectively**, having the same agenda. In the event of a new calling, the reference date set 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 I Room, 54 Iancu de Hunedoara Blvd., 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.

According to the provisions of art. 92, par. (3) of Law no. 24/2017, art. 117¹, par. (1) of Law no. 31/1990, of art. 189 of the ASF Regulation no. 5/2018, as well as of art. 14 of the company's Articles of Incorporation, one or more shareholders, representing individually or together at least 5% of the Company's share capital, may request, by a petition addressed to the Company's Board of Directors, the introduction of some additional points on the OGMS/EGMS agenda, under the condition that each point is accompanied by a justification or by a resolution draft proposed to be adopted by the general meeting; and present resolution drafts for the points included or proposed to be included on the agenda of the general meeting.

The proposals regarding the introduction of additional points on the OGMS/EGMS agenda and/or the presentation of resolution drafts for the included points or for the points proposed to be included on the OGMS/EGMS agenda must meet the following cumulative conditions:

- a) **In case of individual shareholders**, they shall be accompanied by the copies of the shareholders IDs (the IDs presented by the shareholders must make possible their identification in the shareholders register of SNN, held by SC Depozitarul Central S.A.), **and in case of legal entity shareholders** they shall be accompanied by:
- the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the SNN shareholders' register kept by SC Depozitarul Central S.A.;
 - the capacity of legal representative shall be established based on the list of SNN shareholders (register of shareholders) valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, **the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative.**
 - the documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN will not



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- require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.
- b) To be accompanied by a justification and/or a resolution draft proposed to be adopted;
 - c) To contain prescriptions regarding the attributions of the assembly;
 - d) To be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **11.07.2019, 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 29.07.2019"; the proposals may be sent by e-mail with the extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature by the date of **11.07.2019 hours 16:00** to the e-mail address aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 29.07.2019"

In order to identify and prove the shareholder capacity of a person who makes proposals for supplementing the agenda (or who asks questions in compliance with art. 198 of the ASF Regulation no. 5/2018), SNN may ask from that person the bank account statement issued by the Central Depository, out of which result his shareholder capacity and the number of shares he owns.

The supplemented agenda will be published by the Company by **16.07.2019**.

Information materials and questions referring to the agenda

Starting with the date of **26.06.2019 hours 18.00**, 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) shall be available on business days at the Company's headquarters, in 65 Polona Street, District 1, Bucharest, 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, upon request, copies of the documents referring to issues included on the agenda of the OGMS/EGMS.

The Company's shareholders, regardless of their interests in the share capital, may ask questions, in writing, regarding the items on the agenda of the OGMS/EGMS.

The identification requests aforementioned in the chapter regarding the supplementation of the agenda are applicable also for the individual shareholder and/or for the legal representative of the corporate shareholder who asks questions regarding the points on the GMS agenda.

The questions shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **26.07.2019, hours 16:00**, in a closed envelope, with the note legibly



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written in capital letters: “FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 29.07.2019”.

The Company may draft a general answer for the questions with the same content. It is considered that the Company has answered the questions if the required relevant information is published on the Company’s website www.nuclearelectrica.ro in the format of Q&A.

Shareholders may also send such questions by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **26.07.2019 hours 18:00** to the e-mail address: aga@nuclearelectrica.ro, with the subject: “FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 29.07.2019”.

Participation and voting 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 in person, through a representative or by correspondence.

The 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 participate, on the reference date, in the general meeting of shareholders, is allowed by simply proving their identity, in the case of natural-person shareholders, by their identity card or, in case of legal entities, of the legal representative, and in the case of legal entities and natural-person shareholders who are represented, with the power of attorney of the person who represents them, according to the applicable legal provisions in the field.

The direct vote (personal) shall be exercised after the shareholder proves his/her identity:

- a) In case of individual shareholders by presenting the identity document; the identity documents presented by shareholders must permit their identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A.;
- b) In the case of legal entities, by presenting:
 - (i) The identity document of the legal representative (ID or IC for the Romanian citizens, or passport for foreign citizens),
 - (ii) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by



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S.C. Depozitarul Central S.A.;

The capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative (so that the Shareholders' register shows this fact at that particular date), then the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

For all aforementioned situations, the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

Vote by representative, based on special power of attorney

Shareholders may participate personally or may be represented in OGMS/EGMS by a designated representative ("Proxy") who was issued a special power of attorney, based on the representation form provided by the Company, according to art. 92 par. (12) of Law no. 24/2017. The power of attorney form may be obtained starting with **26.06.2019 hours 18:00** 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 are added on the OGMS/EGMS agenda.

The special powers of attorney must be filed in by the shareholder (in three original copies: one form for the shareholder, one for the proxy and one for SNN), they must be signed and contain specific voting instructions for each item on the OGMS/EGMS agenda for which the Proxy is going to vote in the name of the shareholder, clearly specifying the voting option (i.e. vote "for", "against" or "abstain"). One shareholder may be represented in the OGMS/EGMS by only one Proxy, having a special power of attorney granted for the OGMS/EGMS dated **29.07.2019**.

The special power-of-attorney shall be accompanied by the following documents:

- a) **for individual shareholders:** copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);
- b) **for legal entity shareholders:**



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- (i) the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central S.A.; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).
 - (ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative;
 - (iii) copy of the representative's (proxy's) identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with visible PIN (personal identity number) - if it exists in their country of origin);
- c) the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

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

Generally a shareholder may mandate only one representative to represent him/her in GMS. However, the power-of-attorney may name one or more alternative representatives to ensure the representation in the general meeting, for the case in which the main representative named above cannot fulfill his mandate. If more alternative representatives are assigned by the power-of-attorney, there shall be set the succession in which they are to exercise their mandate.

The representatives of the company cannot receive power of attorney in order to represent shareholders in the OGMS/EGMS. The regulations regarding the organization and unfolding of the general meeting of shareholders shall detail the voting by representative procedure, the shareholders having the obligation to comply with such regulations, under sanction of losing their voting right by representative in the OGMS/EGMS.

The **special power of attorney** for participation and vote within the general meeting of



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shareholders, issued to a credit institution which performs **custodial services**, shall be valid without the presentation of additional documents related to the shareholder concerned, if the special power of attorney is prepared in compliance with art. 201 of Regulation 5/2018, signed by such shareholder and accompanied by an affidavit 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 custodian's declaration mentioned above should be submitted to SNN, in original, within 48 hours before the GMS, signed, and if applicable, stamped, without fulfilling other formalities regarding the form of these documents.

The special powers of attorney, in Romanian and/or English, shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by and not later than **26.07.2019**, 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 DATED **29.07.2019**".

The special powers of attorney, in Romanian and/or English, may also be send by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by but not later than **26.07.2019** hours **16:00** to the e-mail address aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **29.07.2019**".

Vote by representative, based on a general power of attorney

In virtue of art. 92 par. (10) of Law no. 24/2017 on issuers of financial instruments and market operations, the shareholder's representation in GMS may also be done by other persons than the shareholders, based on a special or general power-of-attorney. So, the shareholder may give a general power-of-attorney valid no longer than 3 years, permitting to the representative to vote all the items on which the general meetings of shareholders debate for the one or more issuers named in the power-of-attorney, individually or by a generic formulation referring to a certain category of issuers, including the disposal acts, with the condition that the power-of-attorney shall be granted by a shareholder as client to an intermediary, in compliance with the legal provisions.

Before the first use, the general power-of-attorneys shall be reached in to the company's headquarters, 48 hours prior to the general meeting, i.e. by **26.07.2019**, hours **16:00**, in copy, containing the mention of their compliance with the original and the representative's signature. The certified copies of the powers-of-attorney are kept by SNN, this being mentioned in the minutes of the general meeting.



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Shareholders may not be represented within the general meeting of shareholders by a person in a conflict of interest situation, such as:

- a) it is a majority shareholder of SNN, or of an entity controlled by such shareholder;
- b) is a member of an administration, management or supervisory body of the company, of a majority shareholder or of a person controlled by such shareholder;
- c) is an employee or an auditor of the company or of a majority shareholder or of an entity controlled, in compliance with the provisions of let a);
- d) is the spouse, relative or a relative and kin up to and including 4th degree of one of the natural persons referred to under let. a) - c).

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

Document accompanying the general power-of-attorney:

- a) the proof that the proxy has either the capacity of intermediary (in compliance with the provisions of art. 2 par. (1) pt. (20) of Law no. 24/2017), or of an attorney, and that the shareholder is its client.
- b) for **individual shareholders** - copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);
- c) for **legal entity shareholders**:
 - (i) confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central SA;
 - ii) the capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative, or if this information is not mentioned in the list of SNN shareholders valid on the reference date, received from the Central Depository, than the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).
 - (iii) copy of the representative's (assignee) identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with visible PIN (personal identity number) -



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if it exists in their country of origin);

The documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

SNN shall accept a general power-of-attorney for participation and voting in the GMS given by a shareholder, as client, to a defined intermediary according to art. 2 par. (1) pt. 20 of Law no. 24/2017, as further amended and supplemented, or given to an attorney, without asking for additional documents referring to that particular shareholder, if the general power of attorney complies with the provisions of art. 202 of the ASF Regulation no. 5/2018, if it is signed by such shareholder and if it is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received the mandate of representation by the general power of attorney, out of which it results that:

- (i) the power-of-attorney is given by that respective shareholder, as client, to the intermediary or, as the case may be, to the attorney;
- (ii) the general power-of-attorney is signed by the shareholder, inclusively by attaching the extended electronic signature, of applicable.

The aforementioned declaration must be submitted to SNN in original, signed and, as the case may be, stamped, without fulfilling other formalities regarding its form. The declaration shall be submitted to SNN together with the general power-of-attorney.

The form of the general power of attorney shall be provided to the shareholders, by the Company, starting with **26.06.2019, hours 18:00**, at the same coordinates, and in under same conditions as the informative materials.

Vote through correspondence

The Company's Shareholders registered on the Reference Date in the shareholders register issued by Depozitarul Central S.A. have the possibility to vote through correspondence, before the OGMS/EGMS, using the Ballot Papers form, for voting through correspondence. The Ballot Papers may be obtained starting with **26.06.2019, hours 18:00**, from the Company's Registration Office and from the Company's website (www.nuclearelectrica.ro) and shall be updated if new items are added to the OGMS/EGMS agenda.

Documents that accompany the ballot papers:

a) **for individual shareholders** - copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and, if the case may be, copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN



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(personal identity number) - if it exists in their country of origin), together with the prove of the capacity of legal representative;

b) for legal entity shareholders:

- (i) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;
- (ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative. For the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

The documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

The ballots papers may be submitted as follows:

- a) Sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **26.07.2019**, 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 29.07.2019" or
- b) Sent by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **26.07.2019** hours **16:00** to the e-mail address: aga@nuclearelectrica.ro, with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 29.07.2019".

The ballot papers, that are not received at the Company's Registration Office or by e-mail until



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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, please take into consideration the possibility that the OGMS/EGMS agenda may be supplemented with new items, in which case the amended agenda shall be published by **16.07.2019**. In this case, the updated special powers of attorney and Ballot Papers can be obtained from the Company's Registration Office and from the Company's website (www.nuclearelectrica.ro) starting with the date of publication of the supplemented agenda.

If the agenda shall be supplemented and the shareholders do not send the up-to-dated special powers of attorney and/or ballot papers for the vote through correspondence, the special powers of attorney and ballot papers sent prior to the date the agenda has been supplemented shall be taken into account only for the items that are also to be found on the supplemented agenda.

Checking and validating the special powers-of-attorney submitted, as well as the certification, checking, validating and record of the votes expressed through correspondence shall be done by a commission set within the Company, the members of this commission shall keep safe the documents, and confidential the votes expressed in this way. The powers-of-attorney shall be verified also by the OGMS/EGMS secretary.

If the shareholder expressing his/her vote through correspondence participates personally or by a representative to the general meeting, the vote through correspondence expressed for that general meeting shall be annulled. In this case, only the vote expressed personally or by representative shall be taken into consideration.

If the person representing the shareholder by his/her personal presence in the general meeting is another person than the one who expressed the vote through correspondence, then, in order for his/her vote to be valid, the person shall submit in the general meeting, a written revocation of the vote expressed through correspondence, signed by the shareholder or by the representative who expressed that vote through correspondence. If the shareholder, or his/her legal representative, is present at the general meeting, this is not necessary anymore.

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

