



NUCLEARELECTRICA

**THE AMENDED CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SOCIETATEA NATIONALA NUCLEARELECTRICA S.A.**

The Board of Directors of Societatea Nationala Nuclearelectrica S.A. (hereinafter called “SNN” or “the Company”) a national joint-stock company, managed according to a unitary system, set up and operating in compliance with the Romanian laws, registered with the Trade Register Office of the Bucharest Law Court under number J40/7403/1998, with Sole Registration Code 10874881, having its headquarters in Bucharest, No. 65 Polona Street, , sector 1, having a share capital subscribed and paid up in quantum of **3.015.138.510 lei**,

**Whereas**

- Provisions of Art. 13 and 14 of the Company’s Articles of Incorporation in force (“The Articles of Incorporation”);
- Provisions of Law No. 31/1990 referring to companies, as subsequently amended;
- Provisions of Government Emergency Ordinance No. 109/2011 regarding the corporate governance of public companies as subsequently amended;
- Provisions of Law No. 24/2017 regarding issuers of financial instruments and market operations;
- Provisions of Rules and Regulations No. 5/2018 regarding issuers of financial instruments and market operations;
- 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.
- **Request made by Fondul Proprietatea SA to introduce on the agenda of the Ordinary General Meeting of Shareholders summoned for 23(24).04.2019 item 5<sup>1</sup>.** The request made by Fondul Proprietatea SA is in compliance with the conditions provided by art. 117<sup>1</sup>, paragraph (1) of the companies’ Law no. 31/1990, with the subsequent amendments, 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, registered at SNN with no. 4200/05.04.2019, in its quality of shareholder that owns more than 5% of the share capital of the company, regarding the introduction of a supplementary item on the agenda of the Ordinary Meeting of Shareholders dated 23/24.04.2019, namely item 5<sup>1</sup>.

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



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- I. **Amends the agenda of the Ordinary General Meeting of the Shareholders** of Societatea Nationala Nuclearelectrica S.A. dated **23.04.2019** hours **10:00** (Romania's time zone), at **Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, (OGMS)**, with item 5<sup>1</sup>.

Only the persons registered as shareholders of SNN on the date of **12.04.2019** („Reference Date”) in the shareholder register issued by Depozitarul Central S. A. (Central Depository S.A.) are entitled to attend and vote within the OGMS.

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

- 1. Election** of the Secretary of the Ordinary General Meeting of Shareholders
- 2. The approval of the Annual Individual Financial Statements** as at and for the date ended on December 31, 2018, prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards, based on the 2018 Annual Report of the Administrators and the report of the independent Auditor on the annual individual financial statements as at and for the period ended on December 31, 2018.
- 3. The approval of the Annual Consolidated Financial Statements** as at and for the date ended on December 31, 2018 prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards, based on the 2018 Annual Report of the Administrators and the report of the independent Auditor on the annual consolidated financial statements as at and for the period ended on December 31, 2018.
- 4. The approval of the Annual Report of the Administrators** for the financial year ended on December 31, 2018, in compliance with the provisions of art. 63 of the Law no. 24/2017 regarding issuers of financial instruments and market operations and those of the Annex 15 to Regulation no.5/2018.
- 5. The approval** of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2018, of the total value of the gross dividends in amount of **378.914.310 lei**, of the gross dividend value per share in amount of **1,25670615 lei**, of the payment date, namely **June 28, 2019** and of the methods of payment, as provided in the Note presented to the shareholders.
- 5<sup>1</sup>. The approval** to distribute the amount of 438.625.752 lei as supplementary dividends, respectively the value of the gross supplementary dividend per share in amount 1,45474494 lei. The supplementary dividends due to the shareholders will be paid on the same date, namely June 28, 2019 and under the same methods of payment as the dividends related to the net profit of the financial year 2018.
- 6. The approval of the discharge of duty** of the members of the Board of Directors for the financial year 2018.
- 7. Approval** of the sale of the asset "Flat building LOT 2+LOT 1 (singles' dormitory)", consisting of the building, the related land, the connection to the heating network, parking facilities, sports field, green spaces, located in 14 Salciei Street, Cernavoda city, Constanta



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County, belonging to the Nuclearelectrica S.A. National Company, under the following conditions:

- the starting price of the open tender, according to the competitive bidding rule, namely an upward price, taking into account the bid increment, of the "singles' dormitory" asset, consisting of the building, the related land, the connection to the heating network, parking facilities, sports field, green spaces, located in 14 Salciei Street, Cernavoda city, Constanta County, is 4.148.532 lei, out of which the value of the land is 66.589 lei free of VAT;
- the bid increment shall not be less than 5% of the starting price of the tender (i.e. between 5-15%, according to Article 58 of the Methodological Norms for the application of Government Emergency Ordinance 88/1997 on the privatization of trading companies, as further amended and completed and Law No. 137/2002 on some measures for acceleration of privatization, as further amended and completed, approved by means of Government Decision no 577/2002);
- tender guarantee: 207.426 lei, representing 5% of the tender starting price;
- tender fee: 2,650 lei, plus VAT;
- bid submission fee: 500 lei, plus VAT;
- fee for the direct access to asset data and information: 200 lei, plus VAT;
- the Tender Board - according to the company proposal shall consist of 7 members, as follows: 4 representatives of the Nuclearelectrica S.A. National Company, 2 representative of DGPAPSE, and 1 representative of the specialized department within the ME; the Board shall be appointed by means of a decision of the General Manager of Nuclearelectrica S.A. National Company.
- Payment method: in full or in instalments over a period of minimum 3 years, with max. 20% advance payment, if the provisions of art. 12 par. (1) of Law no. 346/2004 on the stimulation of the creation and development of small and medium enterprises, as further amended and completed, and the provisions of art. 114 correlated with art. 100 and art. 101, namely the application of interest and the request for guarantees from the Methodological Norms for the implementation of Government Emergency Ordinance no. 88/1997 on the privatization of trading companies, as further amended and completed, and of Law no. 137/2002 on some measures for the acceleration of privatization, approved by means of GD no. 577/2002, as further amended and completed apply; if the buyer does not comply with the provisions of art. 12 par. (1) of the Law no. 346/2004, the price shall be paid in full. The asset value payment term shall be as follows: in case of full payment - 30 days from the signing of the sales contract by both parties. Non-observance of the payment term shall entail the loss of the tender guarantee, and the cancellation of the tender results.
- The sales offer shall be made public under the conditions set by the executive management, following the approval of the sale of the asset by the General Meeting of Shareholders.



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- The person authorized to sign the sales contract on behalf of the economic operator is the Company's General Manager.
- 8. Approval** of date **June 12<sup>th</sup>, 2019** as the date of registration according to the provisions of art. 86 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.
  - 9. Approval** of date **June 11<sup>th</sup>, 2019** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.
  - 10. The approval** of the date **June 28<sup>th</sup>, 2019** as the payment date, namely the calendar date expressly specified, namely day/month/year, at which the results of a corporate event related to owning financial instruments are due, namely the date at which debiting and/or crediting of money amounts and/or financial instruments must be realized, in compliance with art. 2, paragraph 2, letter h) of Regulation no. 5/2018 and with art. 1, paragraph 3 of Ordinance 64/2001 with its subsequent amendments.
  - 11. 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.

In case the legal conditions are not met for holding the OGMS on the date of the first calling, a new OGMS, as appropriate, will be called for the date of **24.04.2019, hours 10.00**, having the same agenda. In case of a new calling, the reference date appointed for the identification of the shareholders entitled to attend and vote within the OGMS is the same. The OGMS will take place at the **at Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1.**

### **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 189 of Regulation 5/2018 and in compliance with the provisions under Art. 14 of the Articles of Incorporation of the company, one or more shareholders, representing individually or jointly, at least 5% of the company's share capital, may request, through a petition addressed to the company's Board of Directors, to introduce some additional items on the agenda of the OGMS and/or the presentation of draft resolutions for the items included or proposed to be included on the OGMS agenda.

The proposals referring to introducing new items on the OGMS agenda and/or presenting draft resolutions for the items included or proposed to be included on the OGMS agenda should cumulatively meet the following conditions:



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- a) **In case of natural persons**, they shall be accompanied by a copy of the shareholder's identification document (the identity documents provided by the shareholders must permit their identification in the SNN shareholders registry issued by Depozitarul Central SA), **while in case of legal persons**, they shall be accompanied by:
- confirmation of company details issued by the Trade Register Office, submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice, which permits their identification in the SNN shareholders registry issued by Depozitarul Central SA.
  - The quality of legal representative is acknowledged based on the list of SNN shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, **then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative.**
  - The documents certifying the quality of the legal representative prepared in a foreign language shall be accompanied by a translation performed into Romanian by a sworn translator. SNN will not request the legalization or the apostils of the documents with certify the quality of legal representative of the shareholder.
- b) Shall be accompanied by a justification and /or by a draft resolution submitted to be adopted;
- 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 **08.04.2019** hours **16:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 23.04.2019"; 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 **08.04.2019** hours **16:00** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **23.04. 2019**", signed and stamped by the shareholder of its legal representative.

In order to identify and prove the capacity of shareholder of the person who makes proposals for the amendment of the agenda (or who addresses questions in compliance with article 198 of



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Regulation 5/2018 13, SNN may request the account statement of that particular person which proves the capacity of shareholder and the number of owned shares, issued by Depozitarul Central.

The amended agenda will be published by the Company until **11.04.2019**.

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

Starting with the date of **22.04.2019, 18:00 hours**, all the information materials related to issues included on the agenda, the draft resolutions proposed to be adopted by the general meetings and the rules and regulations regarding the organization and development of the general meetings (which include the voting procedure based on representative and the procedure allowing the vote by correspondence) will be available on working days at the company's headquarters, in Bucharest, No. 65 Polona Street, sector 1, at the company's Registration Office between 08:30 and 16:30 as well as on the company's website ([www.nuclearelectrica.ro](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.

The Company's shareholders, notwithstanding their portion of the share capital, may ask questions in writing with respect to the items on the agenda of the OGMS.

The identification requirements mentioned above within the section regarding the amendment of the agenda are applicable as well for the shareholder natural person and/or legal representative of a legal person who address questions regarding the items on the GMS agenda.

The questions will be sent to the Company's Registration Office by any kind of delivery, with acknowledgement of receipt, so they be received at the company's Registration Office by the date of **19.04.2019** hours **18.00**, in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 23.04.2019".

The Company may provide a general answer for questions with the same content. It is considered that the Company has answered the questions if the required pertinent information is published on the Company's website [www.nuclearelectrica.ro](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 **19.04.2019**, hours **18.00**, at the address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro) with the subject: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **23.04.2019**".

### **Participation in the General Meeting of the Shareholders**

The shareholders registered in the shareholders register at the Reference Date may attend the OGMS and may vote personally, through a representative or by correspondence.





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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, at the reference date, is permitted by simply proving their identity for natural persons, based on their identity card and for legal persons and represented legal persons, based on the empowerment given to the representing natural person, with the observation of the applicable legal provisions.

*The direct vote (personal)* is exercised after the proof of the shareholders identity:

- a) In the case of natural persons, by presenting the identity card ; the identity documents presented by the shareholders must permit their identification in the shareholders list issued by S.C. Depozitarul Central S.A. at the reference date;
- b) For legal persons, by presenting :
  - (i) The identity card of the legal representative (BI or CI for Romanian citizens, or passport, for foreign citizens) ;
  - (ii) The confirmation of company details in original or in copy issued by the Trade Register Office, submitted in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice which permits the identification of the legal person in the shareholders list issued by S.C. Depozitarul Central S.A, at the reference date ;  
The capacity of legal representative is acknowledged based on the shareholders list at the reference date, received from S.C. Depozitarul Central S.A. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative (so that the shareholders registry reflects this information), then confirmation of company details/similar documents mentioned above must prove the quality of the legal representative; for the Romanian State, the capacity of legal representative is proven based on the appointment decree issued by the President of Romania (copy of the Official Gazette of Romania where the decree is published or extract from a legislative program), in order to prove the capacity of legal representative of the Ministry of Energy.

For all the above mentioned situations, the presented documents in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

**Vote by representation based on special power of attorney**



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The shareholders can participate personally or they can be represented in the OGMS by an appointed representative (“Representative”) for whom a special power of attorney was issued, based on the power of attorney form made available by the Company, in compliance with the laws. The power of attorney form can be obtained starting with the date of **22.03.2019, 18:00 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 agenda are added.

The special power of attorneys must be filled in and (in 3 originals: one for the shareholder, one for the appointed representative and one for SNN), signed and they must contain specific voting instructions for each item on the OGMS agenda for which the Representative will vote on behalf of the Shareholder (namely vote “for”, “against” or “abstain”). A shareholder may be represented in the OGMS solely by one Representative having a power of attorney issued for the OGMS of **23.04.2019**.

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:**

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.

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

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





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country of origin)

c) the presented documents in a foreign language (less the identity documents valid in Romania, in Latin characters) shall be accompanied by a translation performed into Romanian or English by a sworn translator, with the exception of the documents which certify the capacity of legal representative prepared in a foreign language, other than English, which will be accompanied by a translation performed by an authorized translator into Romanian or English. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.

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

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

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

The special **power of attorney** for participation and vote within the GMS issued to a credit institution which performs **custodial services**, will be valid without the presentation of additional documents related to the shareholder, if the special power of attorney is prepared in compliance with art. 201 of the Regulation 5/2018, signed by the respective shareholder and accompanied by a declaration of honor of the credit institution which received the representation 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 **19.04.2019**, hours **18.00** in a closed envelope with the note legibly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF



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23.04.2019”.

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 **19.04.2019**, hours **18.00** at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: “FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 23.04.2019”.

### **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 **19.04.2019, 18:00**, 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 identification in the list of SNN shareholders issued by SC Depozitarul Central SA at



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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 art. 202 of Regulation 5/2018, is signed by the shareholder and accompanied by a statement in good faith issued by the legal representative of the intermediary or by the attorney who received the general power of attorney, which should demonstrate that :

- (i) The power of attorney is issued by the shareholder, in his capacity of client in favour of its intermediary or its attorney;
- (ii) The general power of attorney is signed by the shareholder, including extended electronical signature, if applicable. The statement must be submitted to SNN in



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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 **22.03.2019, 18:00 hours**, at the same location and in the same conditions as the informative materials.

### **Vote by correspondence**

The Company's Shareholders registered on the Reference Date in the shareholders' register issued by Depozitarul Central S.A. (Central Depository) have the possibility of voting by correspondence, before the OGMS, by means of Ballot Papers for voting by correspondence. The ballot paper can be obtained starting with the date of **22.03.2019, 18:00 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 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 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



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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 **19.04.2019**, hours **18:00**, in a closed envelope, with a note legibly written in capitals: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **23.04.2019**" or,
- b) Delivered by e-mail with extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature no later than **19.04.2019**, hours **18:00**, at [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF **23.04.2019**".

The ballot papers, which are not received at the Company's Registration Office or by e-mail until the date and time mentioned above, shall not be taken into consideration to determine the quorum and majority in the OGMS.

When filling in the special powers of attorney and ballot papers, we kindly ask you to take into consideration the possibility of adding new items to the OGMS agenda, in which case the modified agenda shall be published by **11.04.2019**. 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](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 ballots sent prior to the amendment of the agenda will be taken into consideration only for the items found on the amended agenda as well.

The verification and validation of the received special powers of attorney, as well as the centralization, verification, validation and evidence of the votes by correspondence shall be done by a commission appointed within the Company, the members of which have the obligation to safely keep the documentary evidence and the confidentiality of the exercised votes. The powers of attorney will be verified by the secretary of the OGMS as well.

If the shareholder who express his vote by correspondence ballot participates in person or by



representative at the GMS, the vote sent by correspondence for the respective GMS is cancelled. In this case, only the vote expressed in person or by representative will be considered.

If the person who represents the shareholder by attending the GMS is different than the one who expressed the vote by correspondence ballot, then, in order to validate the vote a written repeal of the correspondence ballot signed by the shareholder or his representative who expresses the correspondence vote shall be presented at the GMS. If the shareholder and his legal representative is present at the GMS, this requirement is no longer applicable.

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