**Resolution number ..... /28.09.2018**

**of the Ordinary General Meeting of Shareholders of**

**Societatea Nationala Nuclearelectrica S.A.**

Headquarters: 65 Polona street, District 1, 010494 Bucharest, registered with the Bucharest Trade Register Office under the number J40/7403/1998, sole registration code: RO 10874881

Today, 28 september 2018, 10:00 o’clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called “The company” or “SNN”) met within the Ordinary General Meeting of Shareholders (OGMS) of SNN, held at Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the OGMS was opened by the President of the meeting, Mr. Iulian-Robert TUDORACHE, in his capacity of President of the Board of Directors.

Taking into consideration:

• The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 3307 of 28.08.2018, in the, ,,Bursa” newspaper, number 152 of 28.08.2018 and on the website of the Company;

* The amended convening notice OGMS, published in the Official Gazette of Romania, Part IV, number.....of......., in the, ........newspaper, number .........of........and the website of the Company;

• The provisions of the effectual Articles of Incorporation of the Company;

• Legal applicable provisions;

The President of the meeting records at the beginning of the meeting, that the OGMS is legal and statutory,.....shareholders are present or represented, owning a total number of...........shares, represeting .......... of the subscribed and paid up share capital, representing .............. of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 of the Articles of Incorporation and of article 112, paragraph 1 of the Company Law 31/1990 (“Law number 31/1990”). The President of the meeting acknowledges that the OGMS is statutory and legally convened and that it can adopt viable resolutions regarding the items on the agenda.

 Following the debates, the shareholders of the Company hereby decide:

1. **The election of the Secretary of the OGMS.**

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the OGMS……………….and the Company appoints……………….as technical secretary of the OGMS.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **The information** note on the transactions concluded with the administrators or directors, with the employees, shareholders who own the control of the company or a company controlled by them in compliance with art. 52 paragraph (3), letter a) of OUG 109/2011 with the subsequent amendtments and changes throughout 02.07.2018 – 15.08.2018.

*This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*

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*This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*

1. **The election** of the members of the Board of Directors of SN Nuclearelectrica SA by the application of the cumulative voting method (secret vote).
* [\_ \_ \_] citizen [\_ \_ \_], born in [\_ \_ \_], on the date [\_ \_ \_], resident in [\_ \_ \_] ], identified by [\_ \_ \_], series[\_ \_ \_], nr [\_ \_ \_], issued by [\_ \_ \_], on the date of [\_ \_ \_], with CNP [\_ \_] - [\_ \_ \_]
* [\_ \_ \_] citizen [\_ \_ \_], born in [\_ \_ \_], on the date [\_ \_ \_], resident in [\_ \_ \_] ], identified by [\_ \_ \_], series[\_ \_ \_], nr [\_ \_ \_], issued by [\_ \_ \_], on the date of [\_ \_ \_], with CNP [\_ \_] - [\_ \_ \_]
* [\_ \_ \_] citizen [\_ \_ \_], born in [\_ \_ \_], on the date [\_ \_ \_], resident in [\_ \_ \_] ], identified by [\_ \_ \_], series[\_ \_ \_], nr [\_ \_ \_], issued by [\_ \_ \_], on the date of [\_ \_ \_], with CNP [\_ \_] - [\_ \_ \_]
* [\_ \_ \_] citizen [\_ \_ \_], born in [\_ \_ \_], on the date [\_ \_ \_], resident in [\_ \_ \_] ], identified by [\_ \_ \_], series[\_ \_ \_], nr [\_ \_ \_], issued by [\_ \_ \_], on the date of [\_ \_ \_], with CNP [\_ \_] - [\_ \_ \_]
* [\_ \_ \_] citizen [\_ \_ \_], born in [\_ \_ \_], on the date [\_ \_ \_], resident in [\_ \_ \_] ], identified by [\_ \_ \_], series[\_ \_ \_], nr [\_ \_ \_], issued by [\_ \_ \_], on the date of [\_ \_ \_], with CNP [\_ \_] - [\_ \_ \_]
* [\_ \_ \_] citizen [\_ \_ \_], born in [\_ \_ \_], on the date [\_ \_ \_], resident in [\_ \_ \_] ], identified by [\_ \_ \_], series[\_ \_ \_], nr [\_ \_ \_], issued by [\_ \_ \_], on the date of [\_ \_ \_], with CNP [\_ \_] - [\_ \_ \_]
* [\_ \_ \_] citizen [\_ \_ \_], born in [\_ \_ \_], on the date [\_ \_ \_], resident in [\_ \_ \_] ], identified by [\_ \_ \_], series[\_ \_ \_], nr [\_ \_ \_], issued by [\_ \_ \_], on the date of [\_ \_ \_], with CNP [\_ \_] - [\_ \_ \_]

The following members of the Board of Directors are considered revoked:

* [\_ \_ \_]
* [\_ \_ \_]
* [\_ \_ \_]
* ................

They were not reconfirmed as a result of the application of the cumulative voting method, their mandate ceasing as a cosequence on the date of the OGMS, according to the terms of art. 167 paragraph (3) of the ASF Regulation No.5 / 2018.

1. **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.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **The establishment** of the fixed gross monthly indemnity of the administrators elected by the application of the cumulative voting method, in compliance with the provisions of art. 37 paragraphs (1) and (2) of OUG no. 109/2011 regarding the corporate governance of public companies, approved with subsequent amendments by Law no. 111/2016, equal to two times the average gross indemnity over the last 12 months in the field of activity registered by the company, at class level, in compliance with the classification of activities in the national economy, communicated by the National Institute of Statists, prior to the appointment.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **The approval** of the mandate contract form which will be concluded with the administrators elected by the application of the cumulative voting method.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **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.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **The empowerment** of the President of the Board of Directors, to sign, on behalf of the shareholders, the OGMS’s Resolutions and any other documents in connection therewith, and to perform any act or comply with any formality required by law for the registration and enforcement of the OGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. The President of the Board of Directors may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

 **PRESIDENT OF THE BOARD OF DIRECTORS**

**Iulian-Robert TUDORACHE**

SECRETARY OF THE MEETING