



**Resolution number 12/19.12.2019
of the Extraordinary 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, 19 December 2019, 11:00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Extraordinary General Meeting of Shareholders (EGMS) of SNN, held at Hotel Capital Plaza, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the EGMS 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 EGMS, published in the Official Gazette of Romania, Part IV , number 4817 of 18.11.2019, in the "Romania Libera" newspaper, number 8510 of 18.11.2019 and on 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 EGMS is legal and statutory, 25 shareholders are present or represented, owning a total number of 277.190.776 shares, representing 91.93302 % of the subscribed and paid up share capital, representing 91.93302 % 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 115, paragraph 1 of the Company Law 31/1990 ("Law number 31/1990"). The President of the meeting acknowledges that the EGMS 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 EGMS

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the EGMS Mr. Alexandru Prepelita and the Company appoints Ms. Iuliana Cormos and Ms. Saida Ismail as technical secretary of the EGMS.



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In the presence of the shareholders representing 91.93302 % of the share capital and 91.93302 % of the voting rights, this item is adopted with 277.190.776 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 277.190.776 votes “for”
- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

2. The approval of the following proposals:

- (i) **increasing the value limit of competence delegated by the shareholders of the Board of Directors, by the Resolution of the Extraordinary General Meeting of Shareholders (EGMS) no. 2/04.01.2019, point 4, for the increase of the share capital of the company with the value of the land of 34,170 sqm, located in 23 Energia Street Cernavoda, from the initial value approved by the EGMS Resolution no. 2/04.01.2019, of 3.015.427.983 lei, at the maximum value of 3.016.518.660 lei;**
- (ii) **modification of the limit of the maximum value of the authorized share capital proposed by the shareholders of the company, according to the EGMS Resolution no. 2/04.01.2019, point 4, and until which the Board of Directors is authorized to carry out the capital increase detailed by the Resolution of the EGMS no. 2/04.01.2019, from the initial value of 3.015.427.983 lei, up to the maximum value of 3.016.518.660 lei;**
- (iii) **Amendment of paragraph (7) in art 8 of the Articles of Incorporation of SN Nuclearelectrica SA, as follows:**

“(7) In accordance with the provisions of art. 220¹ of Law no. 31/1990, the Board of Directors is authorized, for a period of three years, to increase the share capital by issuing new shares in exchange for the contributions of the shareholders, up to a value of the authorized capital of 3.016.518.660 lei, representing:

- the contribution in nature of the Romanian State, represented by the Ministry of Energy, following the obtaining of the land ownership certificate issued by the Ministry of Industry and Resources no 6899 / 12.10.2001 on the land of 34 170.15 sqm located in 23 Energia Street, Cernavoda; the value of the land representing the contribution in nature of the state shall be

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determined by independent experts designated by the Trade Register Office in accordance with the provisions of art. 215 of Law no. 31/1990 by updating the value of the land from the moment of submitting the documentation with the inflation index according to the provisions of art. 6 of GD no. 834/1991, corroborated with the provisions of art. 143 of HG no. 577/2002;

- the cash contribution of the other shareholders within the exercise of the pre-emption right by the other shareholders in exchange for the contribution in nature of the Romanian State by means of the Ministry of Energy.
- The decision of the Board of Directors to increase the share capital shall be published in the Official Gazette of Romania, Part IV".

In the presence of the shareholders representing 91.93302 % of the share capital and 91.93302 % of the voting rights, this item is adopted with 277.110.653 votes representing 99.97109 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 277.110.653 votes "for"
- 0 votes "against"
- 80.123 votes "abstain"
- 0 votes were not casted.

A number of 0 was annulled.

3. The approval of the date 17.01.2020 as registration date in compliance with art. 86, paragraph (1) of Law 24/2017 regarding issuers of financial instruments and market operations, namely the date serving for the identification of the shareholders who will benefit from dividends or any other rights and who will be affected by the resolutions of the EGMS.

In the presence of the shareholders representing 91.93302 % of the share capital and 91.93302 % of the voting rights, this item is adopted with 277.110.777 votes representing 99.97114 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 277.110.777 votes "for"
- 0 votes "against"
- 79.999 votes "abstain"
- 0 votes were not casted.

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A number of 0 was annuled.

- 4. The approval** of the date **16.01.2020** as „**ex date**”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, paragraph (2) letter l) from the ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations.

In the presence of the shareholders representing 91.93302 % of the share capital and 91.93302 % of the voting rights, this item is adopted with 277.110.777 votes representing 99.97114 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 277.110.777 votes “for”
- 0 votes “against”
- 79.999 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- 5. 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.

In the presence of the shareholders representing 91.93302 % of the share capital and 91.93302 % of the voting rights, this item is adopted with 273.596.941 votes representing 98.70348 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 273.596.941 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 3.593.835 votes were not casted.
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A number of 0 was annuled.

PRESIDENT OF THE BOARD OF DIRECTORS

Iulian Robert TUDORACHE

SECRETARY OF THE MEETING

Alexandru Prepelita