



NUCLEARELECTRICA

**Resolution number 5/27.04.2020
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, 27.04.2020, 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 Mr. Remus Vulpescu in his capacity of representative of the 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 1175 of 26.03.2020, in the, "Adevarul" newspaper, number 8306 of 26.03.2020 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 OGMS is legal and statutory, 20 shareholders are present or represented, owning a total number of 276.419.684 shares, representing 91,67727 % of the subscribed and paid up share capital, representing 91,67727 % 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.

Societatea Nationala NUCLEARELECTRICA S.A.

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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 Ms. Rizea Lavinia and the Company appoints Ms Cristina Bacaintan and Ms Saida Ismail as technical secretaries of the OGMS.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 276.180.225 votes, representing 99,91337% 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:

- 276.180.225 votes “for”
- 0 votes “against”
- 239.459 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

2. The approval of the Individual Financial Statements as at and for the date ended on December 31, 2019, 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 2019 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, 2019.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 274.291.196 votes, representing 99,22998% 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:

- 274.291.196 votes “for”
- 1.796.529 votes “against”
- 331.959 votes “abstain”

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- 0 "unexpressed" votes
- A number of 0 votes was canceled.

3. The approval of the Annual Consolidated Financial Statements as at and for the date ended on December 31, 2019 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 2019 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, 2019.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 274.291.196 votes, representing 99,22998% 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:

- 274.291.196 votes "for"
 - 1.796.529 votes "against"
 - 331.959 votes "abstain"
 - 0 "unexpressed" votes
- A number of 0 votes was canceled.

4. The approval of the Annual Report of the Administrators for the financial year ended on December 31, 2019, 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.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 276.087.725 votes, representing 99,87991 % 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:

- 276.087.725 votes "for"
- 0 votes "against"
- 331.959 votes "abstain"
- 0 "unexpressed" votes

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A number of 0 votes was canceled.

5. The approval of the Quarterly report of the Board of Directors for the IV quarter of 2019.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 276.087.725 votes, representing 99,87991% 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:

- 276.087.725 votes “for”
- 0 votes “against”
- 331.959 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

6. The approval of the proposal regarding the distribution of the net profit for the financial year 2019, of the total value of the gross dividends in amount of **498.421.396 lei**, of the gross dividend value per share in amount of **1,65306302 lei**, of the payment date, namely **June 25, 2020** and of the methods of payment, as provided in the Note presented to the shareholders.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 276.180.225 votes, representing 99,91337% 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:

- 276.180.225 votes “for”
- 0 votes “against”
- 239.459 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. The approval of the discharge of duty of the members of the Board of Directors for the financial year 2019.

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In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 274.291.196 votes, representing 99,22998% 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:

- 274.291.196 votes "for"
- 1.796.529 votes "against"
- 331.959 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

8. Information regarding the Corporate Social Responsibility Report of SN Nuclearelectrica SA for the year 2019.

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.

9. Approval of date **June 16th, 2020** 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.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 276.419.684 votes, representing 100% 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:

- 276.419.684 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

10. Approval of date **June 15th, 2020** 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

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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.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 276.419.684 votes, representing 100% 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:

- 276.419.684 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

11. The approval of the date **June 25th, 2020** 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.

In the presence of the shareholders representing 91,67727% of the share capital and 91,67727% of the voting rights, the current item is adopted with 276.419.684 votes, representing 100% 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:

- 276.419.684 votes "for"
- 0 votes "against"
- 0 votes "abstain"
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A number of 0 votes was canceled.

12. 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

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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.

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The expressed vote are recorded as follows:

- 276.419.684 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

For PRESIDENT OF THE BOARD OF DIRECTORS

Representative, Mr. Remus Vulpescu

SECRETARY OF THE MEETING

Lavinia Rizea

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