



NUCLEARELECTRICA

**Resolution number 6/28.05.2020
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, 28.05.2020, 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, Mihail Kogalniceanu Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the OGMS was opened by the President of the meeting, 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 1520 of 27.04.2020, in the, "Adevarul" newspaper, number 8319 of 27.04.2020 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, 15 shareholders are present or represented, owning a total number of 275.950.067 shares, representing 91,52152 % of the subscribed and paid up share capital, representing 91,52152 % 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:

Societatea Nationala NUCLEARELECTRICA S.A.
65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;
Trade Registry number: J40/7403/1998, Sole registration code: 10874881,
Paid and subscribed capital: 3.015.138.510 lei
office@nuclearelectrica.ro, www.nuclearelectrica.ro



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

In the presence of the shareholders representing 91,52152% of the share capital and 91,52152% of the voting rights, the current item is adopted with 275.710.608 votes, representing 99,91322% 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:

- 275.710.608 votes "for"
- 0 votes "against"
- 239.459 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

2. The extension of the duration of Mr. Teodor Minodor Chirica's mandate which terminates on 30.05.2020 with a 2-month period starting 31.05.2020, in compliance with the provisions of art. 64¹, paragraph (4) and (5) of OUG 109/2011 with the subsequent amendments or until the date of mandate acceptance by an administrator appointed in compliance with the provisions of OUG 109/2011, with the subsequent amendments, if the selection is completed before the mentioned term. (secret vote).

In the presence of the shareholders representing 91,52152% of the share capital and 91,52152% of the voting rights, the current item is adopted with 254.442.253 votes, representing 92,20590% 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:

- 254.442.253 votes "for"
- 21.268.355 votes "against"
- 239.459 votes "abstain"
- 0 "unexpressed" votes

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A number of 0 votes was canceled.

3. The approval to maintain the gross monthly indemnity of the provisional member of the BoD and the variable component as these were approved by OGMS Resolution no. 1/30.01.2020.

In the presence of the shareholders representing 91,52152% of the share capital and 91,52152% of the voting rights, the current item is adopted with 273.914.079 votes, representing 99.26219% 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:

- 273.914.079 votes “for”
- 1.796.529 votes “against”
- 239.459 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

4. The approval of the form of the Additional Act to the Mandate Contract which is to be signed by the company with the member of the BoD whose mandate was extended.

In the presence of the shareholders representing 91,52152% of the share capital and 91,52152% of the voting rights, the current item is adopted with 275.710.608 votes, representing 99,91322% 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:

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

A number of 0 votes was canceled.

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- 5. The mandating** of the Ministry of Economy, Energy and Business Environment representative within the GMS to sign on behalf and for the company the Additional Act to the Contract of Mandate of the provisional administrator whose mandate was extended.

In the presence of the shareholders representing 91,52152 of the share capital and 91,52152 of the voting rights, the current item is adopted with 275.710.608 votes, representing 99.91322% 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:

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

A number of 0 votes was canceled.

- 6. Information** on opinion with reservations expressed by the independent financial auditor Mazars Romania SRL in the audit reports on the Individual and Condensed Financial Statements ended on December 31, 2019, elaborated as per the instructions of the Ministry of Economy, Energy and Business Environment, registered by the Ministry with no. 201574/10.04.2020 and by SNN with no. 5087/13.04.2020.

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.

- 7. 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 01.01.2020-31.03.2020.

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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- 8. 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 01.01.2020-31.03.2020.

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. 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 the presence of the shareholders representing 91,52152% of the share capital and 91,52152% of the voting rights, the current item is adopted with 275.950.067 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:

- 275.950.067 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**For CHAIRMAN OF THE BOARD OF DIRECTORS
Representative, Mr. Remus Vulpescu**

SECRETARY OF THE MEETING

Lavinia Rizea