



NUCLEARELECTRICA

**Resolution number 9/27.07.2020  
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, 27.07.2020, 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.

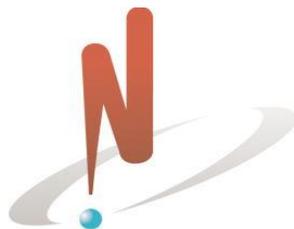
Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 2095 of 24.06.2020, in the "Romania Libera" newspaper, number 8652 of 24.06.2020 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 275.280.050 shares, representing 91,29930% of the subscribed and paid up share capital, representing 91,29930% 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.**



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As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the OGMS Mr. Romeo Susanu and the Company appoints Iuliana Cormos and Saida Ismail as technical secretaries of the OGMS.

In the presence of the shareholders representing 91,29930% of the share capital and 91,29930% of the voting rights, the current item is adopted with 275.280.050 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:

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

A number of 0 votes was canceled.

**2.The approval** of the Quarterly Report of the Board of Directors for the 1<sup>st</sup> quarter of 2020, prepared based on the provisions of OUG no. 109/2011 regarding the corporate governance of public enterprises, as subsequently amended (“OUG 109/2011”) and on article 67 of the Law no. 24/2017 regarding issuers of financial instruments and market operations.

In the presence of the shareholders representing 91,29930% of the share capital and 91,29930% of the voting rights, the current item is adopted with 275.250.452 votes, representing 99,98925% 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:

- 275.250.452 votes “for”
- 124 votes “against”
- 29.474 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**3.The election** of a member of the Board of Directors of SN Nuclearelectrica SA (secret vote).

In the presence of the shareholders representing 91,29930% of the share capital and 91,29930% of the voting rights, the current item is adopted with 249.196.442 votes, representing 90,52470% of the

**Societatea Nationala NUCLEARELECTRICA S.A.**

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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:

- 249.196.442 votes “for”
- 23.588.411 votes “against”
- 0 votes “abstain”
- 28.728.998 ”unexpressed” votes

A number of 0 votes was canceled.

### 3.1. The rejection of the election of **Mr. Calin-Radu Vilt** as member of the Board of Directors of SN Nuclearelectrica SA. (secret vote)

In the presence of the shareholders representing 91,29930 % of the share capital and 91,29930 % of the voting rights, the current item is rejected with 269.838.921 votes, representing 98,02342% 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:

- 0 votes “for”
- 269.838.921 votes “against”
- 459.823 votes “abstain”
- 4.981.306 ”unexpressed” votes

A number of 0 votes was canceled.

### 3.2. The election of **Mr. Teodor Minodor Chirica** as member of the Board of Directors of SN Nuclearelectrica SA. (secret vote)

In the presence of the shareholders representing 91,29930 % of the share capital and 91,29930 % of the voting rights, the current item is adopted with 251.691.515 votes, representing 91,43108% 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:

- 251.691.515 votes “for”
- 21.102.302 votes “against”

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- 124 votes “abstain”
  - 2.486.109 ”unexpressed” votes
- A number of 0 votes was canceled.

**4.The establishment** of the duration of the elected administrator’s mandate duration until 28.09.2022, date at which the mandate of the administrators in office expires.

In the presence of the shareholders representing 91,29930 % of the share capital and 91,29930 % of the voting rights, the current item is adopted with 272.793.817 votes, representing 99,09684 % 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:

- 272.793.817 votes “for”
- 2.486.109 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**5. The approval** of the gross fixed indemnity of the elected administrator, equal to twice the average of the previous 12-month monthly gross salary for the activity carried out in compliance with the main registered scope of business of the company, at class level as per the classification of activities in the national economy, communicated by the National Institute of Statistics, prior to appointment.

In the presence of the shareholders representing 91,29930 % of the share capital and 91,29930 % of the voting rights, the current item is adopted with 272.793.817 votes, representing 99,09684% 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:

- 272.793.817 votes “for”
- 2.486.109 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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**6. The approval** of the annual variable component in amount of 12 fixed monthly indemnities determined based on the financial and nonfinancial performance indicators – as negotiated with the administrators in office and approved by the Ordinary General Meeting of Shareholders by Resolution no. 3/10.04.2020.

In the presence of the shareholders representing 91,29930 % of the share capital and 91,29930 % of the voting rights, the current item is adopted with 272.334.118 votes, representing 98,92984% 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:

- 272.334.118 votes “for”
- 2.486.109 votes “against”
- 459.823 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**7. The approval** of the mandate contract form which will be concluded with the elected administrator.

In the presence of the shareholders representing 91,29930 % of the share capital and 91,29930 % of the voting rights, the current item is adopted with 272.793.817 votes, representing 99,09684% 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:

- 272.793.817 votes “for”
- 2.486.233 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**8. The empowerment** of the representative of the majority shareholder, the Romanian state through the Ministry of Economy, Energy and Business Environment to sign the mandate contract with the elected administrator.

In the presence of the shareholders representing 91,29930 % of the share capital and 91,29930 % of the voting rights, the current item is adopted with 272.793.941 votes, representing 99,09688% of the

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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:

- 272.793.941 votes "for"
- 2.486.109 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

**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 91,29930% of the share capital and 91,29930% of the voting rights, the current item is adopted with 275.280.050 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:

- 275.280.050 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**

**ROMEO SUSANU**