



**Resolution number 2/27.01.2021
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, 27.01.2021, 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, Mihail Kogalniceanu Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the EGMS was opened by the President of the meeting, Mr. Teodor Minodor Chirica in his capacity of Chairman of the Board of Directors.

Taking into consideration:

- The convening notice of the EGMS, published in the Official Gazette of Romania, Part IV , number 4473 of 21.12.2020, in the "Romania Libera" newspaper, number 8778 of 21.12.2020 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 EGMS is legal and statutory, 22 shareholders are present or represented, owning a total number of 254.161.670 shares, representing 84,25884% of the subscribed and paid up share capital, representing 84,25884% 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. Romeo Susanu and the Company appoints Ms Cristina Bacaintan and Ms Saida Ismail as technical secretary of the EGMS.



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In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, this item is adopted with 254.161.670 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:

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

A number of 0 was annuled.

2. Approval of the amendment proposals to SNN’s Articles of Incorporation presented in Appendix to the Convening Notice.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, this item is adopted with 254.161.670 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.

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3. The approval of the setting-up (establishment) of a branch, fully owned by SNN, in its capacity as sole shareholder, with the following characteristics:

- Legal form: branch of SNN, on the basis of the provisions of Art. (42) of Law no. 31/1990 on trading companies, republished, with its updated amendments and additions (“Companies Law”), organized in the form of a limited liability company, on the basis of the provisions of Art. (2) letter e) of the Companies Law, and having SNN as its sole shareholder, on the basis of the provisions of Art. (13) par. (1) of the Companies Law;
- The scope of activities of the branch will include: Treatment and removal of hazardous waste, Collection of hazardous waste and decontamination activities and services; The main and the secondary activities will be provided for in the By-Laws to be approved by the Board of Directors of SNN;
- The registered office will be in Cernavoda; the precise address will be provided for in the By-Laws to be approved by the Board of Directors of SNN;

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- Duration of the branch: indefinite;
- The company will be managed by a Board of Directors consisting of 3 members, which will be appointed by the Board of Directors of SNN;
- Term of office of the members of the Board of Directors: 4 years;
- The share capital of the company will be RON 200, according to Art. (11) of the Companies Law, the contribution of the sole shareholder having to be exclusively in cash. SNN is entitled to finance the new company by contracting shareholder loans.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, this item is adopted with 254.161.546 votes representing 99,99995% 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:

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

A number of 0 was annuled.

- 4. The approval** of the mandating of the Board of Directors of SNN to fulfill all the formalities for the establishment of the new branch, of the Board of Directors, including – without limitation – the following: establish/choose the location of the registered office of the branch in the locality of Cernavoda, choose the name of the branch, check the availability of and reserve the name of the branch, draw up and approve the By-Laws of the branch, in compliance with the legal requirements, appoint the members of the Board of Directors, appoint the external auditor/internal auditors, prepare all operations/formalities related to the paying-up of the share capital (including the opening of a bank account, making the actual payments, etc.), sign any statement required under the law in the name of the sole shareholder of the branch (e.g. statement of no overlap of office, statement concerning the fulfilment by SNN of all conditions required under the law, relevant for holding and exerting the capacity of sole shareholder of the branch, etc.), make the payment of all fees and rates related to the operation of establishing a new branch, contract notary’s services, and, where appropriate, lawyer’s services, as required for the establishment of the new branch and, in general, perform any operation and sign any document in relation to the establishment of the branch.

In order to fulfill the aforementioned acts, the Chairperson of the Board of Directors of SNN may delegate the duties/responsibilities related to the establishment of the new branch to any other person, including the Board of Directors of the branch, which will be appointed to this position through a decision of the Board of Directors of SNN.

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5. Approval of date **17.02.2021** 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 EGMS resolutions impact will be identified.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, this item is adopted with 254.161.670 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:

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

A number of 0 was annuled.

6. Approval of date **16.02.2021** 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 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 84,25884 % of the share capital and 84,25884 % of the voting rights, this item is adopted with 254.161.670 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:



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7. 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 84,25884% of the share capital and 84,25884% of the voting rights, this item is adopted with 254.161.670 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.

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CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA

SECRETARY OF THE MEETING

ROMEO SUSANU



ANNEX to item 2 on the agenda

AMENDMENTS AND ADDITIONS TO THE ARTICLES OF INCORPORATION OF SNN

1. The name of the **ARTICLES OF INCORPORATION** of S.N. Nuclearelectrica S.A is hereby amended, as follows: "ARTICLES OF INCORPORATION of National Company "Nuclearelectrica" S.A. with the amendments and additions registered until"

2. Art. 7 of the Articles of Incorporation of SNN is hereby amended, following the increase of the share capital, and shall have the following content:

"Art. 7

Share Capital

Art. 7 (1) The share capital of the trading company is RON **3,016,438.940**, fully subscribed and paid by the Company's shareholders. The share capital is divided into **301,643,894 shares**, issued in dematerialized form, having a nominal value of RON 10.00 each.

(2) The Company's share capital is owned by the following Shareholders, as follows:

a) The Romanian State, through the Ministry of Economy, Energy and Business Environment (the competent Ministry) owns a total of **248,850,476** shares, with a total value of RON **2,488.504,760**, accounting for a share of **82.4981 %** of the Company's share capital;

b) S.C. Fondul Proprietatea S. A. owns a total of **21,112,037** shares, with a total value of RON **211,120,370**, accounting for a share of **6.9990 %** of the Company's share capital;

c) Other Shareholders, Romanian and foreign natural persons and legal entities own a total of **31,681,381** shares, with a total value of RON **316,813,810**, accounting for a share of **10.5029 %** of the Company's share capital.

(3) The identification details of each Shareholder, the contribution of each of them to the share capital, the number of shares each is entitled to, and the participation in the total share capital are included in the Register of Shareholders, kept in the computer system of the Central Depository.

(4) The rights and obligations related to the share capital of Nuclearelectrica for the proportion of the share capital held by the Romanian State, are exercised in the name and on behalf of the Romanian State, by the competent ministry, to the authority of which the Company is subject.

3. Art.8 "**Share Capital or Increase**" is hereby amended by elimination par. (7) and will have the following content:

Art. 8 (1) The share capital may be reduced or increased based on the resolution of the Extraordinary General Meeting of Shareholders, under the conditions, and in compliance with the procedures laid down by the law.

(2) The share capital may be increased by:



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- a) new contributions in cash and/or in-kind, under the conditions of the law;
 - b) incorporation of reserves, except for legal reserves and favorable differences resulting from the revaluation of the corporate assets and legal reserves, as well as of the benefits or share issue premiums;
 - c) compensation of some liquid and chargeable debts from Nuclearelectrica with its shares;
 - d) other sources determined by the General Meeting of Shareholders, pursuant to the law.
- (3) The shares issued for the share capital increase shall be offered for subscription first of all to the existing shareholders, on a pro rata basis, in relation to the number of shares they own, granting them, in this regard, a right of preference to subscribe for newly issued shares. The right of preference shall be exercised in compliance with the provisions of the applicable legislation.
- (4) The share capital may be reduced by:
- a) reducing the number of shares;
 - b) reducing the nominal value of the shares;
 - c) acquiring own shares, followed by their annulment;
 - d) any other procedures governed by the law.
- (5) If the Board of Directors finds that, following some losses established by the approved annual financial statements, the Company's net assets, determined as the difference between the Company's total assets and its total liabilities, has decreased to less than half of the subscribed share capital, it shall immediately convene the Extraordinary General Meeting of Shareholders to decide whether the Company should be dissolved. If the dissolution is not decided, the Company shall be required, by the end of the financial year subsequent to that one in which the losses were found, to proceed with the reduction of the share capital by an amount at least equal to that of the losses which could not be covered by reserves, if during this timeframe the Company's net assets were not reinstated to a value at least equal to half of the share capital.
- (6) The share capital reduction may only be implemented two months after the date of publication in the Official Gazette of Romania, Part IV, of the Resolution of the Extraordinary General Meeting of Shareholders, pursuant to the legal provisions.

4. **Art. 13 (2)** "*The main duties of the Ordinary General Meeting of Shareholders are*" is hereby amended as follows:

- par. (2) is amended by adding let. m) and n), and shall have the following content:

Art. 13 (1) General Meetings of Shareholders may be Ordinary or Extraordinary.

(2) The main duties of the Ordinary General Meeting of Shareholders are:

- a) discusses, approves and changes the annual financial statements based on the reports presented by the Board of Directors and the financial auditor;
- b) establishes the distribution of the net profit and sets the value of the dividend;
- c) elects and revokes the members of the Board of Directors;
- d) appoints and dismisses the financial auditor and establishes the minimum term of the financial audit contract;
- e) establishes the general limits for the remuneration of the Chief Executive Officer and the

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Managers;

- f) establishes the level of remuneration for the members of the Board of Directors, as well as the terms and conditions of the mandate contract concluded with the members of the Board of Directors;
- g) decides on the administration of the members of the Board of Directors;
- h) approves the strategy and the development policies of the Company;
- i) establishes the annual revenues and expenditures budget for the next financial year;
- j) decides on pledging, renting or discontinuing one or several units of the Company;
- k) approves the reports of the Board of Directors regarding the activity performed;
- l) also analyzes and solves other issues submitted by the Board of Directors.
- m) approves the remuneration policy regarding the managers, as well as on the occasion of each significant change and, in any case, at least once every 4 years;**
- n) submits for voting within the annual Ordinary General Meeting of Shareholders, the remuneration report related to the most recent financial year, with Shareholders' opinion resulting from the vote, having an advisory nature.**

4. Art. 13 (4) is hereby amended by adding let. d), e), f), g) and h), and shall have the following content:

Art .13 (4) In addition to the powers and duties mentioned under par. 3 above or established by law, the Extraordinary General Meeting of Shareholders decides on the following matters:

- a) conclusion by the Company of any contract, undertaking of any obligation or commitment that might involve expenses or the undertaking any other important obligation by the Company, as per the competence limits set out in Annex No. 1 to these Articles of Incorporation.
- b) engagement by the Company in any type of loans, debts or obligations as per the competence limits set out in Annex No. 1 to these Articles of Incorporation;
- c) incorporation or participation in the incorporation of companies governed by Companies Law No. 31/1990 or of associations or foundations governed by GO No. 26/2000 on associations and foundations;
- d) delegating to the Board of Directors the duty of withdrawing the right of preference, in compliance with the conditions on quorum and majority;**
- e) approving the operation of consolidating the nominal value of a share;**
- f) approving the proposal of the Board of Directors related to the value of a consolidated share to be used for the calculation of the amount of compensation;**
- g) providing information on the amounts to be paid to Shareholders, approving the payment terms and conditions, as well as approving the calculation instructions to be made available to Shareholders;**
- h) granting mandate to the Board of Directors to carry out the amendment of the Articles of Incorporation, as an effect of consolidating the nominal value of the shares and to carry out all the operations necessary for the registration and amendment of the Articles of Incorporation in the Trade Register.**

**CHAIRMAN OF THE BOARD OF DIRECTORS
TEODOR MINODOR CHIRICA**

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