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**Resolution number 4/05.04.2021
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, 05.04.2021, 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 875 of 03.03.2021, in the "Romania Libera" newspaper, number 8826 of 03.03.2021 and on the website of the Company;
- The amended convening notice of the EGMS, published in the Official Gazette of Romania, Part IV, number 1214 of 24.03.2021, in the "Romania Libera" newspaper, number 8841 of 24.03.2021 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, 26 shareholders are present or represented, owning a total number of 268.045.714 shares, representing 88,86164% of the subscribed and paid up share capital, representing 88,86164% 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



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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 EGMS Mr. Romeo Susanu and the Company appoints Ms Cristina Bacaintan and Ms. Saida Ismail as technical secretaries of the EGMS.

In the presence of the shareholders representing 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 268.045.714 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:

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

A number of 0 was annulled.

2. The approval of setting up a wholly owned subsidiary of SNN, as sole associate, under the following conditions:

- Legal form: limited liability company, having Societatea Nationala Nuclearelectrica SA as sole associate
- The scope of activity of the subsidiary will include: CAEN Code 2446 – Processing of Nuclear Fuels; The main and secondary scopes of activity will be provided in the Articles of Incorporation which is approved by the Board of Directors of SNN;
- The headquarters is in Feldioara/Brasov; the exact address will be provided in the Articles of Incorporation;
- Duration of the subsidiary: unlimited;
- The company will be managed by a Board of Directors formed of 5 members, appointed by the Board of Directors of SNN; The Articles of Incorporation will include their identification data, the powers that they have been conveyed as well as whether they will exercise them jointly or separately;
- The duration of the mandate of the Board of Directors: 4 years;
- The share capital of the Subsidiary at the moment of establishment is of 200 lei, fully subscribed in cash by SNN. SNN has the right to finance the new company by contracting associate loans.

In the presence of the shareholders representing 88.86164% of the share capital and 88.86164% of the voting rights, this item is adopted with 251.867.127 votes representing 93,96424% of the total votes

Societatea Nationala NUCLEARELECTRICA S.A.

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

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Paid and subscribed capital: 3.016.438.940 lei.

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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:

- 251.867.127 votes “for”
- 16.178.321 votes “against”
- 266 votes “abstain
- 0 votes were not casted.
-

A number of 0 was annulled.

3. The empowerment of the Board of Directors of SNN to fulfill all the formalities related to the establishment of the new Subsidiary, including – without being limited to – the following: establishment of the social headquarters of the Subsidiary, selection of the name of the Subsidiary, verification of the availability and reservation of the name of the Subsidiary, drafting and approving of the Articles of Incorporation of the Subsidiary, in compliance with the legal requirements, appointment of the members of the Board of Directors, appointment of the auditor/censors, undertaking all the necessary operations/formalities for the subscription of the share capital (including opening the bank account, making the subscription etc), signing any statement required by the law in the capacity of sole associate of the subsidiary (for example, the statement regarding non-overlapping of the headquarters, the statement regarding the fulfillment, by SNN, of all the requirements necessary under applicable legal obligations for ownership and exercising of the capacity of sole associate of the subsidiary, etc.), paying all the taxes and tariffs related to the establishment of the new subsidiary, contracting of notary services and legal representation services, if necessary, needed for the establishment of the new Subsidiary and, in general, performing any operation and signing any document related to the setting up of the Subsidiary.

In the presence of the shareholders representing 88.86164% of the share capital and 88.86164% of the voting rights, this item is adopted with 251.867.127 votes representing 93,96424% 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:

- 251.867.127 votes “for”
- 16.178.321 votes “against”
- 266 votes “abstain
- 0 votes were not casted.

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A number of 0 was annulled.

- 4. Approval** of the share capital increase of EnergoNuclear SA with the amount of 25 million lei and approval of the participation of Societatea Nationala Nuclearelectrica SA to the share capital increase of EnergoNuclear SA, subsidiary wholly owned by Societatea Nationala Nuclearelectrica SA, with the amount of 25 million RON.

In the presence of the shareholders representing 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 254.769.395 votes representing 95,04699% 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:

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

A number of 0 was annulled.

- 5. Approval** of the mandate of the representatives of Nuclearelectrica in the Extraordinary General Meeting of Shareholders of Societatea Energonuclear SA, in order to vote in the favor of the modification of the share capital of EnergoNuclear SA, in the sense of its increase with the amount of 25 million lei and also the approval of the mandate of the representatives of Nuclearelectrica in the Extraordinary General Meeting of Shareholders of EnergoNuclear SA to vote in the favor of the full subscription by the sole shareholder of EnergoNuclear SA, namely Nuclearelectrica, of the additional share capital (increased), of 25 million lei, in the form of in cash contribution of Nuclearelectrica to the share capital of EnergoNuclear SA, in the amount of 25 million lei.

In the presence of the shareholders representing 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 254.769.395 votes representing 95,04699% 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:

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

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A number of 0 was annulled.

- 6. The empowerment** of the SNN Board of Directors to initiate, unfold and approve the corporate procedures, operations and decisions necessary for the share capital increase of EN, the operationalization of EN and for ensuring the necessary resources, in compliance with the Strategy approved by the Ordinary General Meeting of SNN Shareholders.

In the presence of the shareholders representing 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 254.769.395 votes representing 95,04699% 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:

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

A number of 0 was annulled.

- 7. The approval** of the bearing by SNN, through EN, subsidiary wholly owned by SNN, of the expenses generated by the Phase I of the Cernavoda NPP Units 3 and 4 Project, in compliance with the provisions of the approved Strategy, under the condition of compliance with the revenue and expenses budget approved in compliance with legal provisions.

In the presence of the shareholders representing 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 254.769.519 votes representing 95,04704% 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:

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

A number of 0 was annulled.



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- 8. Approval** of the proposals for the amendment of the Articles of Incorporation of SN Nuclearelectrica SA presented in Appendix to the convening notice. The appendix is an integrated parte of the resolution.

In the presence of the shareholders representing 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 252.967.427 votes representing 94,37473% 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:

- 252.967.427 votes "for"
- 15.078.021 votes "against"
- 266 votes "abstain"
- 0 votes were not casted.

A number of 0 was annulled.

- 9. Approval** of date **21.04.2021** 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 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 268.045.714 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:

- 268.045.714 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 votes were not casted.

A number of 0 was annulled.

- 10. Approval** of date **20.04.2021** 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.

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The votes were recorded as follows:

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

A number of 0 was annulled.

- 11. 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 88,86164% of the share capital and 88,86164% of the voting rights, this item is adopted with 268.045.714 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:

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

A number of 0 was annulled.

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA

SECRETARY OF THE MEETING

ROMEO SUSANU

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ANNEX to item 8 on the amended agenda of EGMS

AMENDMENT 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 **05.04.2021**"

2. Art. 7, par. (2) of the Articles of Incorporation of SNN is hereby amended, following the change 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 Energy (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) Other Shareholders, Romanian and foreign natural persons and legal entities own a total of **52,793,418** shares, with a total value of RON **527,934,180**, accounting for a share of **17.5019** % 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. 13 par. (3) of the Articles of Incorporation shall be amended as follows:

(a) Article 13 par. (3) let. o) par. 2 is removed;

(b) Article 13 par. (3) is completed with a new letter, the letter "p".

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Art. 13 par. (3) and shall have the following content:

„(3) **The Extraordinary General Meeting of Shareholders** has the right to decide on:

- a) changing the legal form of the Company;
- b) transferring the headquarters of the Company;
- c) amending the scope of business of the Company;
- d) establishing or dissolving secondary offices: subsidiaries, agencies, representative offices, and other such units without legal personality;
- e) increasing, reducing or reinstating the share capital through the issue of new shares;
- f) merging with other companies or dividing the Company;
- g) anticipated dissolution of the Company;
- h) issuance of bonds;
- i) conversion of shares from one category to another;
- j) conversion of a category of bonds into another category or into shares;
- k) withdrawing the Shareholders' preferential right to the subscription of new shares issued by the Company;
- l) authorizing the acquisition, by the Company, of its own shares, and establishing the conditions for such acquisition, in particular the maximum number of shares to be acquired, and, in case they are acquired for consideration, their minimum and maximum equivalent value and the period when the transaction is done, in compliance with the law; it also establishes the method of alienation of own shares acquired by the Company;
- m) acquiring, selling, exchanging or pledging as collateral certain assets under the category of non-current assets belonging to the Company, whose value exceeds, separately or cumulated, throughout a financial year, 20% of the total non-current asset of the Company, less receivables;
- n) renting tangible assets, for a period greater than a year, whose separate or cumulated value in relation to the same co-contractor or persons involved, or acting together exceeds 20% of the total value of non-current assets, less receivables, as of the date of conclusion of the legal act, as well as the associations for a period over one year, exceeding the same value;
- o) *approving any other amendments to the Articles of Incorporation and any other resolution for which the approval of the Extraordinary General Meeting of Shareholders is required.*
- p) *approving the mandate of Nuclearelectrica's representatives in the General Meeting of Shareholders of S.C. Energonuclear S.A. for:*
 - i. *dissolution and liquidation of Energonuclear S.A.;*
 - ii. *making any investment by S.C Energonuclear S.A exceeding 50,000,000 euro (fifty million euro) for a single transaction and/or exceeding 50,000,000 euros (fifty million euros) cumulated with other transactions in any financial year;*
 - iii. *conclusion by S.C Energonuclear S.A of any contract involving costs or taking any important obligations by S.C Energonuclear S.A exceeding 50,000,000 euros (fifty million euros), individually or cumulated, in a single financial year;*

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- iv. *any effective or proposed sale, any other alienation or any assets or rights of S.C. Energonuclear S.A, any effective or proposed acquisition of assets or rights by S.C. Energonuclear S.A exceeding the cumulated amount of 50.000.000 euro (fifty million euro);*
- v. *Contracting, by S.C. Energonuclear S.A. of any types of loans or debts or obligations assimilated to loans, with a values exceeding EUR 50,000,000 (fifty million Euro). ”*

4. Art. 20 par. (3) by removing the letter s) and will have the following content:

„Art. 20 par. (3) **The Board of Directors also has the following duties:**

- a) exercises the control on the way the Chief Executive Officer and other Managers govern the Company;
- b) approves the revenues and expenditures budget;
- c) approves the management plan prepared by the Chief Executive Officer and/or other Managers;
- d) submits to the General Meeting of Shareholders an annual report on the management activity;
- e) represents the Company in relationship with the Chief Executive Officers and the appointed Managers;
- f) endorses the financial statements of the Company;
- g) approves the Report of the Chief Executive Officer and the Reports of the Managers;
- h) proposes to the General Meeting of Shareholders the appointment and revocation of the financial auditor, as well as the minimum term of the audit contract.
- i) approves the mandate contracts of the Chief Executive Officer and of the appointed Managers, thus establishing the organization of the activity of the managers;
- j) approves the persons empowered to negotiate the Collective Employment Agreement with the representative trade unions and/or with the representatives of the employees, as well as the negotiation mandate granted thereto;
- k) approves the Company's collective work agreement;
- l) approves the Organization and Operation Regulations of the Board of Directors;
- m) approves the activity schedules (production, research – development, technological engineering, investments, etc);
- n) approves the organizational structure of the Company and the number of positions, as well as the Company's Organization and Operation Regulations;
- o) approves the energy transactions strategy of the Company;
- p) approves the conclusion of any contract/document which raises legal obligations for the Company (acts of acquisition, sale, exchange or pledge as guarantee for non-current assets belonging to the Company), the value of which does not exceed, individually and cumulated, during a financial year, 20% of the total non-current assets of the Company less receivables, in compliance with the competence limits set out in the Annex to these Articles of Incorporation;

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- q) approves the renting of tangible assets, for a period greater than 1 year, with an individual and cumulated value in relation to the same co-contractor or the persons involved or acting together, not exceeding 20 % of the total value of non-current assets, less receivables, as of the date of conclusion of the legal act, as well as associations for periods greater than one year, which do not exceed the same value;
- r) approves the mandate of Nuclearelectrica's representatives in the General Meeting of Shareholders of S.C. Energonuclear S.A. for the decisions which fall under the competence of S.C. Energonuclear S.A. with the exception of those for which a resolution of the Company's General Meeting of Shareholders is necessary, in compliance with the provisions of these Articles of Incorporation."

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA

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